

Company Registration No. 10009711 (England and Wales)

ARK ESTATES SPRING PARK LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2018

MONDAY



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ARK ESTATES SPRING PARK LIMITED

COMPANY INFORMATION

Directors	H T Owen A J Pettit D McDonald S C Burrage
Secretary	I S Perryment
Company number	10009711
Registered office	Spring Park Westwells Road Hawthorn Corsham Wiltshire SN13 9GB
Independent auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 7 More London Riverside London SE1 2RT

ARK ESTATES SPRING PARK LIMITED

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ARK ESTATES SPRING PARK LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 30 JUNE 2018

The directors present their annual report and financial statements for the year ended 30 June 2018.

Principal activities

The principal activity of the company is the ownership of data centres and the provision of related services.

The results for the year and the financial position at the year end were considered satisfactory by the directors.

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

H T Owen
A J Pettit
D McDonald
S C Burrage

Qualifying third party indemnity provisions

The company has made qualifying third party indemnity provisions for the benefit of its directors during the year. These provisions remain in force at the reporting date.

Going concern

The directors are satisfied that the company can call on sufficient group financial facilities and support from their shareholders to meet working capital requirements and enable them to meet debts as they fall due. The liabilities to group entities are not expected to be called within the year and therefore the directors' view is that it is appropriate to prepare the financial statements on the going concern basis.

Independent auditors

In accordance with the company's articles, a resolution proposing that PricewaterhouseCoopers LLP be reappointed as auditor of the company will be put at a General Meeting.

ARK ESTATES SPRING PARK LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; 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.

The directors 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.

Directors' confirmations

In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board



H T Owen

Director

Date: 18 Dec 2018

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ARK ESTATES SPRING PARK LIMITED

Report on the audit of the financial statements

Opinion

In our opinion, Ark Estates Spring Park Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 30 June 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the Balance Sheet as at 30 June 2018; the Profit and Loss Account and the Statement of Changes in Equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which ISAs (UK) require us to report to you when:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, 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 audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ARK ESTATES SPRING PARK LIMITED

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 30 June 2018 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities set out on page 2, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Auditors' 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 auditors' 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.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

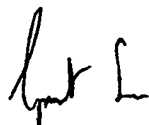
- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ARK ESTATES SPRING PARK LIMITED

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: prepare financial statements in accordance with the small companies regime; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Grant Lee (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
19th December 2018

ARK ESTATES SPRING PARK LIMITED**PROFIT AND LOSS ACCOUNT****FOR THE YEAR ENDED 30 JUNE 2018**

		2018	2017
	Notes	£	£
Turnover		6,381,037	1,361,665
Administrative expenses		(219,520)	(1,204,682)
		<hr/>	<hr/>
Operating profit	3	6,161,517	156,983
Interest payable and similar expenses	5	(13,670,427)	(4,621,607)
Change in fair value of investment properties	6	4,235,749	(6,898,960)
		<hr/>	<hr/>
Loss before taxation		(3,273,161)	(11,363,584)
Tax on loss		<hr/>	<hr/>
			-
Loss and total comprehensive income for the financial year		<hr/>	<hr/>
		<u>(3,273,161)</u>	<u>(11,363,584)</u>

ARK ESTATES SPRING PARK LIMITED**BALANCE SHEET****AS AT 30 JUNE 2018**

	Notes	2018 £	2017 £
Fixed assets			
Investment properties	7	271,195,879	262,157,132
Current assets			
Debtors	8	1,150,674	391,704
Cash at bank and in hand		1,371	17,468
		<u>1,152,045</u>	<u>409,172</u>
Creditors: amounts falling due within one year	9	<u>(124,260,646)</u>	<u>(152,401,630)</u>
Net current liabilities		<u>(123,108,601)</u>	<u>(151,992,458)</u>
Total assets less current liabilities		<u>148,087,278</u>	<u>110,164,674</u>
Creditors: amounts falling due after more than one year	10	<u>(134,392,513)</u>	<u>(105,973,689)</u>
Net assets		<u><u>13,694,765</u></u>	<u><u>4,190,985</u></u>
Capital and reserves			
Called up share capital	11	100	100
Equity reserve	12	28,331,410	15,554,469
Profit and loss reserves		<u>(14,636,745)</u>	<u>(11,363,584)</u>
Total equity		<u><u>13,694,765</u></u>	<u><u>4,190,985</u></u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime. The notes on pages 10 to 16 form an integral part of these financial statements.

ARK ESTATES SPRING PARK LIMITED

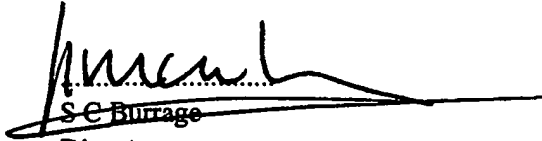
BALANCE SHEET (CONTINUED)

AS AT 30 JUNE 2018

The financial statements were approved by the board of directors and authorised for issue on ~~18 Dec 2018~~ and are signed on its behalf by:



H T Owen
Director



S C Burrage
Director

Company Registration No. 10009711

ARK ESTATES SPRING PARK LIMITED

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2018

		Share capital £	Equity reserve £	Profit and loss reserves £	Total £
Balance at 1 July 2016		100	-	-	100
Year ended 30 June 2017:					
Loss and total comprehensive income for the year		-	-	(11,363,584)	(11,363,584)
Other	12	-	15,554,469	-	15,554,469
Balance at 30 June 2017		100	15,554,469	(11,363,584)	4,190,985
Year ended 30 June 2018:					
Loss and total comprehensive income for the year		-	-	(3,273,161)	(3,273,161)
Other	12	-	12,776,941	-	12,776,941
Balance at 30 June 2018		100	28,331,410	(14,636,745)	13,694,765

ARK ESTATES SPRING PARK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting policies

Company information

Ark Estates Spring Park Limited is a private company limited by shares incorporated in England and Wales. The registered office is Spring Park, Westwells Road, Hawthorn, Corsham, Wiltshire, SN13 9GB.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention, modified to include the revaluation of freehold properties and to include investment properties and certain financial instruments at fair value. The principal accounting policies adopted are set out below.

1.2 Going concern

The financial statements have been prepared on a going concern basis as the company's directors are satisfied that the company can call on sufficient group financial facilities and support from their shareholders to meet working capital requirements and enable them to meet debts as they fall due and the liabilities to group entities are not expected to be called within the year.

1.3 Turnover

Turnover is the total amount receivable by the company from the rental of its data centre buildings during the period, excluding VAT.

Turnover is recognised when a right to consideration has been obtained through the performance of contractual terms and conditions.

1.4 Investment properties

Investment property, which is property held to earn rentals and/or for capital appreciation, is initially recognised at cost, which includes the purchase cost and any directly attributable expenditure. Subsequently it is measured at fair value at the reporting end date. The surplus or deficit on revaluation is recognised in profit or loss.

1.5 Cash at bank and in hand

Cash at bank and in hand are basic financial assets and include cash in hand, deposits held at call with banks, other short-term liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities.

ARK ESTATES SPRING PARK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting policies

(Continued)

1.6 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Financial instruments are recognised in the company's balance sheet when the company becomes party to the contractual provisions of the instrument.

Financial assets and liabilities are offset, with the net amounts presented in the financial statements, when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

Basic financial assets

Basic financial assets, which include debtors and cash and bank balances, are initially measured at transaction price including transaction costs and are subsequently carried at amortised cost using the effective interest method unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest. Financial assets classified as receivable within one year are not amortised.

Classification of financial liabilities

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Trade creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Amounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade creditors are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

1.7 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

ARK ESTATES SPRING PARK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 30 JUNE 2018

1 Accounting policies

(Continued)

1.8 Finance costs

Finance costs of financial liabilities are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount.

Finance costs which are directly attributable to the construction of tangible fixed assets are capitalised as part of the cost of those assets. The commencement of capitalisation begins when both finance costs and expenditures for the asset are being incurred and activities that are necessary to prepare the asset for use are in progress. Capitalisation ceases when substantially all the activities that are necessary to prepare the asset for use are complete.

2 Judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. Judgements, estimates and assumptions have been made in relation to the valuation of the company's investment property (see note 7) and in relation to interest rates when calculating the fair value of intercompany loans (see note 10 and note 12). The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised where the revision affects only that period, or in the period of the revision and future periods where the revision affects both current and future periods.

3 Operating profit

	2018	2017
Operating profit for the year is stated after charging:	£	£
Fees payable to the company's auditors for the audit of the company's financial statements	14,950	10,000

ARK ESTATES SPRING PARK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

4 Employees

There were no employees during the year (2017: none) apart from the directors.

No directors' remuneration was paid in either the current year or prior year. The directors are remunerated by other group undertakings for which no allocations are made to the company.

5 Interest payable and similar expenses

	2018 £	2017 £
Interest on financial liabilities measured at amortised cost:		
Interest payable to related undertakings (see note 10)	12,923,248	2,781,721
Interest payable to group undertakings (see note 9)	747,179	1,839,886
	<u>13,670,427</u>	<u>4,621,607</u>

6 Change in fair value of investment properties

	2018 £	2017 £
Fair value (losses)		
Changes in the fair value of investment properties	<u>4,235,749</u>	<u>(6,898,960)</u>

7 Investment properties

	2018 £	2017 £
Fair value		
At 1 July	262,157,132	-
Additions	4,802,998	269,056,092
Revaluations	<u>4,235,749</u>	<u>(6,898,960)</u>
At 30 June	<u>271,195,879</u>	<u>262,157,132</u>

ARK ESTATES SPRING PARK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

7 Investment properties

(Continued)

Investment property comprises land and buildings and assets under construction. Land and buildings have been revalued as at 30 June 2018 at fair value by the directors with reference to market-based evidence and expected future cash flows derived from the assets. An independent professional valuation was carried out as at 24 September 2018 and this was taken into consideration in the directors' valuation. The valuation methodology used to establish the value of the investment properties includes a number of key assumptions. These include, but are not limited to; occupancy rates, contracted and uncontracted income forecasts, operational costs, capital replacement costs, discount rates and exit yields.

During the year ended 30 June 2018 finance costs of £92,436 (2017: £48,224) were capitalised as part of investment property. The total finance costs capitalised within investment property are £140,660 (2017: £48,224).

If investment properties were stated on an historical cost basis rather than a fair value basis, the amounts would have been included as follows:

	2018 £	2017 £
Cost	273,859,090	269,056,092

8 Debtors

	2018 £	2017 £
Amounts falling due within one year:		
Amounts owed by group undertakings	1,150,674	379,630
Other debtors	-	12,074
	1,150,674	391,704

Amounts due from group undertakings are unsecured, have no fixed date of repayment and are repayable on demand.

ARK ESTATES SPRING PARK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

9 Creditors: amounts falling due within one year

	2018 £	2017 £
Trade creditors	40,892	330,429
Amounts due to group undertakings	123,347,312	151,384,111
Other taxation and social security	357,114	-
Other creditors	384,508	670,236
Accruals and deferred income	130,820	16,854
	<u>124,260,646</u>	<u>152,401,630</u>

Amounts due to group undertakings are unsecured, have no fixed date of repayment and are repayable on demand. Interest is payable at 5% per annum (see Note 5).

10 Creditors: amounts falling due after more than one year

	2018 £	2017 £
Amounts owed to related undertakings	<u>134,392,513</u>	<u>105,973,689</u>

Amounts owed to related undertakings are owed to subsidiaries of Ark Capital Partners I LP Inc., the ultimate parent of Ark Estates Spring Park Limited. Interest is payable at 5% and the above balance represents the fair value of the future interest expense and principal repayment.

11 Called up share capital

	2018 £	2017 £
Ordinary share capital		
Issued and fully paid		
100 (2017: 100) Ordinary shares of £1 each	<u>100</u>	<u>100</u>

12 Equity reserve

The Company has contractual intercompany loan arrangements of £134,392,513 (2017: £105,973,689) which are not repayable on demand. These arrangements are presented in Note 10, which illustrates the fair value of the interest and principal payments over the term of the loan. The equity reserve of £28,331,410 (2017: £15,554,469) represents the legal value of the intercompany loan arrangements that is not reflected within the value presented in Note 10. Upon final repayment of the loan a reserve transfer will take place between the equity reserve and the profit and loss reserve.

ARK ESTATES SPRING PARK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 30 JUNE 2018

13 Capital commitments

Amounts contracted for but not provided in the financial statements:

	2018	2017
	£	£
Acquisition of tangible fixed assets	47,143,158	20,441,607

14 Financial commitments and guarantees

The assets of the Company have been pledged as security against a bank loan held by Ark Estates Holdings Limited, a related undertaking also controlled by Ark Capital Partners I LP Inc. For full details of the bank loan, please refer to the financial statements of Ark Estates Holdings Limited.

15 Events after the reporting date

There have been no post balance sheet events requiring disclosure in the notes to the financial statements.

16 Control

The immediate parent company is Ark Estates Holdings Limited, a company registered in England and Wales, and the ultimate parent undertaking is Ark Capital Partners I LP Inc., a limited partnership registered in the Isle of Man. The limited partnership is controlled by its partners.

Ark Capital Partners I LP Inc. is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 30 June 2018. The consolidated financial statements of Ark Capital Partners I LP Inc. are available from its general partner Goshawk GP Limited, First Names House, Victoria Road, Douglas, Isle of Man, IM2 4DF.