

Directors' Duties under section 172 of the Companies Act

The directors who served during the year have acted in good faith and intended to promote the long-term success of the Company. The directors have considered the interest of the Company's employees, the interest of the Company's stakeholders, the consequences of any long-term decision made and the maintaining of business relationships with suppliers, customers and others whilst undertaking their activities during the year. In doing this the directors have had regard to the matters set out in s172(1)(a-f) of the Companies Act. The following paragraphs describe how the directors fulfil their duties:

Risk management and long term decision making

The Company utilises compliance and governance mechanisms to minimise risk. The Company's policies and processes effectively identify, evaluate, manage and mitigate the risks it is facing, and it continues to iterate and evolve its approach to risk management. For more details on risks see page 4.

Our people

Please refer to the Directors' report section "Employee engagement" for further details on employee engagement.

Business relationships

As is normal for companies of our size, authority for operational decision making is delegated to management on a day-to-day basis. Over the course of the year, management shares relevant information on business relationships and compliance matters with the Company's directors and, as appropriate, the Alphabet board.

Stakeholders

Given the number of stakeholders and the size of the wider Alphabet Group ("the Group"), stakeholder engagement takes place at both an operational and Alphabet Group level. The decisions made by the Company during the year ended 31 December 2022 have been made in accordance with the Company and Groups vision, key stakeholder engagement and with our business strategy at the core of what we do.

Reputation, community and environment

Globally, the Company supports Group initiatives to significantly improve the lives of as many people as possible. These initiatives can be explored in more detail at about.google/commitments.

Locally, the Company, Google, and the Group do this through various initiatives:

In 2022, we partnered with major British employers to help people into high-growth, in demand tech jobs by completing Google Career Certificates in areas including data analytics, user experience design and digital marketing. In partnership with The Federation of Small Businesses we made these Google Career Certificate scholarships available to 1,000 UK SMEs. By making fully-funded Google Career Certificate scholarships available through Leonard Cheshire in partnership with INCO, we have created accessible pathways for people with disabilities into tech jobs.

We have continued our Be Internet Legends programme, providing free online safety training to primary schools across the UK, in person and online. This programme is designed to help pupils become safer in the online world and involves nationwide teacher training workshops and engaging family activities. To date over 80% of UK schools have engaged with the programme, reaching over 5 million UK children.

Additional detail and further local initiatives, including the impact of the Group, Google, and the Company's activities in the UK, can be found at: about.google/intl/ALL_uk/google-in-uk/.

The Company reports the environmental impact of its business in the United Kingdom through its emissions and energy use report. This report is available in full in the Directors' Report.

The Group is working to accelerate the transition to a carbon-free future and has taken significant steps over the past two decades to minimize its emissions. In 2021, it set an ambitious goal to achieve net-zero emissions across all of its operations and value chain by 2030. To accomplish this, it aims to reduce 50% of its combined Scope 1, Scope 2 (market-based), and Scope 3 absolute emissions (versus our 2019 baseline) before 2030, and plans to invest in nature-based and technology-based carbon removal solutions to neutralize its remaining emissions.

One of the key levers for reducing emissions from Group operations is transitioning to clean energy. That's why the Group aims to run on 24/7 carbon-free energy on every grid where it operates by 2030. The Group has been working hard to transition its operations and the electricity grids that serve it to cleaner sources of power, through a combination of clean energy procurement, technology innovation, and policy advocacy. We expect our work decarbonising electricity grids where we operate to contribute to decarbonisation across our value chain as well.. To find out more about Google's sustainability programme, see sustainability.google/reports/google-2023-environmental-report.

Statement of corporate governance arrangements

The Company provides marketing and research and development services to other undertakings in the Group. Alphabet Inc. is the ultimate holding company of all subsidiaries and businesses within the Group.

Guiding principles and code of conduct

The Group's conduct is guided by the principle, "do the right thing". This means, among other things, following the law, acting honourably, and treating co-workers with courtesy and respect. Further specifics are set out in the Code of Conduct (<https://abc.xyz/investor/other/code-of-conduct/>) which is adopted by the Group. All Group employees, board members, temps, vendors and contractors, and those doing business on behalf of the Group are expected to comply with the Code, and are responsible for understanding, promoting, and implementing the Group's guiding principles (<https://www.google.com/about/philosophy.html>).

The Company's Board (the "Board") considers that the Code of Conduct, guiding principles, and the corporate governance arrangements described below cover the key areas of the Company's corporate governance framework. Because of this, the Board has decided not to formally adopt a recognised code of corporate governance but instead adopts the following bespoke approach.

The Board

The Board consists of a Financial Controller who provides regional oversight and financial expertise, and a Legal Director who brings legal, corporate governance and risk expertise to the Board. Prior to appointment, all Company directors undergo a formal induction programme. The Company's Board is supported by highly skilled leaders and employees within the Company and the wider Group. The size and structure of the Board is considered appropriate to meet the Company's strategic needs and challenges.

The Company and the Group are committed to creating a diverse and inclusive workforce at all levels that is representative of the users it serves. Hiring remains the cornerstone of the Group's efforts to create a diverse workforce. Further details on diversity is available in Google's diversity annual report (<https://diversity.google/annual-report/>).

Risks

As detailed in the Section 172(1) statement, it is normal for companies of this size to delegate authority for day-to-day operational decisions to management. The Company's management team makes decisions throughout the financial period on important matters relating to the Company, including principal risks and opportunities. Where necessary and appropriate, these are considered by a broader set of relevant stakeholders within the Group and also by the Board. Details of the principal risks and opportunities considered by the Board in the financial year ending 31 December 2022 are set out in the Strategic Report.

The strategic, financial, and execution risks and exposures associated with the Company and the Group's business are identified and mitigated through collaboration with leaders across the Group and by the systems, processes and controls in operation. The Company and the Group recognise that some risks cannot be eliminated; the Group's policies and decisions (including decisions of the Board), are therefore guided by principles of risk management balanced with the strategic objectives of the Group and the Company, in line with the Group's overarching guiding principles.

Employee engagement

Consultation of employees or their representatives has continued at all levels, with the aim of ensuring that their views are taken into account when decisions are made that are likely to affect their interests and that all employees are aware of the financial and economic performance of the Company. Communication with all employees continues through briefing groups and the intranet website which it updates regularly with Company and industry news.

The Company is an equal opportunity workplace. We are committed to equal employment opportunity regardless of race, colour, ancestry, religion, sex, national origin, sexual orientation, age, citizenship, marital status, disability, gender identity or veteran status. Applications for employment by disabled persons are always fully considered, bearing in mind the respective aptitudes and abilities of the applicant concerned. In the event of members of staff becoming disabled, every effort is made to ensure that their employment with the Company continues and the appropriate training is arranged. It is the policy of the Company that the training, career development and promotion of a disabled person should, as far as possible, be identical to that of a person who does not suffer from a disability.

Remuneration

The Company and the Group's remuneration strategy is made in support of the following goals:

- To attract and retain the world's best talent;
- To support the Group's culture of innovation and performance; and
- To align employee and Alphabet Inc. stockholders' interests.

Conducting equity pay analysis and recommending initiatives to close any identified pay gaps and foster fair and equitable people processes is also central to the Group's approach to remuneration - for example, in relation to gender, this includes bias avoidance training, developing and progressing talented women within Google, and increasing the number of female engineers and leaders. The Company's Gender Pay Gap Report can be found at about.google/belonging/diversity-annual-report/2023/methodology.

All material remuneration decisions which affect the Company are considered from a Company, local, and regional perspective.

Stakeholder engagement

There is active engagement with all stakeholders of the Company, including suppliers, employees, owners, the local community and environment, and other stakeholders. Please refer to Section 172(1) statement in the strategic report for further details.