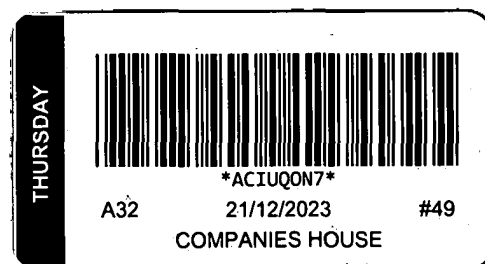

OUSTER UK LIMITED

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022



OUSTER UK LIMITED
REGISTERED NUMBER: SC604675

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2022

	Note	2022 £	2021 - Unaudited £
Fixed assets			
Tangible assets	4	59,572	65,941
		<u>59,572</u>	<u>65,941</u>
Current assets			
Debtors: amounts falling due after more than one year	5	24,749	-
Debtors: amounts falling due within one year	5	1,946,230	1,816,143
Cash at bank and in hand	6	131,706	239,754
		<u>2,102,685</u>	<u>2,055,897</u>
Creditors: amounts falling due within one year	7	(1,321,958)	(1,543,887)
Net current assets		<u>780,727</u>	<u>512,010</u>
Total assets less current liabilities		<u>840,299</u>	<u>577,951</u>
Net assets		<u>840,299</u>	<u>577,951</u>
Capital and reserves			
Called up share capital	8	1	1
Profit and loss account	9	840,298	577,950
		<u>840,299</u>	<u>577,951</u>

OUSTER UK LIMITED
REGISTERED NUMBER: SC604675

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2022

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements have been delivered in accordance with the provisions applicable to companies subject to the small companies regime.

The Company has opted not to file the statement of comprehensive income in accordance with provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

20 Dec 2023

Alexander Hendricks

Alex Hendriks (Dec 20, 2023, 2:36pm)

Alexander Jack Hendricks
Director

The notes on pages 3 to 11 form part of these financial statements.

OUSTER UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

1. General information

The company is a private company limited by shares, registered in Scotland. The address of the registered office is Ouster UK Limited, One, 125 Princes Street 3rd Floor, Edinburgh, Scotland, EH2 4AD.

The primary activity of the Company is the research and development of hardware and software to support the parent company's LiDAR (Light Detection and Ranging) products.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

2.2 Foreign currency translation

Functional and presentation currency

The Company's functional and presentational currency is GBP.

Transactions and balances

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

OUSTER UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.3 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. The following criteria must also be met before revenue is recognised:

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

Turnover represents the amounts receivable under the terms of the research and development agreement that the Company holds with the parent company. Turnover also consists of government grant income which is measured on the performance model and only recognised when the performance related conditions under the Scottish Enterprise Grant Award are met.

2.4 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to profit or loss on a straight-line basis over the lease term.

2.5 Government grants

Grants are accounted under the performance related model as permitted by FRS 102. Grant income is only recognised once the performance related conditions have been met and income subsequently received by the Company.

Grants of a revenue nature are recognised in the statement of comprehensive income in the same period as the related expenditure.

OUSTER UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.6 Pensions

Defined benefit pension plan

The Company operates a defined benefit plan for certain employees. A defined benefit plan defines the pension benefit that the employee will receive on retirement, usually dependent upon several factors including but not limited to age, length of service and remuneration. A defined benefit plan is a pension plan that is not a defined contribution plan.

The liability recognised in the Statement of Financial Position in respect of the defined benefit plan is the present value of the defined benefit obligation at the end of the reporting date less the fair value of plan assets at the reporting date (if any) out of which the obligations are to be settled.

The fair value of plan assets is measured in accordance with the FRS 102 fair value hierarchy and in accordance with the Company's policy for similarly held assets. This includes the use of appropriate valuation techniques.

The cost of the defined benefit plan, recognised in profit or loss as employee costs, except where included in the cost of an asset, comprises:

- a) the increase in net pension benefit liability arising from employee service during the period; and
- b) the cost of plan introductions, benefit changes, curtailments and settlements.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is recognised in profit or loss as a 'finance expense'.

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in profit or loss when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

OUSTER UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.7 Share-based payments

Where share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss over the vesting period. Non-market vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognised over the vesting period is based on the number of options that eventually vest. Market vesting conditions are factored into the fair value of the options granted. The cumulative expense is not adjusted for failure to achieve a market vesting condition.

The fair value of the award also takes into account non-vesting conditions. These are either factors beyond the control of either party (such as a target based on an index) or factors which are within the control of one or other of the parties (such as the Company keeping the scheme open or the employee maintaining any contributions required by the scheme).

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss over the remaining vesting period.

Where equity instruments are granted to persons other than employees, profit or loss is charged with fair value of goods and services received.

2.8 Taxation

Tax is recognised in profit or loss except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the Company operates and generates income.

2.9 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

OUSTER UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

2. Accounting policies (continued)

2.9 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

R&D Equipment	-	33%
Plant and machinery	-	33%
Fixtures and fittings	-	10%
Computer equipment	-	33%

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in profit or loss.

2.10 Debtors

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

2.11 Cash and cash equivalents

Cash and cash equivalents include cash at bank and in hand.

2.12 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities are measured initially at fair value, net of transaction costs.

3. Employees

The average monthly number of employees, including directors, during the year was 24 (2021 - 22).

OUSTER UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022**

4. Tangible fixed assets

	R&D Equipment £	Plant and machinery £	Computer equipment £	Total £
Cost or valuation				
At 1 January 2022	-	120,807	4,952	125,759
Additions	38,623	-	19,349	57,972
Disposals	-	(75,463)	-	(75,463)
At 31 December 2022	<u>38,623</u>	<u>45,344</u>	<u>24,301</u>	<u>108,268</u>
Depreciation				
At 1 January 2022	-	59,402	416	59,818
Impact of change in accounting policy	-	(37,809)	-	(37,809)
At 1 January 2022 (adjusted balance)	-	21,593	416	22,009
Charge for the year on owned assets	7,508	12,068	7,111	26,687
At 31 December 2022	<u>7,508</u>	<u>33,661</u>	<u>7,527</u>	<u>48,696</u>
Net book value				
At 31 December 2022	<u>31,115</u>	<u>11,683</u>	<u>16,774</u>	<u>59,572</u>
<i>At 31 December 2021 - Unaudited</i>	<u>-</u>	<u>61,405</u>	<u>4,536</u>	<u>65,941</u>

OUSTER UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

5. Debtors

	2022 £	2021 - Unaudited £
Due after more than one year		
Other debtors	24,749	-
	<u>24,749</u>	<u>-</u>
	2022 £	2021 - Unaudited £
Due within one year		
Amounts owed by group undertakings	1,422,158	902,954
Other debtors	524,072	333,189
Prepayments and accrued income	-	580,000
	<u>1,946,230</u>	<u>1,816,143</u>

6. Cash and cash equivalents

	2022 £	2021 - Unaudited £
Cash at bank and in hand	131,706	239,754
	<u>131,706</u>	<u>239,754</u>

OUSTER UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2022

7. Creditors: Amounts falling due within one year

	2022 £	2021 - Unaudited £
Trade creditors	144,077	8,623
Amounts owed to group undertakings	911,534	1,183,012
Corporation tax	61,730	114,658
Other taxation and social security	63,028	63,028
Other creditors	77,588	33,852
Accruals and deferred income	64,001	140,714
	<u>1,321,958</u>	<u>1,543,887</u>

8. Share capital

	2022 £	2021 - Unaudited £
Allotted, called up and fully paid		
1 (2021 - 1) Ordinary shares share of £1.00	<u>1</u>	<u>1</u>

9. Reserves

Profit and loss account

The Profit and Loss account represents cumulative profits and losses.

10. Share-based payments

Share based payment expense is made on the basis of a reasonable allocation of the expenses from the parent company.

The share based expense from the parent company for the year ended 31 December 22 was £ Nil (2021: £ Nil).

11. Pension commitments

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the fund and amounted to £81,346 (2021: £59,791). Contributions totalling £11,485 (2021: £13,649) are payable to the fund at the reporting date and are included in creditors.

OUSTER UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2022

12. Related party transactions

The Company has taken advantage of the exemption available under paragraph 33.1A of FRS 102, whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertakings of the group.

13. Controlling party

The Company is a wholly owned subsidiary of Sense Photonics Inc, a company registered in USA and whose address is 3021 E Cornwallis Road Durham , NC 27709. The ultimate parent company is Ouster Inc, whose address is 350 Treat Ave Ste 1, San Francisco 94110, USA. Ouster Inc, is the largest group and smallest group to consolidate these financial statements.

14. Auditor's information

The auditor's report on the financial statements for the year ended 31 December 2022 was unqualified.

The audit report was signed on 20 Dec 2023 by Paul Hawksley FCA MAAT CTA (Senior Statutory Auditor) on behalf of TWP Accounting LLP.

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. The audit work has been undertaken so that Auditors' might state to the company's members those matters the Auditors' are required to state in an auditor's report and for no other purpose. To the fullest extent permitted by law, TWP Accounting LLP will not accept or assume responsibility to anyone other than the company and the company's members as a body, for the audit work, for the Independent Auditors' Report, or for the opinions formed.