

# ANNUAL REPORT & FINANCIAL STATEMENTS

For the year ended 31 December 2019







## KEY HIGHLIGHTS

£438.6m

Revenue

£250.1m

EBITDA

£5.49bn

CBRE property  
valuation

2.6%

Weighted Average  
Cost of Bond Debt

Thirteen

Data centres across  
eight markets

392,657

Square metres of  
gross space

7%

Increase in portfolio  
gross space

354MVA

Utility power supply  
to the data centres

# GLOBAL SWITCH HOLDINGS LIMITED

## ANNUAL REPORT & FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2019

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## GLOBAL SWITCH HOLDINGS LIMITED

### CHIEF EXECUTIVE'S STATEMENT

#### Overview

The world is presently in an uncertain place as we come to terms with a new global environment, caused by the COVID-19 pandemic.

At Global Switch we have always been committed to prioritising the health and wellbeing of our colleagues and our partners as well as creating a safe environment in which to operate and this remains one of our key objectives, at a time when technology and cloud providers are ramping up their services to deal with accelerating demand.

In this complex and evolving situation, a few things are clear:

1. Global Switch is a highly resilient business, underpinned by its high-quality assets located in super prime locations, a strong capital structure and the benefit of committed finance facilities with a year-end average bond debt maturity of 4.9 years. Our customer base is diversified by geographic location and industry. It includes most of the world's leading cloud service providers and telecommunications companies, and those companies are typically part of financially strong, investment grade corporate entities. The majority of our annualised rental income is derived from companies with an investment grade parent or controlling entities or government departments and agencies that benefit from a sovereign risk profile.
2. Currently we do not foresee any need to make changes to our business expansion plans for 2020, but we will keep these under constant review. Our strong balance sheet and access to liquidity mean that we have multiple levers at our disposal to respond in an agile way to unforeseen events.
3. Global Switch has put in place robust processes to address the issues raised by the current environment including a dedicated COVID-19 Task Force comprising our Executive Committee and expert colleagues across Europe and Asia-Pacific. To date we have seen little material impact to our operations due to COVID-19. Providing a safe working environment for our customers, staff and visitors is one of our core principles and, following advice from the World Health Organisation and Government, and by working in close collaboration with the local authorities, we have introduced a series of operational measures to keep our customers and colleagues safe.
4. Growth in demand for our data centre services is not particularly linked to gross domestic product or other traditional macroeconomic measures. Rather, growth is driven by factors such as the on-going adoption of enterprise grade cloud computing and the trend of outsourcing, together with the rise of applications, video content / streaming and the increasing legislation around the storage of data. In this new global environment, we are confident that demand for high quality data centre space is only going to increase as the world adapts to new ways of working. There has been a recent surge in traffic at Internet Exchanges due to COVID-19 with an exponential rise in the use of new applications and sites. We have also witnessed an increase in demand from hyperscale cloud providers from around the globe looking for highly experienced data centre operators, such as Global Switch, and we are currently engaged in active discussions around major new commitments in a number of our locations. Conversely, our sales cycle may be impacted by COVID-19 in the next few months and we have also received requests from a handful of customers from sectors particularly impacted by COVID-19, such as tourism, gaming and hospitality, who have requested flexibility in managing their cash flows.
5. We have a number of construction projects underway in Europe, and in Asia-Pacific the last stage of our 100 mega volt amp (MVA) five building Hong Kong data centre development is on timetable to complete later this year. We have worked closely with our contractors, sub-contractors and local authorities to keep works open and progressing and are thankful for their



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support. We will, of course, continue to monitor changes in any enforced working patterns due to COVID-19, and have developed risk mitigation strategies in order to avoid any delay to the project's completion.

Turning to our business operations, it is important to update you on our relationship with Daily-Tech, one of Global Switch's largest customers. Daily-Tech has defaulted on its payment obligations under service agreements relating to three of our data centres: Hong Kong, Singapore Woodlands and Frankfurt North, where its end customer for three out of the five specific contracts in the three locations is China Telecom Global, one of the world's leading telecommunication companies.

At the inception of these contracts with Daily-Tech, Global Switch negotiated robust corporate underwriting agreements in the form of a HK\$250m bank guarantee (covering the Hong Kong and Singapore contracts) and a corporate guarantee with Jiangsu Shagang Material Trading Co., Ltd (Shagang Material), a subsidiary of Jiangsu Shagang Group Co., Ltd (Shagang Group), our majority shareholder on a look through basis, and a novation option agreement with China Telecom Global (both covering the 15MW Hong Kong contract). Shagang Material facilitated the provision of this corporate guarantee. Since year end Global Switch has successfully received payments from the amounts due under the bank guarantee. Shagang Material has also facilitated substantial payments to Global Switch pursuant to their corporate guarantee, as well as confirming their on-going commitment to the guarantee over the life of the contract. Together these payments and on-going guarantee security have significantly reduced our financial exposure to this default. We are also presently in direct discussions with China Telecom Global about signing new agreements as a direct counter party.

Nevertheless, as a result of the Daily-Tech defaults we have terminated four of the contracts in accordance with the respective contract terms. Accordingly, we took the judgement to impair the full value of the residual receivables and outstanding net accrued income, which has the effect of reducing our reported EBITDA by £34.8m for our 2019 financial year.

We are confident that the steps we have taken to contract the space and power with alternate customers will ameliorate the impact of the Daily-Tech defaults over the course of the next 12 months.

Despite these near-term challenges, Global Switch remains a highly resilient business with significant growth potential, which benefits from high quality, high density space, secure cash flows, low leverage and a low cost of debt and a very clear strategy to deliver the right space at the right time to meet the needs of our customers. Over the last twenty years Global Switch has executed a clear and consistent strategy, unique amongst our peers. We remain focused on growing our platform of large scale, highly resilient data centres in central locations within the major business and financial hubs across Europe and Asia-Pacific, where Global Switch has emerged as a market leader and demand is forecast to continue to increase.

We will continue to focus on delivering bespoke customer solutions with highly scalable space and power capacity, underpinned by the growth of cloud computing services. In particular, we benefit from the growth of a number of hyperscale customers, and the Chinese One Belt, One Road initiative, which has accelerated the growth of the telecoms and internet sector throughout Asia and beyond.

As a result of our consistent strategy, Global Switch has become the provider of choice for some of the world's largest cloud and technology solution providers, international financial institutions and a wide range of other global businesses. Our world class carrier and cloud neutral multi customer facilities and the huge community within our ecosystems, together offer our customers best in class service and unrivalled access to leading telecommunications and other providers.

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All of our data centres are operated to a Tier III+ standard, with power and cooling systems in place, as well as state-of-the-art security and monitoring systems and best in class operating procedures, ensuring a low risk operational environment.

As a business perfectly positioned across East and West, we continue to nurture strong relationships with North American and European cloud and technology customers, whilst actively supporting the needs and growth aspirations of leading Chinese internet and technology companies.

#### Strategy, ownership and board

Over the last decade under the current management team, Global Switch has driven growth through a consistent approach to strategy and financial and operational policies.

We remain committed to sustainable growth, continuous improvement and maintaining a balanced approach to development that optimises returns whilst minimising execution risk.

On 23 August 2019, Shagang Group, a member of the Fortune Global 500 list of the world's biggest companies and the largest privately owned steel enterprise in China, acquired the remaining 24.01% stake in Global Switch from Aldersgate Investments Limited in a transaction valued at £1.8 billion. The investment by Shagang Group, through an indirect wholly owned investment vehicle, increases its equity stake in Global Switch to 49.83% on a look through basis, making it the largest shareholder in the Company and considered by the Directors to be the Company's ultimate controlling party. Shagang Group had previously acquired indirect stakes in the Company through its participation in the Elegant Jubilee Limited and Strategic IDC Limited consortia of institutional and private investors, which invested in Global Switch in December 2016 and July 2018. Following the transaction, Aldersgate Investments Limited has now fully exited its equity participation in Global Switch.

As one of China's leading private companies, Shagang Group has a track record for investment acumen, manufacturing and service excellence. This further investment into Global Switch by Shagang Group further strengthens Global Switch's sources of equity capital.

Following the transaction, Simon Reuben and Alexander Bushaev, representatives of Aldersgate Investments Limited, tendered their resignations from the Board of Global Switch and He Chunsheng, Shen Qian and Nie Wei (representing Elegant Jubilee Limited, Tough Expert Limited and Strategic IDC respectively) joined the Board as Non-Executive Directors. Subsequently He Chunsheng, who has deep experience of the Chinese market, having joined Shagang Group in 2001 and served as Executive Director, Vice President and Chief Economist of the Shagang Group's board of directors since January 2007, was appointed Chairman of Global Switch. Geoffrey Xu and Li Qiang, who both joined the Board following Elegant Jubilee's strategic investment in December 2016, tendered their resignations as Non-Executive Directors of Global Switch in May 2019 and April 2020 respectively. The Board and executive management would like to express its gratitude to Simon Reuben, Alexander Bushaev, Geoffrey Xu and Li Qiang for their valuable contributions to the Company and their substantial efforts and support over the years.

Li Peng, Vice President of AVIC Trust Co., Ltd, joined the Board as a Non-Executive Director in May 2020. He was nominated to the Board by Elegant Jubilee Limited, the Company's 51% shareholder. AVIC Trust, which was co-founded by AVIC and OCBC Bank of Singapore, is a leading investment trust company and fund manager in China with assets under management of over RMB 600 billion. Funds managed by Avic Trust are Global Switch's second largest shareholder on a look-through basis, with an aggregate 10.84%

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stake in the Company. The Board of Directors would like to warmly welcome Li Peng to the Board and look forward to his participation and contribution.

Over the last five years we have delivered significant new data centre capacity, expanding our footprint in Tier 1 locations with the addition of four new large-scale data centres (three in Asia-Pacific and one in Europe), providing 131MVA of utility power supply capacity which takes our total to 13 data centres, further improving our asset and revenue diversification. We will continue to selectively develop new data centres in Tier 1 markets with a focus on delivering the right space in the right locations to meet our customers' needs. 451 Research forecasts compound annual growth rate in multi-tenant data centre operational space in APAC (ex China) at a rate of 6.7%, China at 10.7%, giving a total for the APAC region at a rate of 8.4% between 2019 and 2026. This compares to 4.6% in North America and 5.3% in EMEA and supports Global Switch's decision to develop high quality technical space in its existing markets. Whilst organic growth will remain our primary focus, we will selectively explore acquisitions in both new and existing markets where we believe they make strategic and commercial sense and we can make attractive returns on our capital. These initiatives take place against a market backdrop where the number and frequency of merger and acquisition transactions across our sector has continued to increase.

In partnership with Shagang Group, we are also at the early stages of exploring a new capital-light, multi-city carrier neutral data centre product offering which would aim to address the significant on-shore Chinese sector growth opportunity. These discussions are at a preliminary stage, but could create an opportunity for Global Switch to leverage its expertise in end-to-end data centre development including planning, design, project management, development through to operation and facilities management.

In addition to new data centre development we have also begun the implementation of an ongoing, long-term group-wide power densification strategy. With Stage 1 of London North nearing completion and Paris East about to commence, this programme allows us to take back and increase the power that can be supplied to the technical space, thus increasing the service fees per square metre, income yields and return on investment ("ROI") from existing data centres.

We currently expect that, with the completion of the fourth and fifth buildings of our Hong Kong data centre complex, 2020 will be the peak of our current new development cycle. Following 2020 aggregate capex is then likely to reduce in subsequent years while ROI improves, driven by strong demand for space in our new data centres and power densification projects coming on stream.

To date our expansion plans have been funded through a carefully executed debt capital markets programme, supported by operating cash flows generated by the business. This remains an important part of our strategy and Global Switch's strong investment grade credit rating enables us to access debt capital pools at attractive interest rates. This reduces the cost of capital for the business, which is essential in order to be able to provide the competitive pricing necessary for hyperscale customers, whilst still generating acceptable returns on capital employed.

As a data centre provider, Global Switch is part of a sector which is both defensive by nature and which is now even more important than ever in supporting businesses, people and the digital economy around the globe. Whilst the world remains very uncertain right now, the Board continues to proceed with the necessary preparation for an initial public offering ("IPO") and it remains the intention to pursue an IPO at the earliest opportunity in 2020, subject to market conditions. An IPO will provide further access to global equity and debt capital markets to support our future growth ambitions.

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#### Year in review

Despite the challenges we have described above, 2019 was a year of significant underlying progress for the business as we continued to deliver against our business plan, with the completion of new high-quality developments, and further improved our asset diversification.

While the end of 2018 was marked by the launch of our state-of-the-art Singapore Woodlands facility, we officially opened the new 25,157 square metre data centre in March 2019. In September the data centre received the industry's first design Power Usage Effective (PUE) validation certification from CBRE Romonet and secured LEED gold certification for sustainability. The validation certification independently confirmed the design Power Usage Effectiveness (PUE) of 1.34, the lowest for a multi-tenant data centre available in that country. We are absolutely committed to ensuring our facilities meet the highest environmental standards, and the LEED certification along with the PUE validation is evidence that sustainability is a critical part of our strategy.

In November, we launched our thirteenth data centre, Frankfurt North, a €140 million, 11,862 square metre facility located in Eschborner Landstraße, adjoined to Global Switch's existing Frankfurt South data centre. Offering a combined total of 29,548 square metres of gross space, the two facilities are interconnected with a campus fibre system. They will form a key connectivity and cloud hub, providing some of the world's leading brands with access to Deutscher Commercial Internet Exchange (DE-CIX), a wide range of international and regional carriers, internet service providers and leading cloud providers.

The new data centre offers customers high density power and low PUE design. With industry-leading environmental innovations, the new facility is one of the most energy efficient data centres in Frankfurt. It has become the first performance validated facility by CBRE Romonet, which involved the performance of the installed plant in the facility to be validated during commissioning. This exercise proved that the facility can achieve a PUE of 1.11 at full load, one of the lowest in the market.

Recently we began construction of the first stage of Amsterdam East, on the same campus as our existing Amsterdam West data centre. The new data centre will provide high density technical space with 28,000 square metre of gross space and 40MVA of utility power when all stages are complete. Stage 1 of the Amsterdam East project will deliver around 7,500 square metre of gross space with subsequent stages coming onto the market progressively. In line with our focus on energy efficiency, we will be targeting a PUE of less than 1.2, which will be independently validated. The facility will also be seeking Open Compute Project Ready accreditation, which ensures that customers can deploy at scale faster, more cost effectively, and efficiently, as well as protect their investment. It will also meet the sustainability assessment of BREEAM 'Very Good'. This latest generation data centre, which importantly is a known project to Gemeente Amsterdam (City of Amsterdam), will provide an excellent addition to our existing Amsterdam West facility in a market where there is growing demand for data centre solutions. A recent Gemeente Amsterdam moratorium on granting new data centre planning consents, while not affecting Amsterdam East, may result in supply becoming constrained.

Building 3 of our HK\$5 billion 70,000 square metre Hong Kong data centre became operational in late 2019, and Buildings 4 and 5 are on track to be delivered at the end of 2020. On completion, Global Switch Hong Kong will be the largest data centre in our portfolio by gross floor area and by utility power capacity, as well as the single largest carrier neutral data centre in Hong Kong with an independently calculated annualised PUE for the facility of 1.3.

Maintaining our focus on growth opportunities in Asia-Pacific, we continue to assess data centre acquisition opportunities in the Shanghai Free Trade Zone. We also assess development opportunities which could help us strengthen our portfolio of on-shore assets in China, targeted at Western customers



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looking for data centre capacity in China, but provided by a Western company with which they are familiar. We will continue to explore these opportunities in 2020.

Alongside the acquisition and development of new sites, we have taken significant strides in the power densification of our existing sites in 2019. We are soon to complete the first stage of the redevelopment project at London North, our 23,439 square metre facility located in the heart of London's Docklands. Our plans at the site are to power densify existing space to increase power density from 450 W/sqm to 2,000 W/sqm, in addition to reducing the PUE. Phase 1.1 of the project will create an additional 2.6 megawatt (MW) of sellable IT power, while the full project will, in due course, add an additional 6.5MW of IT power.

Similar works are also about to commence at our Paris East facility, with power densification over three levels to deliver high power density and low PUE space recently contracted by a leading international hyperscale customer for delivery in 2021.

At Global Switch we take pride in the quality and diversity of our customer base and we have already seen strong demand for our new facilities in both Europe and Asia-Pacific from cloud, hyperscale and enterprise corporate customers. This underpins our position as a trusted partner to leading, global companies who require reliable and world-class data centre solutions. The Cisco Annual Internet Report forecasts that by 2023 there will be 5.3 billion internet users, up from 3.9 billion in 2018, whilst the number of devices connected to IP networks will be three times the global population by 2023. The growing demand for online services from business and individuals alike, will only serve to further underpin the requirements of cloud based infrastructure providers for large scale, high density colocation capacity.

Across all our facilities, Global Switch remains committed to reducing its carbon footprint and the impact of its data centres on the environment and we took concrete steps towards this in 2019. We closely track the energy used by our data centres as well as the energy used by our customers to gain a comprehensive picture of our carbon footprint and reduce this where possible. Currently over 50% of the total energy used in our data centres comes from renewables and we plan to increase this percentage gradually as the costs of green energy become more viable in each of our markets.

### Financial Highlights

#### *Revenue and EBITDA*

Global Switch has achieved a 10% increase in reported IFRS revenue in 2019, with increased revenue both in Asia-Pacific and in Europe. The increase in revenue in Asia-Pacific was primarily driven by the Singapore Woodlands data centre which had been completed in December 2018 and was fully operational throughout 2019.

The increase in Europe was driven by the new Frankfurt North data centre, which was launched in November 2019, and increased demand for fit-outs and other services across other European data centres.

The reported IFRS revenues in Hong Kong, Singapore Woodlands and Frankfurt North are predominantly driven by four of the five service agreements with Daily-Tech as discussed earlier in this report. These agreements include commitments of 15MW, 7MW and 6MW of IT capacity in these data centres respectively, where Daily-Tech has secured space and capacity for its end-customer, China Telecom

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Global, as well as a further service agreement for 11MW of IT capacity that Daily-Tech had entered into in Singapore Woodlands.

Jiangsu Shagang Materials Trading Co. Ltd ("Guarantor"), a subsidiary of the largest shareholder in the Company, has guaranteed financial assets due from Daily-Tech at 31 December 2019 and 31 December 2018 under the 15MW Hong Kong agreement ("Corporate Guarantee"), and facilitated the issuance of a bank guarantee of HKD 250 million in favour of the Group applicable to the same 15MW Hong Kong agreement and / or to the 7MW Singapore Woodlands agreement ("Bank Guarantee"). Subsequent to 31 December 2019, net amounts due from Daily-Tech have been partially recovered, primarily through the exercise of the Corporate Guarantee and the Bank Guarantee with the residual amounts in Singapore Woodlands and Frankfurt North being subject to impairment as disclosed in Notes 9 and 28 to the financial statements. The Corporate Guarantee remains in full force and effect and ensures that, for the duration of the agreement, in the event of any payment default by Daily-Tech all contractual cash flows due pursuant to the 15MW Hong Kong agreement will be settled by or on behalf of the Guarantor in favour of the Group.

Accordingly, Global Switch has experienced a 9.0% decline in EBITDA compared to last year as the revenue growth was more than offset by the impairment of Daily-Tech net receivables in the Frankfurt North and Singapore Woodlands data centres. In accordance with industry convention and accounting standards, we account for power on a gross basis with power being included in both revenue (power cost recoveries from our customers) and costs (supplied power costs). While the Group aims to recover all power costs from its customers, this accounting treatment has the effect of reducing reported EBITDA margins. If power were accounted for on a net basis, the EBITDA margin would have been 67.1% for the year ended 31 December 2019 (2018: 80.7%), compared to 57.0% (2018: 68.9%) on a gross power basis.

Revenue excluding the impact of Daily-Tech service contracts has increased by 2.5% compared to prior year. Similarly, EBITDA excluding the revenue and cost impact of Daily-Tech service contracts and expected credit loss charge has decreased by 2.3% compared to prior year as the revenue growth was more than offset by higher costs some of which Global Switch does not expect to reoccur in future years.

	Year ended 31 December 2019	Year ended 31 December 2018	Increase/ Decrease
Reported IFRS Revenue - £ million	438.6	398.9	10.0%
Revenue excluding Daily-Tech service contracts -£ million	359.2	350.3	2.5%
EBITDA <sup>1</sup> - £ million	250.1	274.7	(9.0)%
EBITDA <sup>1</sup> excluding the revenue and cost impact of Daily-Tech service contracts and expected credit loss charges - £ million	224.3	229.6	(2.3)%
<i>EBITDA margin</i>	<i>57.0%</i>	<i>68.9%</i>	
<i>EBITDA margin excluding power</i>	<i>67.1%</i>	<i>80.7%</i>	
<i>EBITDA margin excluding Daily-Tech service contracts and expected credit loss</i>	<i>62.4%</i>	<i>65.5%</i>	
Investment property valuation - £ million	5,584.5	5,952.2	(6.2)%

<sup>1</sup> EBITDA excludes losses / gains on the revaluation of investment properties and exceptional items. A reconciliation between operating profit and EBITDA is provided in Note 7 to the consolidated financial statements.

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#### *Exceptional items*

During the year Global Switch recognised a total of £9.4 million of exceptional items (2018: nil) which are defined in Note 13 to the financial statements and do not form part of the EBITDA results. These mainly relate to costs incurred in relation to the Company's preparation for its proposed IPO.

#### *Investment property*

Global Switch's data centres and associated land interests have been independently valued at £5,584.5 million as at 31 December 2019 (2018: £5,952.2 million) by CBRE Limited. This represents a 6.2% decrease relative to the prior year valuation driven by the valuation impact of the impairment on the Daily-Tech contracts and unfavourable movements on foreign exchange translation. On a constant currency basis the investment property valuation was 3.1% lower than that of 31 December 2018.

As at 31 December 2019, gross assets were £5,928.4 million (2018: £6,184.2 million) and net assets were £3,429.0 million (2018: £3,752.4 million). Under International Financial Reporting Standards, it is necessary to recognise a deferred tax liability in respect of changes in investment property values, as the rebuttable presumption is that investment properties carried at fair value will be recovered through sale, irrespective of the likelihood of the sale occurring. Accordingly, Global Switch's consolidated statement of financial position includes deferred tax liabilities associated with the investment properties of £740.0 million (2018: £848.5 million), which would only arise if the data centre properties were sold as individual assets. Global Switch believe that the likelihood of any sale (and especially in this manner) occurring is remote. Excluding the deferred tax liabilities, the Group's net assets as at 31 December 2019 would increase from £3,429.0 million to £4,169.0 million (2018: £3,752.4 million to £4,600.9 million).

#### *Net debt and liquidity*

In line with the Group's financial policy, Global Switch maintained a low and stable level of gearing, reflecting both the strength of the balance sheet and the significant operating cash flows generated by the Group's business.

Global Switch's low leverage, long dated debt maturities and proven access to the debt capital markets reflects the increasing strength of the Group's balance sheet and the significant operating cash flows generated by the business. Global Switch's strong balance sheet and capital structure is exemplified by the net debt to EBITDA ratio and loan to value ratio of 5.0:1 and 22% respectively as at 31 December 2019. Going into 2020, Global Switch expects leverage to increase modestly in line with the ongoing significant capital expenditure investment in new data centre developments.

As at 31 December 2019, Global Switch's average cost of bond debt stood at 2.6% (2018: 2.6%) and average bond debt maturity stood at 4.9 years (2018: 5.9 years). Undrawn capacity under the Company's £425.0 million revolving credit facility stood at £299.1 million as at 31 December 2019.

Despite the near-term challenges posed by COVID-19 and Daily-Tech, Global Switch has demonstrated the resilience of its business model, which benefits from low leverage, strong cash flows and a strategic business plan which delivers the right space at the right time for our customers. We actively monitor the financial status of our customers and have robust processes regarding overdue receivables. We are confident that we have the levers available to ensure that we will continue to operate within the covenants of all our debt facilities.



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#### *Capital expenditure*

During the year, Global Switch incurred £286.5 million (2018: £290.7 million) in capital expenditure. Over the last three years the Group has invested £819.5 million in expanding the business by delivering new data centres and redevelopment of existing data centres. Whilst the Group continues to seek new opportunities, with the completion of Buildings 4 and 5 of the Hong Kong data centre during 2020, Global Switch expects to reach the peak of the current capital expenditure cycle and the focus going forward will be on the ongoing densification and replenishment of the existing portfolio as well as continuing to improve the Group's return on capital.

#### *Dividends*

For the year ended 31 December 2019, no dividend was declared or paid (2018: nil).

#### **Outlook**

Data centres remain as essential mission-critical infrastructure serving the needs of the global digital economy and the COVID-19 pandemic has not only highlighted this fact, but has if anything strengthened the importance of the sector. The nature of the Group's operations and the nature and credit-worthiness of its customer base have resulted in a significantly reduced impact for Global Switch compared to many other businesses or industries.

Strong demand for carrier neutral data centre capacity was evident across global tier 1 markets throughout 2019, a trend that looks set to continue through 2020. In Asia, growth is expected to continue strongly in 2020, with longer term growth supported by the roll out of the 5G network. Meanwhile in Frankfurt, London, Amsterdam, Paris (collectively known as the FLAP markets) take up for data centres is expected to increase between 2020 – 2025. The focus Global Switch has placed on creating high density colocation capacity at our existing highly connected European data centres, together with the expansions in Amsterdam and Frankfurt positions Global Switch perfectly to capitalise on these growth markets and deliver the space that our customers need in the right markets at the right time.

As we look to the year ahead, the data centre industry has matured into a defined asset class, with increasing liquidity at both asset and company level. The growing demand we have experienced for data centre services in both East and West confirms that we are well positioned to capitalise on this trend and maintain our position as a provider of choice for companies around the world as global working trends continue to evolve apace in response to the changed environment.

Our ongoing power densification programme will allow us to maximise returns on our existing sites. The completion of our Frankfurt North data centre, ongoing construction of our Hong Kong data centre and the commencement of Amsterdam East demonstrate that we will not rest on our laurels and will continue to grow strategically.

We will continue to explore opportunities to further build our presence in Tier 1 markets, as appropriate opportunities arise. This will be conducted in a highly disciplined way and only where we believe we can deliver attractive returns on capital.

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We remain committed to our environmental goals and will continue to target industry leading PUE scores at both our existing and future data centre facilities.

As we started 2020, Global Switch moved to a new corporate office in Victoria, central London, which provides a more collaborative environment as well as space for us to grow as the Company expands.

Global Switch's success is made possible by the everyday commitment, enthusiasm and expertise of our employees, so I would like to extend my gratitude to our global team for their work in 2019. We are all operating in unprecedented times, but recent events have only served to further underpin the importance of critical data centre and telecommunications infrastructure. I hope that you and your families have stayed safe through this challenging time and we thank you for your continued support.

A handwritten signature in blue ink, appearing to read 'John Corcoran', with a long horizontal line extending to the right.

**John Corcoran**  
Chief Executive Officer  
29 May 2020

## **GLOBAL SWITCH HOLDINGS LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The Directors are required to prepare financial statements for each financial year, including to comply with the terms of the Trust Deed pursuant to the Group's Euro Medium Term Note Programme, and have elected to prepare consolidated financial statements in accordance with IFRS issued by the International Accounting Standards Board ("IASB"). In preparing these consolidated financial statements, International Accounting Standard ("IAS") 1 requires that Directors:

- properly select and apply accounting policies;
- 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 IFRS are insufficient to enable users to understand the impact of particular transactions, other events and conditions on the entity's financial position and financial performance; and
- make an assessment of the Group's ability to continue as a going concern.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Group's transactions and disclose with reasonable accuracy at any time the financial position of the Group. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

We confirm that to the best of our knowledge:

- the consolidated financial statements, prepared in accordance with International Financial Reporting Standards, give a true and fair view of the assets, liabilities, financial position and profit or loss of the Group; and
- the Chief Executive's statement includes a fair review of the development and performance of the business and the position of the Group.



## **1. Opinion**

In our opinion:

- the consolidated financial statements of Global Switch Holdings Limited and its subsidiaries (the 'Group') give a true and fair view of the state of the Group's affairs as at 31 December 2019 and of the Group's results for the year then ended;
- the consolidated financial statements have been properly prepared in accordance with International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board (IASB).

We have audited the consolidated financial statements which comprise:

- the consolidated income statement;
- the consolidated statement of comprehensive income;
- the consolidated statement of financial position;
- the consolidated statement of changes in equity;
- the consolidated cash flow statement; and
- the related notes 1 to 32.

The financial reporting framework that has been applied in their preparation is applicable law and IFRSs issued by the IASB.

## **2. 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 consolidated financial statements section of our report.

We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in the UK, including the Financial Reporting Council's (the 'FRC's') Ethical Standard as applied to listed entities, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We confirm that the non-audit services prohibited by the FRC's Ethical Standard were not provided to the Group.

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

### 3. Summary of our audit approach

#### Key audit matters

The key audit matters that we identified in the current year were:

- Valuation of Investment Properties ⚡
- Recognition of Revenue ⚡
- Account balances associated with transactions entered into between the Group and its customer, Daily-Tech Hong Kong Co. Limited ("Daily-Tech") and the disclosure of these transactions and balances in the consolidated financial statements ⚡

Within this report, key audit matters are identified as follows:

- ⚡ Newly identified
- ⬆ Increased level of risk
- ⬅ Similar level of risk
- ⬇ Decreased level of risk

#### Materiality

The materiality that we used for the audit of the consolidated financial statements was £27.4m (2018: £34.0m) which was determined using Total Equity and equates to 0.8% (2018: 0.9%) of Total Equity at 31 December 2019.

#### Scoping

The scope of our audit included the Group's components in the United Kingdom, Netherlands, Spain, Germany, France, Hong Kong, Singapore and Australia.

All components, with the exception of Germany, Spain and France were deemed to be significant components and were subject to a full scope audit. For Germany, France and Spain, the group engagement team performed analytical reviews.

In addition, the valuation of investment properties was audited at a Group level using our internal real estate specialists.

#### Significant changes in our approach

During 2019, account balances associated with transactions entered into between the Group and Daily-Tech and the disclosure of these transactions and balances in the consolidated financial statements was identified as a new Key Audit Matter.

In the current year, following completion of our risk assessment, the component in France was not subject to a full scope audit, which is a change from the prior year due to the relative significance of each component to the Group.

There are no other significant changes in our approach compared to the prior year.

#### 4. Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

We have nothing to report in respect of these matters.

- the directors' use of the going concern basis of accounting in preparation of the consolidated financial statements is not appropriate; or
- the directors have not disclosed in the consolidated financial statements any identified material uncertainties that may cast significant doubt about the Group'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 consolidated financial statements are authorised for issue.

#### 5. Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period and include the most significant assessed risks of material misstatement (whether or not due to fraud) that we identified. These matters included those which had the greatest effect on: the overall audit strategy, the allocation of resources in the audit; and directing the efforts of the engagement team.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have identified a new Key Audit Matter in the current year with respect to account balances associated with transactions entered into between the Group and Daily-Tech and the disclosure of these transactions and balances, which we draw your attention to in section 5.3 below.

##### 5.1. Valuation of Investment Properties



##### Key audit matter description

The carrying value of the Group's investment properties portfolio is £5,492.8 million (2018: £5,862.2 million) and consists of data centre properties – both operational and in development across Europe and Asia-Pacific.

The valuation of investment properties is a key audit matter due to its magnitude in the context of these consolidated financial statements and the potential fraud risk associated with the exercise of judgement required in making estimates, such as forecast rental yields and discount rates that underpin the valuation.

The Group uses professionally qualified external valuers to fair value the Group's investment property portfolio. The valuation is highly sensitive to the assumptions used within the valuation process, as set out in note 18.

See note 18 on page 51 and discussion within note 6 critical accounting estimates on page 39.

We have identified a new Key Audit Matter in the current year with respect to



account balances associated with transactions entered into between the Group and Daily-Tech and the disclosure of these transactions and balances, which affect the Valuation of Investment Properties, as outlined in section 5.3 below.

**How the scope of our audit responded to the key audit matter** We obtained an understanding of the Group's key controls in respect of the valuation of investment properties.

We tested the accuracy of the tenancy information and other key inputs used by the Group's external valuers in performing their valuation by agreeing a sample to underlying lease agreements and other relevant third party evidence.

We held discussions with the external valuers and assessed their independence, competence and integrity. With input from our internal real estate valuation specialists, we evaluated the valuation methodology applied.

We worked with our internal real-estate valuation specialists to challenge the judgement exercised over the key assumptions used. This was done by drawing on expertise in market dynamics and through evaluating the key judgemental assumptions, with reference to comparable market benchmarks.

We also researched comparable transactions to inform our audit challenge.

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**Key observations** We concluded that the assumptions used in the valuation of the Group's property portfolio were within a reasonable range.

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## 5.2. Recognition of Revenue



### Key audit matter description

The Group's revenue of £438.6 million (2018: £398.9 million) comprises rental and service fee income from investment properties and income from the provision of power and additional services.

Recognition of rental income and service fee income (2019: £309.8 million; 2018: £284.7 million) is considered to be a key audit matter because of the complexities involved in the treatment of contractual rental indexations and lease incentives, recognition of accrued income, fraud risk regarding revenue recognition and the significance of revenue to the Group's investment property valuation and results.

Specifically, we identified a significant risk related to rental indexations and lease incentives for new or modified leases being incorrectly recognised because of their impact on the revenue recognition profile and the significance of revenue to the Group's results.

See note 10 on page 45.

We have identified a new Key Audit Matter in the current year with respect to account balances associated with transactions entered into between the Group

and Daily-Tech and the disclosure of these transactions and balances, which extends to recognition of revenue, as outlined in section 5.3 below.

**How the scope of our audit responded to the key audit matter** We evaluated the Group's policy in respect of revenue recognition with respect to the relevant accounting standards. Additionally we obtained an understanding of management's key controls over accuracy and occurrence of lease income.

We recalculated the total rental and service fee income including the impact of lease incentives and rental indexations on the basis of the lease terms and the Group's policy using the lease data.

We agreed a sample of the lease terms to the supporting lease agreements for leases entered into during the year, including modifications.

We have recalculated total accrued income at the year-end by taking into account the opening balance sheet position, revenue recognised in the year and billings made in the period.

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**Key observations** We concluded that the treatment of contractual rental indexations and lease incentives, specifically on new and modified contracts, was appropriate.

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### 5.3.Account balances associated with transactions entered into between the Group and Daily-Tech and the disclosure of these transactions and balances in the consolidated financial statements



**Key audit matter description**

During the year, the Group provided data centre services to Daily-Tech, a wholly-owned subsidiary entity of Daily-Tech Beijing Co. Limited.

During 2019, Daily-Tech accounted for £79.4m of reported revenues, £65.6m of gross accrued Income, £76.6m of gross trade receivables arising from rental agreements in the Frankfurt, Hong Kong and Singapore data centres. These figures are stated before the Expected Credit Losses recorded in the consolidated financial statements.

Daily-Tech, the Group's largest customer, has defaulted on its service agreements with Global Switch.

Jiangsu Shagang Materials Trading Company Limited, a subsidiary of an indirect shareholder in the Group, has guaranteed certain financial assets due from Daily-Tech at 31 December 2019 and 31 December 2018 (the "Corporate Guarantee").

We determined that the uncertainty around the recoverability of these balances increased the risk that the expected credit losses calculated at year end were inappropriate. Additionally, we identified the risk that this issue could have on the appropriateness of revenue recognition and the valuation of investment properties.

Given the quantum of transactions and fraud risk associated with the exercise of judgement affecting revenue, trade receivables, accrued income and investment property, this has been determined a key audit matter.

See note 28.

**How the scope of our audit responded to the key audit matter** We evaluated the Group's accounting response in respect of the Key Audit Matter under relevant accounting standards, including IFRS 16 Leases, IAS 24 Related Party Disclosures, IAS 40 Investment Property and IFRS 9 Financial Instruments.

We obtained an understanding of management's key control in response to the risk.

We have inspected the related Daily-Tech contracts, settlements and correspondence and documentation between the Group and Daily Tech provided by management.

We have examined the Corporate Guarantee, and assessed the ability and intention of Jiangsu Shagang Materials Trading Company Limited to honour this guarantee.

We have inspected the latest legal correspondence and advice in respect of the Daily-Tech dispute and discussed the matter directly with the Group's external lawyers.

We have performed expected credit loss testing, including the determination of the credit risk attributable to Daily-Tech. We agreed subsequent receipts to bank statement.

We have considered the impact of the Daily-Tech cash flows on the valuation and the potential impact on associated discount rate applied for the purposes of investment property valuation for affected data centres.

We have performed procedures to assess the completeness of the Daily-Tech transactions across the Group.

We have reviewed the consolidated financial statements in respect of the related party disclosure related to Daily-Tech.

We have assessed the accounting treatment with respect to revenue recognition, impairment of accrued income and trade receivables.

We have inspected the Group's disclosures in note 28 in light of the requirements of the aforementioned accounting standards.

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<b>Key observations</b>	We concluded that management's adopted accounting treatment in respect of the Daily-Tech transactions and judgements are appropriate.
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6. Our application of materiality

6.1. Materiality

We define materiality as the magnitude of misstatement in the consolidated financial statements that makes it probable that the economic decisions of a reasonably knowledgeable person would be changed or influenced. We use materiality both in planning the scope of our audit work and in evaluating the results of our work.

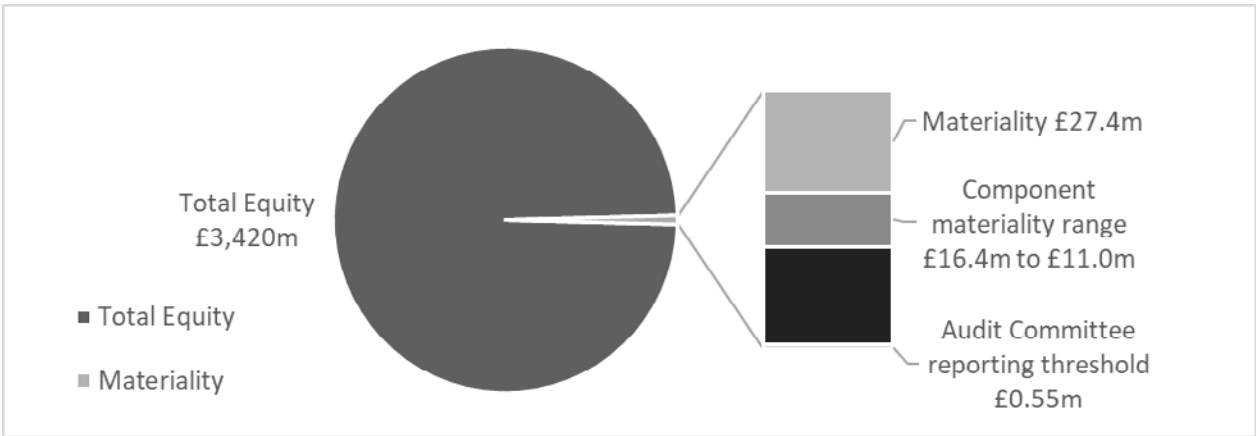
Based on our professional judgement, we determined materiality for the consolidated financial statements as a whole as follows:

Group financial statements	
Materiality	£27.4 million (2018: £34.0 million)
Basis for determining materiality	Materiality has been determined to be 0.8% (2018: 0.9%) of Total Equity.
Rationale for the benchmark applied	We determined materiality with reference to total equity which is the key measure of shareholder value and is mainly derived from the Investment Property Valuations.

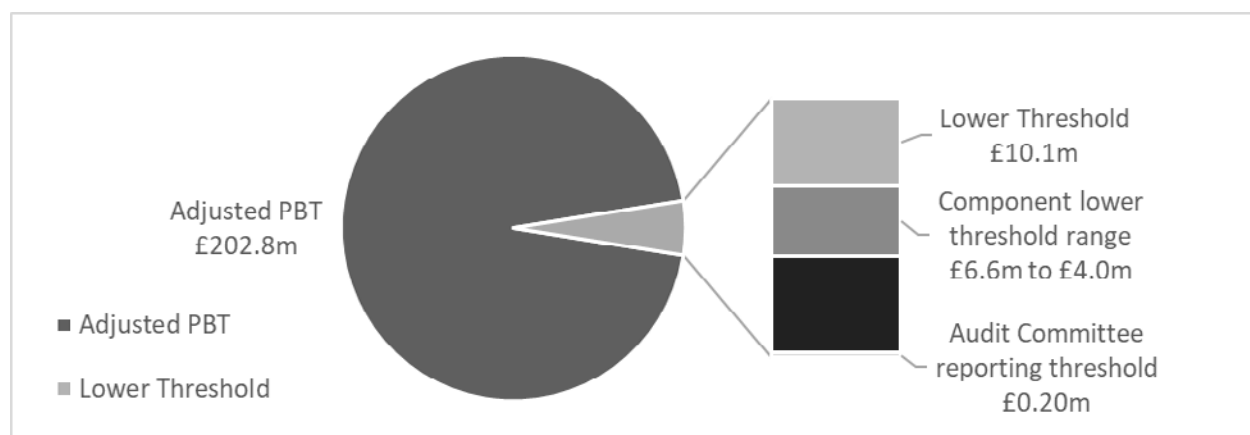
We applied a lower threshold of £10.1 million (2018: £11.1 million), which was determined on the basis of 5% of profit before tax (“PBT”) excluding the revaluation of Investment Property and foreign exchange gains and losses (“adjusted profit before tax”, “adjusted PBT”).

This threshold was applied to testing all balances excluding the carrying value and revaluation of investment property.

Materiality





Lower Threshold**6.2. Performance materiality**

We set performance materiality at a level lower than materiality to reduce the probability that, in aggregate, uncorrected and undetected misstatements exceed the materiality for the consolidated financial statements as a whole.

Group performance materiality was set at 70% of group materiality for the 2019 audit (2018: 70%). In determining performance materiality, we considered the following factors:

- the quality of the control environment;
- the Group's history of misstatements;
- the presence of accounting issues that require significant judgement/estimation.

**6.3. Error reporting threshold**

For the Investment Property Valuation, we agreed with the Audit Committee that we would report to the Committee all audit errors in excess of £550,000 (2018: £680,000).

For all other balances, we agreed with the Audit Committee that we would report to the Committee all audit errors in excess of £202,000 (2018: £230,000).

As well as errors in excess of the above thresholds, we also reported to the Audit Committee on matters, which in our view, warranted reporting on qualitative grounds.

We also report to the Audit Committee on disclosure matters that we identified when assessing the overall presentation of the consolidated financial statements.

## **7. An overview of the scope of our audit**

### **7.1. Identification and scoping of components**

Components were identified on the basis of their relative significance to the Group, including assessment of both qualitative and quantitative risk factors. Significant components include the Netherlands, United Kingdom, Hong Kong, Singapore and Australia. Germany, Spain and France were in scope for review.

In the current year, following completion of our risk assessment, the component in France was not subject to a full scope audit, which is a change from the prior year due to the relative significance of each component to the Group.

The Group audit team has performed the audit work on the parent entity, the UK component as well as on the valuation of the consolidated investment property balance, supported by the audit of inputs by component auditors. At the parent entity level we tested the consolidation process and carried out analytical procedures on the aggregated financial information.

Component audit teams performed the audit work in respect of the Netherlands, Singapore, Hong Kong and Australia components. For Germany, France and Spain, the group engagement team performed analytical reviews using component materiality.

The range of materialities used by components is outlined in section 6.1 above. By performing full scope audits over significant components, we have covered 81% of revenue, 82% of profit before tax (excluding investment property gain/ loss which has been subject to full scope audit) and 85% of net assets.

### **7.2. Working with other auditors**

Due to travel restrictions, in light of Covid-19, we have been unable to visit component auditors during the course of the 2019 audit. In order to ensure an appropriate level of direction and supervision, we have taken the following actions:

- We held internal fraud and planning calls with component teams and specialists. The purpose of these communications were to deliberate and pinpoint risks, including response to identified risks.
- We updated our knowledge of business and developments across the different components, a number of which, had been visited during the prior audit period.
- We held an all parties call, where all component teams and Global Switch were represented. The purpose of this was to ensure all teams understood the Group's business, its core strategy, the significant risks and the planned audit approach.
- The Group team circulated clear instructions to component teams, to set out the planned audit approach for the Group. This included follow up confirmation of receipt and follow up planning calls to discuss content.
- Throughout the substantive phase of our audit, the Group team held weekly calls with component teams, to provide continued direction and supervision.

- We attended via conference call the close meetings of all components and performed and reviewed component work papers remotely using screen share technologies.
- During the conclusion phase, we reviewed component team reporting deliverables, held discussions regarding items highlighted and assess the impact of their reporting on our conclusions.

## **8. Other information**

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in 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 consolidated 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 in respect of these matters.

## **9. Responsibilities of directors**

As explained more fully in the directors' responsibilities statement, the directors are responsible for the preparation of the consolidated 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 consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors are responsible for assessing the Group'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 Group or to cease operations, or have no realistic alternative but to do so.

## **10. Auditor's responsibilities for the audit of the consolidated financial statements**

Our objectives are to obtain reasonable assurance about whether the consolidated 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 consolidated financial statements.

Details of the extent to which the audit was considered capable of detecting irregularities, including fraud and non-compliance with laws and regulations are set out below.

A further description of our responsibilities for the audit of the consolidated financial statements is located on the FRC's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our auditor's report.

## **11. Other matters**

### **11.1. Auditor tenure**

Following the recommendation of the audit committee, we were appointed by the Group's shareholders on 24 February 2011 to audit the consolidated financial statements for the year ended 31 March 2011 and subsequent financial periods. The period of total uninterrupted engagement including previous renewals and reappointments of the firm is 9 years, covering the years ended 31 March 2011 to 31 December 2019.

### **11.2. Consistency of the audit report with the additional report to the audit committee**

Our audit opinion is consistent with the additional report to the audit committee we are required to provide in accordance with ISAs (UK).

## **12. Use of our report**

This report is made solely to the company's directors, as a body, in accordance with our engagement letter dated 23 March 2020 and solely for the purpose of the company complying with the requirements of the Irish Stock Exchange. Our audit work has been undertaken so that we might state to the company's directors 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.



Darren Longley FCA  
For and on behalf of Deloitte LLP  
London  
29 May 2020

# GLOBAL SWITCH HOLDINGS LIMITED

## CONSOLIDATED INCOME STATEMENT

For the year ended 31 December 2019

	Note	2019 £m	2018 £m
<b>Revenue</b>	10	<b>438.6</b>	<b>398.9</b>
Cost of sales		(132.1)	(116.8)
Administrative expenses		(13.0)	(10.9)
<b>Operating profit before other gains and losses<sup>1</sup></b>		<b>293.5</b>	<b>271.2</b>
Revaluation (losses) gains on investment properties, net	18	(475.1)	248.9
Impairment (losses) gains on trade and other receivables, net	11	(44.3)	0.7
Exceptional items	13	(9.4)	-
<b>Operating (loss) profit</b>		<b>(235.3)</b>	<b>520.8</b>
Finance income		3.1	10.2
Finance costs		(40.0)	(43.9)
Foreign exchange (loss) gain		(39.9)	5.3
Net finance costs	14	(76.8)	(28.4)
<b>(Loss) profit before tax</b>	11	<b>(312.1)</b>	<b>492.4</b>
Income tax	15	44.7	(96.8)
<b>(Loss) profit for the year</b>		<b>(267.4)</b>	<b>395.6</b>
Basic (loss) earnings per share	16	(0.03)	0.04
Underlying (loss) earnings per share	16	(0.03)	0.04

All items dealt with in arriving at the profit for the year relate to continuing operations.

The notes on pages 28 to 66 form an integral part of these consolidated financial statements.

<sup>1</sup> Operating profit before other gains and losses is stated before revaluation gains and losses on investment properties, impairment gains and losses on trade and other receivables, and exceptional items.



**GLOBAL SWITCH HOLDINGS LIMITED****CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME**

For the year ended 31 December 2019

	Note	2019 £m	2018 £m
<b>(Loss) profit for the year</b>		<b>(267.4)</b>	<b>395.6</b>
<b>Other comprehensive (expense) income</b>			
<i>Items that are or may be reclassified subsequently to profit or loss:</i>			
Foreign exchange translation differences		(56.0)	15.0
Loss on a hedge of net investments taken to equity	30	-	(0.9)
<b>Other comprehensive (expense) income for the year</b>		<b>(56.0)</b>	<b>14.1</b>
<b>Total comprehensive (loss) income for the year</b>		<b>(323.4)</b>	<b>409.7</b>

The notes on pages 28 to 66 form an integral part of these consolidated financial statements.

# GLOBAL SWITCH HOLDINGS LIMITED

## CONSOLIDATED STATEMENT OF FINANCIAL POSITION


For the year ended 31 December 2019

	Note	2019 £m	2018 £m
<b>Non-current assets</b>			
Investment properties	18	5,492.8	5,862.2
Intangible assets		0.8	1.6
Property, plant and equipment	19	14.6	0.8
Other receivables	20	2.0	-
		<b>5,510.2</b>	<b>5,864.6</b>
<b>Current assets</b>			
Inventories		1.9	2.0
Trade and other receivables	20	300.9	215.5
Derivative financial instruments	30	-	11.8
Current tax asset		19.1	2.3
Cash and cash equivalents	21	96.3	88.0
		<b>418.2</b>	<b>319.6</b>
<b>Current liabilities</b>			
Borrowings	23	(8.8)	(1.1)
Trade and other payables	22	(214.4)	(130.3)
Current tax liability		(19.9)	-
		<b>(243.1)</b>	<b>(131.4)</b>
<b>Net current assets</b>		<b>175.1</b>	<b>188.2</b>
<b>Total assets less current liabilities</b>		<b>5,685.3</b>	<b>6,052.8</b>
<b>Non-current liabilities</b>			
Borrowings	23	(1,340.9)	(1,282.4)
Deferred tax liabilities	15	(915.4)	(1,018.0)
		<b>(2,256.3)</b>	<b>(2,300.4)</b>
<b>Net assets</b>		<b>3,429.0</b>	<b>3,752.4</b>
<b>Capital and reserves</b>			
Share capital	24	-*	-*
Retained earnings		2,899.2	3,192.7
Translation reserve		(103.7)	(73.8)
Hedging reserve	30	(91.8)	(91.8)
Other reserves		725.3	725.3
<b>Total equity</b>		<b>3,429.0</b>	<b>3,752.4</b>

\* Less than £0.1 million

These consolidated financial statements were approved by the Board of Directors and authorised for issue on 29 May 2020.

The notes on pages 28 to 66 form an integral part of these consolidated financial statements.



John Corcoran  
Director

# GLOBAL SWITCH HOLDINGS LIMITED

## CONSOLIDATED STATEMENT OF CHANGES OF EQUITY

For the year ended 31 December 2019

	Share capital £m	Retained earnings £m	Translation reserve £m	Hedging reserve £m	Other reserves £m	Total £m
<b>At 31 December 2017</b>	-	2,799.6	(88.8)	(90.9)	725.3	3,345.2
Initial application of IFRS 9	-	(2.5)	-	-	-	(2.5)
<b>At 1 January 2018</b>	-	2,797.1	(88.8)	(90.9)	725.3	3,342.7
Profit for the year	-	395.6	-	-	-	395.6
Other comprehensive income (expense)	-	-	15.0	(0.9)	-	14.1
Total comprehensive income (expense)	-	395.6	15.0	(0.9)	-	409.7
<b>At 31 December 2018</b>	-	3,192.7	(73.8)	(91.8)	725.3	3,752.4
<b>At 1 January 2019</b>	-	3,192.7	(73.8)	(91.8)	725.3	3,752.4
Loss for the year	-	(267.4)	-	-	-	(267.4)
Other comprehensive expense	-	-	(56.0)	-	-	(56.0)
Total comprehensive income	-	(267.4)	(56.0)	-	-	(323.4)
Reclassification	-	(26.1)	26.1	-	-	-
<b>At 31 December 2019</b>	-	2,899.2	(103.7)	(91.8)	725.3	3,429.0
Notes	24	(i)	(ii)	(iii)	(iv)	

Notes:

- See note 3.3 for further information regarding the initial application of IFRS 9 from 1 January 2018.
- The translation reserve represents cumulative gains or losses recognised on retranslating the net assets of overseas operations into Pounds Sterling.
- The hedging reserve represents the cumulative amount of gains and losses on net investment hedges. Gains or losses on the hedging instrument relating to the effective portion of the hedge are recognised in other comprehensive income and can be observed in the consolidated statements of changes in equity and accumulated in the hedging reserve. See also note 30.
- Other reserves represent the net of capital contributions from the parent company and the merger reserve which arose from the application of merger accounting as a result of a series of transactions which primarily took place in the year 2010 to reorganise entities under the common control of the former ultimate controlling party. See note 1 to the consolidated financial statements for further information on ownership and control.

The additional notes on pages 28 to 66 form an integral part of these consolidated financial statements.

# GLOBAL SWITCH HOLDINGS LIMITED

## CONSOLIDATED CASH FLOW STATEMENT

For the year ended 31 December 2019

	Note	2019 £m	2018 £m
<b>Cash flows from operating activities</b>			
(Loss) profit before tax		(312.1)	492.4
<i>Adjustments for:</i>			
Finance income	14	(3.1)	(10.2)
Finance costs	14	40.0	43.9
Foreign exchange losses (gains)	14	39.9	(5.3)
Depreciation	11	0.6	0.8
Amortisation of intangibles	11	0.3	0.9
Loss on disposal of property, plant and equipment		-	1.1
Revaluation loss (gain) on investment properties, net	18	475.1	(248.9)
<i>Changes in:</i>			
-Trade and other receivables		(87.9)	(22.3)
-Trade and other payables		44.4	(16.3)
Cash generated from operating activities		197.2	236.1
Interest received		0.2	0.2
Income taxes paid		(19.2)	(23.3)
<b>Net cash from operating activities</b>		<b>178.2</b>	<b>213.0</b>
<b>Cash flows from investing activities</b>			
Purchase of property, plant and equipment		(0.4)	(1.8)
Construction of and improvements to investment properties		(236.5)	(284.8)
Deposits paid in relation to right-of-use assets		(2.0)	-
<b>Net cash used in investing activities</b>		<b>(238.9)</b>	<b>(286.6)</b>
<b>Cash flows from financing activities</b>			
Proceeds from forward foreign exchange contracts	30	-	16.4
Revolving credit facility fees		(1.0)	(1.2)
Drawdown of bank loans		118.4	22.6
Repayment of bank loans		(11.3)	-
Repayment of Euro denominated guaranteed notes		-	(267.0)
Interest paid		(36.9)	(47.7)
<b>Net cash from (used in) financing activities</b>		<b>69.2</b>	<b>(276.9)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>		<b>8.5</b>	<b>(350.5)</b>
Cash and cash equivalents at beginning of the year		88.0	437.9
Effect of movements in exchange rates on cash held		(0.2)	0.6
<b>Cash and cash equivalents at end of the year</b>	21	<b>96.3</b>	<b>88.0</b>

The notes on pages 28 to 66 form an integral part of these consolidated financial statements.

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 1. General information

Global Switch Holdings Limited ("the Company") was incorporated on 7 March 2008 and is domiciled in the British Virgin Islands under the BVI Business Companies Act. The address of its registered office is 2<sup>nd</sup> Floor, O'Neal Marketing Associates Building, PO Box 3174, Road Town, Tortola, British Virgin Islands. The consolidated financial statements comprise the Company and its subsidiaries (together referred to as the "Group").

At 31 December 2018 Elegant Jubilee Limited, Strategic IDC Limited and Aldersgate Investments Limited jointly controlled the Company and owned 51%, 24.99% and 24.01% respectively.

Elegant Jubilee Limited is ultimately owned by a consortium of fifteen corporate and institutional investors. Strategic IDC Limited is owned by a consortium of six corporate and institutional investors. The ultimate parent company of Aldersgate Investments Limited is Landal Worldwide Corp, a company incorporated and domiciled in the British Virgin Islands.

On 23 August 2019, Tough Expert Limited acquired Aldersgate Investments Limited's 24.01% stake. Tough Expert Limited is an indirect, wholly owned investment vehicle of Jiangsu Shagang Group Co., Limited ("Shagang Group").

Shagang Group had previously acquired indirect stakes in the Company through its participation in the Elegant Jubilee Limited and Strategic IDC Limited consortia of institutional and private investors, which invested in the Company in December 2016 and July 2018. The investment by Shagang Group, through Tough Expert Limited, increases its indirect equity stake in the Company to 49.8%, making it the largest shareholder in the Company. Following the transaction, Shagang Group is considered by the Directors to be the Company's ultimate controlling party.

#### 2. Basis of accounting

The Directors are required to prepare financial statements for each financial year, including to comply with the terms of the Trust Deed pursuant to the Group's Euro Medium Term Note Programme.

The consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB").

The consolidated financial statements have been prepared under the historical cost convention as modified by the valuation of investment properties and financial instruments at fair value through profit and loss.

##### 2.1. Accounting period

The reference accounting period is the year to 31 December.

##### 2.2. Presentation currency

The consolidated financial statements are presented in Pounds Sterling ("£"), which is the Group's presentation currency.

##### 2.3. Going concern

Based on the Group's cash flow forecasts, cash balance of £96.3 million (2018: £88.0 million), undrawn credit facilities of £299.1 million (2018: £402.4 million) and forecast headroom in respect of the covenants under the Group's revolving credit facility and guaranteed notes programmes, the Directors have, at the time of approving the consolidated financial statements, a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and at least for the next twelve months following the date of issuance of these consolidated financial statements.

In making the above conclusion, the Group has stress tested the financial forecast, which considered among other factors the likely impact of COVID-19 on the business. The events subsequent to 31 December 2019 in relation to COVID-19 are disclosed in note 32 and do not affect the going concern basis of accounting. The nature of the Group's operations and their importance to our customers' businesses, together with the nature and credit-worthiness of its customer base have resulted in a significantly reduced impact for Global Switch compared to many other businesses or industries. Service agreements, from which the vast majority of the Group's revenue is derived, have a weighted average unexpired contract duration of 5.4 years as at 31 December 2019 (excluding all contracts with Daily-Tech without ongoing guarantee: 4.3 years), protecting the Group's income from the volatility experienced by businesses in certain other sectors. The majority of the Group's revenue is derived from companies



with investment grade parent or controlling entities or government departments and agencies that benefit from a sovereign risk profile. Therefore, the Directors conclude that the events subsequent to 31 December 2019 in relation to COVID-19 (as disclosed in note 32) do not affect the going concern basis of accounting.

Thus the Directors continue to adopt the going concern basis of accounting in preparing the consolidated financial statements.

### **3. Adoption of new and revised IFRSs**

Except for the changes below, the Group has consistently applied the accounting policies to all periods presented in these consolidated financial statements.

#### **3.1. Change in significant accounting policy – IFRS 16 Leases**

IFRS 16 *Leases* provides a comprehensive model for the identification of lease arrangements and their treatment in the consolidated financial statements of both lessees and lessors and was required to be adopted by the Group from 1 January 2019. IFRS 16 supersedes IAS 17 *Leases* and certain other leasing guidance.

Lessor accounting remains similar to previous requirements. For example, there remains a dual lease accounting model and lease classification is based on similar tests to those that were set out in IAS 17. Under IFRS 16, both the finance lease and operating lease accounting models are similar to those that were set out in IAS 17.

For lessees, there is a single lease accounting model, removing the distinction between operating and finance leases. All leases are on-balance sheet under IFRS 16, with lessees recognising a right-of-use asset and a lease liability.

The Group operates as a lessor (of investment properties specifically), more so than as a lessee\*. The new standard primarily affects lessees and also provides a number of practical expedients on transition. As a result, IFRS 16 has a limited impact on the presentation of the financial performance and position of the Group and minimal disclosure impact. Furthermore IFRS 16 states that a lessor is not required to make any adjustments on transition for leases in which it is a lessor and should account for those leases applying IFRS 16 from the date of initial application. The exceptions are for sub-leases and sale-and-leaseback transactions. For sub-leases, the requirement is to reassess classification on transition; however, there are no changes to classifications for the Group and therefore no impact. The Group is not currently engaged in sale-and-leaseback transactions.

Subsequent to transition, the Group has applied the lessor guidance in IFRS 16 around modifications to operating leases. Under the new standard, a lessor accounts for a modification to an operating lease as a new lease from the effective date of the modification, considering any prepaid or accrued lease payments relating to the original lease as part of the lease payments for the new lease. IAS 17 contained no equivalent guidance and previously the Group did not apply this treatment; however, had the Group done so, the impact on prior periods would not have been material.

For lessee transition, the Group has followed a modified retrospective approach, whereby it has not restated comparative information, instead being required to recognise any the cumulative effect as an adjustment to equity at 1 January 2019. Due to the limited lessee activities at the transition date and the available practical expedients detailed below, the transition adjustment is £nil.

In setting the new standard, the IASB was conscious of the significant costs that entities could incur on transition to IFRS 16. The Standard includes a number of transition reliefs and practical expedients designed to allow an entity to minimise those costs without significantly compromising the quality of the financial information reported. The Group has applied the following practical expedients:

- The Group has not reassessed whether its contracts are, or contain, leases at 1 January 2019.
- The Group has taken the recognition exemption available for lessees in respect of leases of low-value assets. On leases to which the exemption has been applied, no adjustment is required on transition.
- The Group has taken the practical expedient not to recognise right-of-use assets or lease liabilities in respect of leases previously classified as operating leases for which the lease term ends within twelve months of the date of initial application (i.e. during 2019): i.e. short-term leases.

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\*During 2019, the Group has added right-of-use assets. Since the relevant leases did not exist at the transition date, there is no transition impact. The Group remains primarily a lessor, with lessee activities being incidental to the operations.

### 3.2. Prior year change in accounting policy – IFRS 15 *Revenue from contracts with customers*

The Group adopted IFRS 15 *Revenue from contracts with customers* with a date of initial application of 1 January 2018. The modified approach was selected as the transition option, whereby the Group recognised the cumulative effect of applying the new standard at the date of initial application, with no restatement of comparative periods presented. The details and quantitative impact of the changes in accounting policies are disclosed below.

Note that the new standard does not apply to rental and service agreements, which provide customers with the right to use an asset. This continued to be in the scope of IAS 17 *Leases* during 2018 and IFRS 16 *Leases* during 2019. As a result of the majority of the Group's revenue being out of scope and the negligible impact elsewhere, no adjustment was required to the opening balance of equity at 1 January 2018 as a result of the adoption of IFRS 15. Further details can be found below.

#### *Nature, timing and extent of services*

Provision of power	The Group previously recognised electricity revenue in the period in which the electricity was drawn by the customer under IAS 18. Under IFRS 15, the total consideration in a contract is allocated to products and services based on their stand-alone selling prices. In determining stand-alone selling prices for power, observable prices in the market are considered. Performance obligations in respect of the provision of power are satisfied at point in time, as power is drawn by the customer, and hence there is no impact on revenue from the provision of power through the adoption of IFRS 15.
Provision of additional services and other revenue	Provision of additional services and other revenue account for a relatively small proportion of the Group's annual sales. Similar factors were considered as for the provision of power and the transition to the new standard did not significantly affect the Group's revenue from these sources, which are generally recognised at point in time.

Significant payment terms depend on the individual contract with a customer. There is not typically a significant financing component and payment terms are specified in contracts with customers.

The Group does not typically have material performance obligations under IFRS 15 that are unsatisfied at a given point in time.

#### *Contract costs*

Under IFRS 15, in certain circumstances entities are required to capitalise incremental costs in obtaining a contract or costs to fulfil a contract and amortise them. For the Group, the most relevant costs are those incremental costs that would not have been incurred had certain contracts not been obtained, such as any directly corresponding sales commission and/or legal costs. Such costs will continue to be capitalised by the Group and are immaterial.

#### *Disclosures*

There was minimal transitional impact on the disclosures in the notes to the consolidated financial statements from the adoption of IFRS 15.

### 3.3. Prior year change in accounting policy – IFRS 9 *Financial instruments*

The Group adopted IFRS 9 *Financial Instruments* with a date of initial application of 1 January 2018. The requirements of IFRS 9 represent a change from IAS 39 *Financial Instruments: Recognition and Measurement*.

The nature and effects of the key changes to the Group's accounting policies resulting from its adoption of IFRS 9 are summarised below.

#### *Classification of financial assets and financial liabilities*

IFRS 9 contains three principal classification categories for financial assets: measured at amortised cost, fair value through other comprehensive income ('FVOCI') and fair value through profit and loss ('FVTPL'). The classification of financial assets under IFRS 9 is generally based on the business model in which a financial asset is managed and its

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contractual cash flow characteristics. IFRS 9 eliminates the previous IAS 39 categories of held to maturity, loans and receivables and available for sale. Under IFRS 9, derivatives embedded in contracts where the host is a financial asset in the scope of the standard are never separated. Instead, the hybrid financial instrument as a whole is assessed for classification. For an explanation of how the Group classifies and measures financial assets and accounts for related gains and losses under IFRS 9, see the relevant accounting policy below. The adoption of IFRS 9 has not had a significant effect on the Group's accounting policies for financial liabilities.

*Impairment of financial assets*

IFRS 9 replaces the 'incurred loss' model in IAS 39 with an 'expected credit loss' (ECL) model. The new impairment model applies to financial assets measured at amortised cost and debt investments at FVOCI, but not to investments in equity instruments. Under IFRS 9, credit losses are recognised earlier than under IAS 39. The introduction of the ECL model had no material financial transition impact for the Group.

*Hedge accounting*

The Group made the accounting policy choice, allowed under IFRS 9, to continue to apply the hedge accounting requirements of IAS 39. Hence there was no impact on hedge accounting.

*Transition*

Changes in accounting policies resulting from the adoption of IFRS 9 were applied retrospectively, except as described below:

- The following assessments were made on the basis of the facts and circumstances that existed at the date of initial application.
  - The determination of the business model within which a financial asset is held.
  - The designation and revocation of previous designations of certain financial assets and financial liabilities as measured at FVTPL.
- Changes to hedge accounting policies were applied prospectively.
- Except for the cost of hedging approach for forward points, which was applied retrospectively to hedging relationships that existed on or were designated after 1 January 2017, all hedging relationships designated under IAS 39 at 31 December 2017 met the criteria for hedge accounting under IFRS 9 at 1 January 2018 and were therefore regarded as continuing hedging relationships.
- A £2.5 million adjustment was made to increase the allowance for impairment and correspondingly reduce retained earnings at 1 January 2018 (the transition date) to reflect the new impairment model, under which the allowance for impairment of financial assets is generally expected to be higher.

*Classification of financial assets and financial liabilities on the date of initial application of IFRS 9*

The following table shows the original measurement categories under IAS 39 and the new measurement categories under IFRS 9 for each class of the Group's financial assets and financial liabilities as at 1 January 2018.

	Original classification (IAS 39)	New classification (IFRS 9)
<b>Financial assets</b>		
Trade and other receivables, excluding prepayments	Loans and receivables	Amortised cost
Cash and cash equivalents	Loans and receivables	Amortised cost
Forward exchange contracts used for hedging	Fair value – hedging instrument	Fair value – hedging instrument
<b>Financial liabilities</b>		
Trade and other payables, excluding deferred income	Other financial liabilities	Other financial liabilities
Bank loans, related party borrowings and guaranteed notes	Other financial liabilities	Other financial liabilities

**3.4. Other change in accounting policy – IFRIC 23 *Uncertainty over Income Tax Treatments***

The Group adopted IFRIC 23 from the mandatorily effective date of 1 January 2019 with no impact on transition. IFRIC 23 clarifies how to apply the recognition and measurement requirements in IAS 12 *Income Taxes* when there is uncertainty over income tax treatments.

**4. Significant accounting policies**

**4.1. Basis of consolidation**

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company (its subsidiaries). Control is achieved when the Company:

- has the power over the investee;
- is exposed, or has rights, to variable return from its involvement with the investee; and
- has the ability to use its power to affects its returns.

The Company reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above. When the Company has less than a majority of the voting rights of an investee, it considers that it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Company considers all relevant facts and circumstances in assessing whether or not the Company's voting rights in an investee are sufficient to give it power, including:

- the size of the Company's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Company, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Company has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Company obtains control over the subsidiary and ceases when the Company loses control of the subsidiary.

Profit or loss and each component of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of the subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance. Non-controlling interests in the net assets of consolidated subsidiaries, which consist of the amounts of those interests at the date of the original business combination and non-controlling share of changes in equity since the date of the combination, are not material to the consolidated financial statements.

Where subsidiaries adopt accounting policies that are different from the Group, their reported results are restated to comply with the Group's accounting policies. Where subsidiaries do not adopt accounting periods that are co-terminus with the Group, results and net assets are based on accounts drawn up to the Group's accounting reference date.

Intercompany transactions and balances between Group companies are eliminated on consolidation.

**4.2 Investments in subsidiaries**

Investments in subsidiaries are included in the Company's statement of financial position at cost less any identified impairment loss.

**4.3 Foreign currency transactions and translation**

*Transactions and balances*

Monetary assets and liabilities denominated in foreign currencies are translated into the functional currency at the exchange rate at the reporting date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-

monetary items that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction. Foreign exchange gains and losses are recognised in the consolidated income statement, except when recognised in equity as qualifying cash flow hedges or qualifying net investment hedges.

*Group companies*

Assets and liabilities of overseas subsidiaries are translated into Pound Sterling at the closing rates of exchange at the balance sheet date. The income and expenses of overseas subsidiaries are translated at the Pound Sterling exchange rates at the dates of the transactions. Differences resulting from the retranslation of opening net assets at closing rates are recognised in the consolidated statement of comprehensive income and accumulated in the translation reserve.

**4.4 Investment properties**

The Group's investment properties are stated at fair value, being the market value as determined by independent professionally qualified valuers. Changes in fair value are recognised in the Group's consolidated income statement.

All costs directly associated with the purchase, construction and improvement of investment properties are capitalised, including attributable internal labour costs.

Where an incentive (such as a rent or service fee free period) is given to a customer, the carrying value of the investment property excludes any amount reported as a separate asset as a result of recognising rental or service fee income on a straight-line basis over the period of the contract term.

*Depreciation*

In accordance with IAS 40 *Investment Property*, no depreciation is provided in respect of investment properties which are carried at fair value.

*Leasehold properties*

Leasehold properties are classified as investment property and included in the consolidated statement of financial position at fair value.

The obligation to the freeholder or the superior leaseholder is included in the consolidated statement of financial position at the present value of the minimum lease payments at inception. Payments to the leaseholder or superior freeholder are apportioned between a finance charge and a reduction of the outstanding liability. The finance charge is allocated to each year during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability. Contingent rents payable, such as those based on reviews of rental and service fee income, are charged as an expense in the years in which they are incurred.

**4.5 Impairment of non-financial assets, excluding inventories, investment properties and deferred tax assets**

Non-financial assets, excluding inventories, investment properties and deferred tax assets, are reviewed at each reporting date to determine whether there are any indicators of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The recoverable amount of an asset or cash-generating unit ("CGU") is the greater of its value in use and its fair value less costs to sell. An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Where there are losses recognised in prior periods, these are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.



**4.6 Lessee accounting (for lessor accounting, see 4.9 Revenue)**

From 1 January 2019, the Group has applied IFRS 16 *Leases*. See note 3.1 for further details.

IFRS 16 removes the distinction between operating and finance leases that existed under IAS 17 and requires a lessee to recognise a right-of-use asset and a lease liability at commencement for all leases, except for short-term leases and leases of low value assets.

The Group initially measures right-of-use assets at cost. The majority of the Group's right-of-use assets meet the definition of investment property in IAS 40 *Investment Property* and are subject to the fair value model under that standard. See note 4.4.

Lease liabilities are initially measured at the present value of the future lease payments discounted using the discount rate implicit in the lease (or if that rate cannot be readily determined, the incremental borrowing rate). Subsequent to initial recognition, lease liabilities are adjusted for interest and lease payments, as well as the impact of lease modifications, amongst others.

The Group elects not to apply the general requirements of IFRS 16 to short-term leases and leases of low value assets. The Group recognises the lease payments associated with those leases as an expense on either the straight-line basis over the lease term or another systematic basis if that basis is representative of the pattern of the Group's benefits.

*Accounting policy under IAS 17 – applied by the Group prior to 1 January 2019**Finance leases*

Lease arrangements that transfer substantially all the risks and rewards of ownership to the lessee are treated as finance leases. Assets held under finance leases are capitalised either within investment property or property, plant and equipment, depending on the nature of the asset. The leased assets are measured initially at an amount equal to the lower of their fair value and the present value of the minimum lease payments. Subsequent to initial recognition, the assets are accounted for in accordance with the accounting policy applicable to that asset. Finance leases included within property, plant and equipment are depreciated over the shorter of the lease term and the useful life of the asset. A liability is recognised at the present value of the minimum lease payments within current and/or non-current liabilities as appropriate. Minimum lease payments are apportioned between a reduction in the outstanding liability and interest expense to achieve a constant rate of interest charge on the outstanding liability.

*Operating leases, other than leasehold investment properties*

For leasehold investment properties, see note 18. Otherwise, where the Group acts as a lessee in an operating lease agreement, the lease payments are charged as an expense to the income statement on a straight-line basis over the lease term. Lease incentives received are also recognised on a straight-line basis over the period of the lease.

**4.7 Segmental information**

The Group has two geographical regions and its corporate head office, which are its reportable segments. These divisions are managed separately, because of the nature and location of their markets.

The following summarises the reportable segments.

Reportable segments	
Europe	The Group's operations in Amsterdam, Frankfurt, London, Paris and Madrid
Asia-Pacific	The Group's operations in Hong Kong, Singapore and Sydney
Corporate and other	The Group's corporate headquarters and other

The Group's Chief Executive Officer is the 'chief operating decision maker' and reviews internal management reports of each reportable segment.

#### 4.8 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank, customer deposits and restricted cash, which is held in escrow.

#### 4.9 Revenue

Significant payment terms depend on the individual contract with a customer. There is not typically a significant financing component and payment terms are specified in contracts with customers.

The Group does not typically have material performance obligations under IFRS 15 *Revenue from Contracts with Customers* that are unsatisfied at a given point in time.

##### *Rental income from investment properties*

Rental income, which is within the scope of IFRS 16 *Leases* in 2019 and IAS 17 *Leases* in prior periods, is outside the scope of IFRS 15. Rental income from investment properties is recognised in the consolidated income statement on a straight-line basis over the lease term including any fixed indexation. Incentives are amortised over the lease term.

The inception of a lease or service agreement is the earlier of the date of the agreement and the date of commitment by the parties to the principal provisions of the lease or service agreement. The commencement of the lease term is the date from which the customer is entitled to exercise its right to use the leased asset. The lease term is the non-cancellable period for which the customer has contracted to lease the asset together with any further terms for which the customer has the option to continue to lease the asset, with or without further payment, when at the inception of the contract it is reasonably certain that the customer will exercise the option.

From 1 January 2019, the new standard IFRS 16, has been applied. The transition has had minimal impact on the Group – see note 3.1 for further details.

##### *Provision of power*

Revenue in relation to electricity drawn by the customer is recognised in the period in which the electricity was drawn. The timing of the drawing of power aligns to the satisfaction of the corresponding performance obligations.

##### *Provision of additional services*

Additional services include power administration, the provision of sub ducts, cross connect installation and management, managed services reporting, cleaning, access management and client management services. Revenue from additional services is recognised when the service is provided.

#### 4.10 Retirement benefit costs

Payments to defined contribution retirement benefit schemes are recognised as an expense when employees have rendered service entitling them to the contributions. Payments made to state-managed retirement benefit schemes are dealt with as payments to defined contribution schemes where the Group's obligations under the schemes are equivalent to those arising in a defined contribution retirement benefit scheme.

#### 4.11 Exceptional items

Exceptional items are income and costs, which do not form part of underlying operations in the normal course of business. Items are classified as exceptional in order to aid the users of the consolidated financial statements in understanding the financial performance of the Group.

'Exceptional items' is an alternative performance measure, which does not have a standardised meaning under IFRS. Therefore, the term may not be comparable to similar measures presented by other entities.

#### 4.12 Taxation

Current and deferred tax is recognised in the consolidated income statement except where the taxation arises as a result of a transaction or event that is recognised directly in equity or through other comprehensive income. Tax arising on transactions or events recognised directly in other comprehensive income or equity are charged or credited directly to other comprehensive income or equity respectively.

Current tax payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the consolidated income statement because it excludes items of income or expense that are taxable or

deductible in other years and it further excludes items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date. Current tax assets and liabilities are offset only if certain criteria are met.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit and is accounted for using the balance sheet liability method.

Deferred tax liabilities are recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available in the future for them to be utilised. Such assets and liabilities are not recognised where temporary differences arise from the initial recognition of goodwill or from the initial recognition of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

Deferred tax assets are reviewed at each balance sheet date and reduced to the extent that it is no longer probable that the realised tax benefit will be realised. Such reductions are reversed when the probability of future taxable profits improves.

Deferred tax is determined using tax rates and laws that have been enacted by the balance sheet date and are anticipated to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

Deferred tax assets and liabilities are offset only if certain criteria are met.

#### **4.13 Provisions**

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event; it is probable that the Group will be required to settle that obligation; and a reliable estimate can be made of the amount of the obligation. The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the balance sheet date, taking into account the risks and uncertainties surrounding the obligation.

Where a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those expected cash flows (when the effect of the time value of money is material). When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

#### **4.14 Finance income and finance costs**

The Group's finance income and finance costs include interest income, interest payable, bank loan facility fees, hedging finance costs, amortisation of issue costs, foreign currency gains or losses as described in note 4.3 and other finance income and other finance costs.

Interest income or expense is recognised using the effective interest method. The effective interest method is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument to the gross carrying amount of the financial asset or the amortised cost of the financial liability.

#### **4.15 Financial instruments, other than derivative financial instruments and hedge accounting**

Trade receivables are initially recognised when they are originated. All other financial instruments are initially recognised when the Group becomes a party to the contractual provisions of the instrument. Financial instruments are initially measured at fair value plus directly attributable transaction costs.

For its lessor activities, the Group regards individual payments currently due and payable by lessees as trade receivables. However, consistent with IFRS 9 *Financial Instruments*, the Group does not regard related accrued income as a financial instrument.

Financial assets and financial liabilities are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**4.15.1 Classification and measurement**

*Financial assets*

Financial assets are classified on initial recognition and are not subsequently reclassified unless the Group changes its business model for managing financial assets. A financial asset is measured at amortised cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest.

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses, where they exist.

*Financial liabilities*

The Group's financial liabilities are classified and measured at amortised cost. Measurement subsequent to initial recognition applies the effective interest method. Interest expense and foreign exchange gains and losses are recognised in the consolidated income statement.

**4.15.2 Impairment**

The Group recognises expected credit losses ("ECLs") on those trade receivables that are classified as financial assets at amounts equal to lifetime ECLs. ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the entity in accordance with the contract and the cash flows the Group expects to receive). The Group considers the asset to be in default at the point at which the customer is unlikely to pay its credit obligations to the Group, without recourse by the Group to actions such as realising security (if any is held). At each reporting date, the Group assesses whether the assets are credit impaired. An asset is credit-impaired when one or more events have occurred that have had a detrimental impact on the estimated future cash flows of the asset. The Group has elected to rebut the presumption that instruments which are ninety days past due are automatically in default or credit-impaired as the ECL is assessed individually. The gross carrying amount of an asset is written off to the extent that there is no realistic prospect of recovery.

For all other financial instruments, the Group measures the loss allowance equal to 12-month ECLs, other than when there has been a significant increase in credit risk since initial recognition, whereby the Group recognises lifetime ECLs. The assessment of whether lifetime ECLs should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

**4.15.3 Derecognition**

The Group derecognises a financial liability when, and only when, the Group's obligations are discharged, cancelled or expire.

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

**4.16 Derivative financial instruments**

The Group has historically entered into foreign exchange forward contracts to manage its exposure to foreign exchange risk.

Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently re-measured to their fair value at each balance sheet date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument. The effective portion of the derivative instruments is recognised in other comprehensive income.

A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non-current asset or a non-current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

The hedging reserve represents the cumulative amount of gains and losses on net investment hedges. The cumulative deferred gain or loss on net investment hedges is recognised in profit or loss only when the hedged transaction impacts the profit or loss, or is included as a basis adjustment to the non-financial hedged item, consistent with the applicable accounting policy.

#### **4.17 Hedges of net investments in foreign operations**

The Group designates its derivative financial instruments as hedges of net investments in foreign operations. Hedges of net investments in foreign operations are accounted for similarly as cash flow hedges.

At the inception of the hedge relationship, the Group documents the relationship between the hedging instrument and the hedged item, along with its risk management objectives and its strategy for undertaking various hedge transactions. Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item.

Any gain or loss on the hedging instrument relating to the effective portion of the hedge is recognised in other comprehensive income and can be observed in the consolidated statement of changes in equity and accumulated in a hedging reserve. The gain or loss relating to the ineffective portion is recognised immediately in profit or loss, and is included in net finance costs.

#### **4.18 Interests in joint operations**

A joint operation is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the assets, and obligations for the liabilities, relating to the arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

When a group entity undertakes its activities under joint operations, the Group as a joint operator recognises in relation to its interest in a joint operation:

- its assets, including its share of any assets held jointly;
- its liabilities, including its share of any liabilities incurred jointly;
- its revenue from the sale of its share of the output arising from the joint operation;
- its share of the revenue from the sale of the output by the joint operation; and
- its expenses, including its share of any expenses incurred jointly.

The Group accounts for the assets, liabilities, revenue and expenses relating to its interest in a joint operation in accordance with the IFRS Standards applicable to the particular assets, liabilities, revenue and expenses.



## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

**5. Standards issued but not yet effective**

At the date of this report, the Group has not early adopted the following new IFRS nor new amendments to IFRSs, none of which was effective at 31 December 2019.

IFRS 17	<i>Insurance Contracts</i> <sup>1</sup>
Amendments to IFRS 3	<i>Definition of a Business</i> <sup>2</sup>
Conceptual Framework	<i>Amendments to References to the Conceptual Framework in IFRS Standards</i> <sup>3</sup>
Amendments to IFRS 9, IAS 39 and IFRS 7	<i>Interest rate benchmark reform</i> <sup>3</sup>
Amendments to IAS 1 and IAS 8	<i>Definition of Material</i> <sup>3</sup>
Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>4</sup>

- 1 Effective for annual periods beginning on or after 1 January 2021
- 2 Effective for business combinations and asset acquisitions for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2020
- 3 Effective for annual periods beginning on or after 1 January 2020
- 4 Effective for annual periods beginning on or after a date to be determined

The directors of the Company anticipate that the application of the new IFRS and new amendments to IFRSs will have no material impact on the Group's financial performance and financial position and/or on the disclosure in the Group's future consolidated financial statements.

**6. Critical accounting judgements and key sources of estimation uncertainty**

In the application of the Group's significant accounting policies, which are described in note 4, the Directors are required to make judgements, estimates and assumptions that affect the application of the Group's accounting policies and the reported amounts of assets, liabilities, income and expenses. 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 prospectively in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

*Assumptions and estimation uncertainties*

Assumptions and estimation uncertainties that have a significant risk of resulting in a material adjustment to the carrying amounts of assets and liabilities within the next twelve months are included in the following notes:

- Daily-Tech expected credit losses – see note 9 (see also note 28)
- Deferred tax assets and liabilities – see note 15
- Measurement of the fair value of investment properties – see note 18

*Judgements*

The following are the critical judgements, apart from those involving estimations (which are referred to separately above), that the directors have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

- Exceptional items – see note 13
- Daily-Tech impairments on accrued income – see note 9 (see also note 28)

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 7. Operating segments

The Group's reportable segments are described in note 4.7. Information related to each reportable segment is set out below. Segment EBITDA is used to measure performance and is defined as operating profit before depreciation, amortisation, loss on disposal of property, plant and equipment, exceptional items (see note 13) and revaluation of investment property (see note 18). EBITDA is considered to be a useful measure of operating performance by the chief operating decision maker because they consider that it approximates the underlying operating cash flow by eliminating non-cash and/or non-underlying elements of operating profit. Items below EBITDA are not allocated to reportable segments, as the central Group finance and commercial teams manage this activity.

##### *Segment revenue and profit*

Year ended 31 December 2019	Europe £m	Asia-Pacific £m	Corporate and other £m	Total £m
Revenue	235.6	196.0	7.0	438.6
EBITDA	141.7	124.9	(16.5)	250.1
Depreciation, amortisation and loss on disposal of property, plant and equipment				(0.9)
Exceptional items				(9.4)
Revaluation of investment property				(475.1)
Operating loss				(235.3)
Net finance costs				(76.8)
Loss before tax				(312.1)

Year ended 31 December 2018	Europe £m	Asia-Pacific £m	Corporate and other £m	Total £m
Revenue	215.4	176.6	6.9	398.9
EBITDA	138.9	137.7	(1.9)	274.7
Depreciation, amortisation and loss on disposal of property, plant and equipment				(2.8)
Revaluation of investment property				248.9
Operating profit				520.8
Net finance costs				(28.4)
Profit before tax				492.4

##### *Segment non-current assets and capital expenditure*

31 December 2019	Europe £m	Asia-Pacific £m	Corporate and other £m	Total £m
Non-current assets	3,031.5	2,462.4	16.3	5,510.2
Capital expenditure	104.0	182.5	-	286.5
31 December 2018	Europe £m	Asia-Pacific £m	Corporate and other £m	Total £m
Non-current assets	3,088.7	2,775.9	-	5,864.6
Capital expenditure	46.5	244.2	-	290.7

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 8. Financial instruments

A summary of the financial instruments held by category is provided below:

##### *Financial assets measured at amortised cost*

	Note	Carrying amounts	
		2019	2018
		£m	£m
Trade receivables	20	133.8	79.0
Other receivables	20	52.3	19.8
Cash and cash equivalents	21	96.3	88.0
		<b>282.4</b>	<b>186.8</b>

##### *Derivative assets – measured at fair value through other comprehensive income*

	Note	Carrying amounts	
		2019	2018
		£m	£m
Current derivatives	30	-	11.8
		<b>-</b>	<b>11.8</b>

##### *Financial liabilities measured at amortised cost*

	Note	Carrying amounts	
		2019	2018
		£m	£m
Trade payables	22	20.5	10.8
Other payables	22	7.1	5.5
Accruals	22	119.3	58.2
Borrowings, excluding lease obligations	23	1,321.3	1,267.6
		<b>1,468.2</b>	<b>1,342.1</b>

The fair value is the amount for which an asset or liability could be exchanged or settled on an arm's-length basis. For financial instruments carried at fair value, market prices or rates are used to determine fair value where an active market exists.

The Group uses forward prices for valuing forward foreign exchange contracts and uses valuation models with present value calculations based on market yield curves for cross-currency forwards. All derivative financial instruments are shown at fair value in the consolidated statement of financial position.

Under IAS 39 *Financial Instruments: Recognition and Measurement* and IFRS 9 *Financial Instruments*, only the portions of the forward contracts which form part of an effective fair value hedge are carried at fair value in the consolidated statement of financial position.

The fair values of financial assets and liabilities which bear floating rates of interest are estimated to be equivalent to their carrying values. IFRS 7 *Financial Instruments: Disclosures* requires the classification of fair value measurements using the fair value hierarchy that reflects the significance of the inputs used in making the assessments.

All of the Group's derivatives are Level 2 financial instruments in accordance with the fair value hierarchy, where inputs are observable for the asset and liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Further information on the Group's financial instruments can be found within the note numbers specified above.

#### 9. Financial risk management

The Group is exposed to market risk in the form of foreign exchange risk, interest rate risk and price risk in addition to credit risk and liquidity risk. The risk management policies employed by the Group to manage these risks are discussed below.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

**9.1 Market risk - foreign exchange risk**

The Group operates in a number of international territories. Each jurisdiction undertakes a large proportion of its commercial transactions within its local market and in its functional currency. Foreign exchange risk arises from the small proportion of commercial transactions undertaken in currencies other than the local functional currency, from financial assets and liabilities denominated in currencies other than the local functional currency and on the Group's net investments in foreign operations.

Group policy is for each jurisdiction to undertake commercial transactions in its own functional currency whenever possible. Where this is not possible the Group manages its cash position across the Group to minimise the need to translate currency. Cash flow forecasts are prepared covering various periods to ensure sufficient funds are available in the required currencies to meet the Group's obligations as they fall due.

As at 31 December 2019, the Group has not and does not currently intend to enter into hedging transactions in relation to the interest and capital repayments associated with the outstanding £350 million guaranteed notes due 2022, A\$12.88 million (equivalent to approximately £6.8 million) guaranteed notes due 2020, €500 million (equivalent to approximately £423 million) guaranteed notes due 2024 or €500 million (equivalent to approximately £423 million) guaranteed notes due 2027.

As at 31 December 2018, the Group did not enter into hedging transactions in relation to the interest and capital repayments associated with the outstanding £350 million guaranteed notes due 2022, A\$12.88 million (equivalent to approximately £7.1 million) guaranteed notes due 2020, €500 million (equivalent to approximately £449 million) guaranteed notes due 2024 or €500 million (equivalent to approximately £449 million) guaranteed notes due 2027.

The United Kingdom's exit from the European Union and the uncertainty during the transition period increases the risk in relation to the value of the results or profits derived from Euro ("EUR"), Singapore Dollar ("SGD"), Australian Dollar ("AUD") and Hong Kong Dollar ("HKD") denominated transactions.

The Group has historically hedged the risk of changes in relevant spot exchange rates to the extent that they are expected to impact the net assets of its foreign subsidiaries. The Group has used forward exchange contracts as hedges of net investments from foreign operations to the extent required. All derivatives are entered into with counterparties who are considered to be of acceptable creditworthiness. The year end and average exchange rates used when translating the results to Pounds Sterling were as follows:

	2019		2018	
	Year end	Average	Year end	Average
EUR	0.8462	0.8770	0.8977	0.8848
SGD	0.5605	0.5740	0.5753	0.5554
AUD	0.5298	0.5441	0.5522	0.5599
HKD	0.0968	0.0999	0.1001	0.0955

The Group's most significant financial instrument foreign exchange risk relates to its two €500 million guaranteed notes, each approximately equivalent to £423 million. Had the relevant Pound Sterling exchange rate been 10% stronger/weaker, then the two €500 million guaranteed notes would instead each have been approximately equivalent to £381 million / £465 million respectively, resulting in a £42 million decrease/increase respectively to the Group's borrowings, impacting the foreign exchange gain or loss in the consolidated income statement accordingly and thereby impacting retained earnings in the consolidated statement of financial position. 10% was used as a reasonably possible benchmark, to reflect the potential Pound Sterling volatility associated with ongoing Brexit negotiations.

**9.2 Market risk - interest rate risk**

The Group's exposure to cash flow interest rate risk arises from cash and cash equivalents, and variable interest-bearing borrowings. The Group's guaranteed notes of £1,196.5 million (31 December 2018: £1,246.9 million) are at fixed interest rates. The Group has limited borrowings at the year-end date that are exposed to interest rate risk (see note 23). The Group manages its interest rate exposures by assessing the potential impact arising from any

interest rate movements based on interest rate level and outlook. Management reviews the proportion of borrowings in fixed and floating rates and ensure they are within an appropriate range to manage interest rate risk.

### **9.3 Market risk - price risk**

The Group does not have any equity securities in its consolidated statement of financial position and it is not materially exposed to commodity price risk. Most customer contracts include indexation clauses that are applied to rental and service fee income to offset the effect of inflation. The Group is exposed to price risk to the extent that inflation differs from the index used.

### **9.4 Credit risk**

Credit risk is the risk that the Group will suffer financial loss as a result of counterparties defaulting on their contractual obligations. The risk arises on cash and cash equivalents, trade and other receivables and in relation to the foreign exchange forward contracts that the Company has entered into. The carrying amounts of financial assets represent the maximum credit exposure.

The Group's credit risk on cash and cash equivalents is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

At 31 December 2019, the Group had no derivative financial assets. Previously, the Group considered the counterparty risk associated with the foreign exchange forward contracts that it had entered into. The derivatives were entered into with Aldersgate Investments Limited, a former shareholder in the Group (see note 28).

To manage the credit risk and concentration thereof for trade and other receivables, an assessment of credit quality is made as part of the Group's customer acceptance procedures using a combination of external rating agencies, past experience and other factors. In circumstances where credit information is unavailable or the customer is assessed as higher risk, the risk is mitigated by the use of modified payment terms, customer deposits and parent and bank guarantees. Exposure and payment performance is monitored closely at an individual customer level, with a series of escalating debt recovery actions taken where necessary. The majority of the Group's customers consist of investment grade credit quality companies or companies whose parents are of investment grade credit quality. Thus the credit risk of default on significant amounts of trade and other receivables not with "Daily-Tech" (as defined in note 28) is assessed as low. Of the trade receivables balance at 31 December 2019, £76.6 million (2018: £21.5 million) is due from Daily-Tech. Apart from this, the Group does not have significant trade receivable credit risk exposure to any single counterparty.

#### Expected credit loss assessment for customers under IFRS 9 *Financial Instruments*:

The Group uses an allowance matrix to measure the expected credit losses of trade and other receivables. For trade receivables, loss rates are calculated using a 'roll rate' method based on the probability of a receivable progressing through successive stages of delinquency to write-off. Given the nature of the majority of the Group's customers and the positive history with respect to credit risk, it is not presumed that trade receivables more than 30 days past due have a significant increase in credit risk. Trade receivable collection is closely monitored and analysed, with correspondence and communication with customers providing information to management on credit risk. Write-offs are infrequent; however, when there is a clear indicator of default, then the corresponding receivable is written-off.

As at 31 December 2018, trade receivables with a related party customer, Daily-Tech, were judged to have a reduced credit risk, due to the related party nature of the customer relationship. These were estimated to have a nil loss allowance. Subsequent to 31 December 2018 and subsequent to the approval of the Group's consolidated financial statements for the year then ended, the related party relationship ceased. See note 28.

Following the cessation of the related party relationship, it is appropriate to include an expected credit loss for Daily-Tech.

For other receivables that are financial assets, the Group determines expected credit losses separately, applying a probability-weighted estimate.

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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#### Key source of estimation uncertainty

As a result of events further described in the related parties note (note 28), it is considered appropriate to include a specific impairment for Daily-Tech within the expected credit loss allowance. The method by which this specific impairment has been estimated is further described in note 28.

#### Critical accounting judgment

Although not classified as a financial instrument under IFRS 9 *Financial Instruments*, a judgment has been made to include accrued income in relation to agreements with Daily-Tech within the expected credit loss allowance. The judgment has been made to ensure the recovery risk of Daily-Tech accrued income assets is reflected. Whilst these assets primarily relate to revenue recognised under IFRS 16 *Leases*, IFRS 16 provides no guidance on impairment of accrued income and, in the absence of guidance in the most relevant accounting standard, it is appropriate to consider the guidance in other standards – in this case IFRS 9.

#### Expected credit loss quantitative analysis

The following table provides information about the exposure to credit risk and expected credit losses for trade and relevant other receivables. For each of the Group's financial assets, the gross carrying amount presented represents the relevant maximum exposure to credit risk at the year-end without taking into account collateral held or other credit enhancements. The assessment applies only to those trade and other receivables, which are financial instruments, and to Daily-Tech accrued income as described above.

31 December 2019	Weighted average loss rate %	Gross carrying amount £m	Loss allowance £m	Net carrying amount £m
Current (not past due) trade receivables	0.43	43.0	0.2	42.8
Trade receivables 1-30 days past due	6.15	5.5	0.4	5.1
Trade receivables 31-60 days past due	15.73	11.2	1.8	9.4
Trade receivables more than 60 days past due	22.62	12.9	2.9	10.0
Other receivables	16.78	43.1	7.3	35.8
<b>Total in-scope non-Daily-Tech</b>		<b>115.7</b>	<b>12.6</b>	<b>103.1</b>
Daily-Tech accrued income	N/a	65.6	23.8	41.8
Daily-Tech trade and other receivables	N/a	76.8	10.1	66.7
<b>Total in-scope Daily-Tech</b>		<b>142.4</b>	<b>33.9</b>	<b>108.5</b>
<b>Total in-scope</b>		<b>258.1</b>	<b>46.5</b>	<b>211.6</b>
<b>Total out of scope</b>		<b>91.3</b>	<b>-</b>	<b>91.3</b>
<b>Total trade and other receivables</b>		<b>349.4</b>	<b>46.5</b>	<b>302.9</b>

31 December 2018	Weighted average loss rate %	Gross carrying amount £m	Loss allowance £m	Net carrying amount £m
Current (not past due) trade and other receivables	0.45	123.1	0.6	122.5
Trade and other receivables 1-30 days past due	4.31	6.9	0.3	6.6
Trade and other receivables 31-60 days past due	13.58	5.1	0.7	4.4
Trade and other receivables more than 60 days past due	20.62	8.9	1.8	7.1
<b>Total in-scope</b>		<b>144.0</b>	<b>3.4</b>	<b>140.6</b>
<b>Total out of scope</b>		<b>74.9</b>	<b>-</b>	<b>74.9</b>
<b>Total trade and other receivables</b>		<b>218.9</b>	<b>3.4</b>	<b>215.5</b>



## GLOBAL SWITCH HOLDINGS LIMITED

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For the year ended 31 December 2019

With the exception of the separate assessment for Daily-Tech, loss rates for trade receivables are based on actual credit experience over the past three years. These rates may be multiplied by scalar factors to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of economic conditions over the expected lives of the receivables.

Loss rates for other receivables are determined after factoring the terms of the agreement, the level credit risk of the counterparties and past experience.

Movements in the allowance for impairment in respect of trade and other receivables:

	£m
<b>Balance at 31 December 2018</b>	<b>3.4</b>
Daily-Tech impairment	33.9
Net remeasurement of loss allowance	9.2
<b>Balance at 31 December 2019</b>	<b>46.5</b>

The movements stated above are net of foreign exchange translation gains of £1.2 million, arising on consolidation and recognised within other comprehensive income.

The contractual amount outstanding on financial assets that were written off during the year and are still subject to enforcement activity is £nil (2018: £2.3 million).

The Group has assessed cash and cash equivalents using a 12 month ECL basis as these had no significant increase in credit risk since initial recognition. The loss allowance at 31 December 2019 and 31 December 2018 was insignificant.

#### 9.5 Liquidity risk

The Group funds its activities through cash generated from its operations and, where necessary, bank borrowing. The Group's banking facilities include a multi-currency revolving syndicated loan facility. Cash flow forecasts covering various periods from short to long-term are prepared and reviewed on a regular basis to ensure that sufficient funds are available to meet the Group's commitments as they fall due.

#### 9.6 Capital management

The Group considers its capital to comprise its ordinary share capital, other reserves, translation reserve, hedging reserve and retained earnings. In managing its capital, the Group's primary objective is to ensure its continued ability to provide a consistent return for its equity shareholders through a combination of capital growth and distributions. The Group has a blend of equity funding and debt financing (see Borrowings note 23). The Group keeps this under review bearing in mind the risks, costs and benefits to equity shareholders of introducing additional debt finance to the Group. During the year, the Group has complied with externally imposed capital requirements, including debt covenant requirements.

#### 10. Revenue

The Group's revenue arises from the following major service lines:

	2019 £m	2018 £m
Revenue recognised under IFRS 16/IAS 17:		
- Rental income from investment properties	309.8	284.7
Revenue from contracts with customers recognised under IFRS 15:		
- Provision of power	66.1	58.6
- Provision of additional services	62.7	55.6
Sub-total	128.8	114.2
	<b>438.6</b>	<b>398.9</b>

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

The Group's customer base is broad and diversified with only one customer accounting for more than 10% of the Group's total revenue. This customer has entered into contracts across three of the Group's data centres, with total revenue for the year ended 31 December 2019 of £79.4 million (2018: £48.6 million) (see note 28).

Negligible revenue was recognised in the years ended 31 December 2019 and 31 December 2018 from IFRS 15 performance obligations satisfied (or partly satisfied) in previous periods. Likewise, negligible revenue is expected to be recognised in the future related to IFRS 15 performance obligations that are unsatisfied (or partially unsatisfied) at the reporting date. The majority of the Group's revenue is outside the scope of IFRS 15.

Rental income is within the scope of IFRS 16/IAS 17, which is recognised in the consolidated income statement on a straight-line basis over the lease term including any fixed indexation.

The timing of revenue recognition, other than rental income from investment properties, is at a point in time.

Service agreements specify certain customer obligations (e.g. restrictions on activities), which reduce the Group's risks in relation to the underlying assets.

Information regarding receivables can be found in note 20.

#### 11. Profit before tax

Profit before tax is stated after charging (crediting):

	Note	2019 £m	2018 £m
Depreciation of property, plant and equipment	19	0.6	0.8
Amortisation of intangibles		0.3	0.9
Loss on disposal of property, plant and equipment		-	1.1
Direct operating expenses – property generating rental income		113.1	100.4
Short-term lease expense (under IFRS 16)		0.2	-
Operating lease expense – property (under IAS 17)		-	0.2
Impairment (reversal of impairment) of trade and other receivables		44.3 <sup>1</sup>	(0.7)
Revaluation loss (gain) on investment properties, net	18	475.1	(248.9)
Auditor's remuneration		0.8	0.5
Employee benefit expense		17.5	15.2
Defined contribution plan expense		1.0	0.8

<sup>1</sup> The consolidated income statement charge of £44.3 million differs from the consolidated statement of financial position movement disclosed in note 9.4 (£43.1 million) due to the respective treatments of foreign exchange translation for the consolidated income statement and the consolidated statement of financial position.

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 12. Key management personnel compensation

Key management comprises the Chief Executive Officer, the Chief Financial Officer, the Chief Commercial Officer, the Group Director (Operations), the Group Projects Director, the Group Director (UK), the Group Director (Asia-Pacific) and the Group Director (Europe). The compensation borne by the Group for key management is:

	2019	2018
	£m	£m
Salaries, allowance, benefits in kind and performance related bonuses	4.0	3.0
Retirement benefit scheme contributions	0.2	0.2
	<b>4.2</b>	<b>3.2</b>

#### 13. Exceptional items

##### *Exceptional items critical judgments*

We separately identify and disclose those items of income and cost that in management's judgment do not form part of underlying operations in the normal course of business. In determining whether an event or transaction is an exceptional item, management considers a combination of quantitative and qualitative factors, including nature and frequency. Items meeting the definition of 'exceptional item' under the Group's accounting policy, which is applied consistently from year to year, are classified as exceptional items.

Exceptional items are excluded from EBITDA, which is an alternative performance measure (see note 7: operating segments). 'Exceptional items' does not have a standardised meaning under IFRS. The exceptional items in the year would otherwise have been classified within administrative expenses.

	2019	2018
	£m	£m
IPO costs	8.8	-
Due diligence costs	0.6	-
	9.4	-
Tax effect of exceptional items	-	-
<b>Exceptional items after tax</b>	<b>9.4</b>	<b>-</b>

##### *IPO costs*

Following the 24.01% investment by Shagang Group in August 2019 (as disclosed in note 1), Global Switch announced that it was continuing preparation for a public listing on a leading international stock exchange. In preparing for an Initial Public Offering (IPO), the Group has incurred related costs, including incremental professional fees. Where costs would not otherwise have been incurred and do not reflect underlying operations, they have been classified as exceptional items.

##### *Due diligence costs*

During the year ended 31 December 2019, the Group has incurred costs in relation to a due diligence project, which does not form part of recurring operations in the normal course of business. Expenses directly attributable to this project have been classified as exceptional items.

##### *Tax effect*

The tax effect of exceptional items has been determined using the Group's effective tax rate.

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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#### 14. Net finance costs

	Note	2019 £m	2018 £m
<b>Finance income</b>			
Bank and other interest		0.2	0.1
Other finance income	28	2.9	10.1
		3.1	10.2
<b>Finance costs</b>			
Interest payable on bank loans		(2.0)	-
Other finance costs and bank charges*		(8.7)	(6.9)
Interest payable on guaranteed notes		(29.3)	(36.9)
Hedging finance costs		-	(0.1)
		(40.0)	(43.9)
Foreign exchange (loss) gain		(39.9)	5.3
<b>Net finance costs</b>		<b>(76.8)</b>	<b>(28.4)</b>

\*Other finance costs and bank charges include individually immaterial items, not further disaggregated, including a fee to a former shareholder of £0.9 million (2018: £nil).

#### 15. Income tax

##### *Tax critical estimates*

The Group calculates and pays tax in accordance with the laws of the countries in which it operates. Certain companies in the Group have tax periods that remain open. In preparing the consolidated financial statements, the Directors have made an assessment of the likelihood of any liabilities arising in relation to these open periods and have made provisions for amounts that they believe will be payable. There remains a risk that the amounts at which open periods are settled will be different to the amounts included in the consolidated financial statements; however the Directors believe that any differences are unlikely to be material.

The Group's deferred tax liabilities primarily result from investment property, which is measured at fair value. Any assumptions and key sources of estimation uncertainty applicable to the fair value of investment property are therefore also relevant to the resultant deferred tax liabilities (see note 18). Under IFRS, it is necessary to recognise a deferred tax liability in respect of increased investment property values as the rebuttable presumption is that investment properties carried at fair value will be recovered through sale as individual assets, irrespective of the likelihood of the sale occurring. The likelihood of any sale (and especially in this manner) occurring is considered remote. Deferred tax liabilities are recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amount in the consolidated financial statements. When there is an uncertainty over the income tax treatments, the Group considers whether it is probable that a tax authority will accept an uncertain tax treatment. If it is not probable that the tax authority will accept an uncertain tax treatment, the Group reflects the effect of the uncertainty by determining the single most likely amount or by estimating a probability weighted value based on a range of possible outcomes whichever method is most appropriate.

Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available in the future for them to be utilised.

Deferred tax is determined using tax rates and laws that have been enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled.

# GLOBAL SWITCH HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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### Analysis of charge for the year

	2019 £m	2018 £m
<b>Current tax expense</b>		
On net income before revaluations	18.3	18.4
Adjustments in respect of earlier periods	4.4	(3.5)
	<b>22.7</b>	<b>14.9</b>
<b>Deferred tax (credit) expense</b>		
Origination and reversal of temporary differences	(71.6)	69.8
Adjustments in respect of earlier periods	-	12.1
Change in tax rate	4.2	-
	<b>(67.4)</b>	<b>81.9</b>
<b>Income tax (credit) charge</b>	<b>(44.7)</b>	<b>96.8</b>

### Factors affecting tax charge for the year

	2019 £m	2018 £m
<b>(Loss) profit before tax</b>	<b>(312.1)</b>	<b>492.4</b>
Tax calculated at the domestic rate applicable to the profits in each country concerned	(53.3)	89.7
Adjustment in respect of earlier periods	4.4	8.6
Change in tax rate	4.2	-
Others	-	(1.5)
<b>Tax charge</b>	<b>(44.7)</b>	<b>96.8</b>

The tax calculations take into consideration future changes substantively enacted in jurisdictions when determining the appropriate level of deferred tax to be provided on future reversals. During 2017, the Dutch Government announced a rate reduction to 21.0%. In 2019, this was amended from 21.0% to 21.7%, which has been reflected in the 31 December 2019 deferred tax calculation. This had the one-off effect of increasing the deferred taxation charge for the year by £4.2 million in 2019. In March 2020 the UK Government enacted a change cancelling the previously legislated reduction in the UK corporation tax rate from 19% to 17%. The deferred tax calculation for 31 December 2019 reflects a UK tax rate of 17%, being the rate enacted at the reporting date. The Group anticipates the 19% rate will apply in future periods.

### Deferred tax

The movement on the deferred tax account is as follows:

	£m
<b>Balance at 31 December 2018</b>	<b>(1,018.0)</b>
Recognised in profit or loss	
- Deferred tax income	67.4
Recognised in other comprehensive income	
- Foreign exchange gains	35.2
<b>Balance at 31 December 2019</b>	<b>(915.4)</b>

Movements in deferred tax through other comprehensive income arise primarily as a result of the translation of assets and liabilities of overseas subsidiaries in accordance with the accounting policy described in note 4.3.

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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Analysis of Group deferred tax assets and liabilities:

	Losses	Capital allowances	Investment properties	Accrued income	Other	Total
	£m	£m	£m	£m	£m	£m
At 31 December 2018	38.5	(199.9)	(848.5)	(8.1)	-	(1,018.0)
Movement recognised in the profit or loss	4.0	(22.5)	81.0	0.2	4.7	67.4
Foreign exchange movement recognised in other comprehensive income	(1.8)	9.1	27.5	0.4	-	35.2
<b>At 31 December 2019</b>	<b>40.7</b>	<b>(213.3)</b>	<b>(740.0)</b>	<b>(7.5)</b>	<b>4.7</b>	<b>(915.4)</b>

At 31 December 2019, deferred tax assets have been recognised on all tax losses of the Group. Deferred tax assets in relation to losses have been recognised where it is considered probable that there will be future taxable profits available. All tax losses can be carried forward indefinitely.

#### 16. (Loss) earnings per share

	2019 £m	2018 £m
Basic (loss) earnings per share	(0.03)	0.04
Underlying (loss) earnings per share	(0.03)	0.04

The calculation of the basic and underlying earnings per share attributable to owners of the Company is based on the following data.

	Note	2019 £m	2018 £m
<b>(Loss) earnings</b>			
(Loss) earnings for the purpose of calculating basic earnings per share ((loss) profit for the year)		(267.4)	395.6
Post tax impact of exceptional items	13	9.4	-
(Loss) earnings for the purpose of calculating underlying earnings per share		(258.0)	395.6

#### Number of shares

Weighted average number of shares for the purpose of calculating basic and underlying earnings per share	10,000	10,000
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The number of ordinary shares for the purpose of calculating basic earnings per share has been determined on the assumption that the Share Split as described in note 24 had been effective on 1 January 2018.

'Underlying (loss) earnings per share' is an alternative performance measure, which does not have a standardised meaning under IFRS. Therefore the term may not be comparable to similar measures presented by other entities.

No diluted (loss) earnings per share is presented as the Group had no potential ordinary shares in issue during the years ended 31 December 2019 and 2018.



## 17. Dividends

No dividend was declared for the year ended 31 December 2019 (2018: £nil).

## 18. Investment properties

### *Investment property critical estimates*

Investment properties are the largest component of the Group's net asset value. The value of the investment properties is affected by the conditions prevailing in the property investment market and the general economic environment. Accordingly, the Group's net asset value can change due to external factors beyond management's control. The long-term nature of the agreements with customers provides some protection to the Group from such factors.

The Group determines the value of investment properties using discounted cash flow valuation techniques performed by external professionally qualified valuers. Information about the valuation techniques and inputs used in determining the value of investment properties is disclosed within this note.

All of the Group's investment property is Level 3, as defined by IFRS 13 *Fair Value Measurement*, in the fair value hierarchy as at 31 December 2019 and 31 December 2018 and there were no transfers between levels during the year. Level 3 inputs are those which are unobservable (no quoted prices are available either directly or indirectly), as opposed to Level 1 (inputs from quoted prices) and Level 2 (observable inputs either directly as quoted prices, or indirectly derived from quoted prices).

Investment properties are stated at market value as at 31 December 2019 and 31 December 2018, valued by professionally qualified external valuers. The Group's investment properties were valued by CBRE Limited ("CBRE"), based in London in the United Kingdom. CBRE has sufficient current and international knowledge of the particular property market involved, and has the skills and understanding to undertake the valuations competently. The valuations were prepared in accordance with the RICS Valuation Standards (equivalent to HKIS Valuation Standards). Valuation fees are independent of the investment property value and based on a fixed amount.

Market value is defined as the estimated amount for which an investment property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion. CBRE uses a variety of valuation techniques (valuation metrics), which include yield methodology, internal rate of return ("IRR") and market value analysis including comparable recent market transactions on arm's length terms. In doing so, they consider assumptions, data and key sources of estimation uncertainty including forecasts for customer renewals, void periods, capital expenditure, operational expenditure and other relevant cash flow assumptions. There have been no changes in the valuation techniques used by CBRE between 31 December 2018 and 31 December 2019.

An increase/decrease to rental value will increase or decrease valuations respectively, while an increase/decrease to yield will decrease or increase valuations respectively. There are interrelationships between these inputs, as they are determined by market conditions. The existence of an increase in more than one input would be to magnify the effect on the valuation. The impact on the valuation will be mitigated by the interrelationship of two inputs in opposite directions, for example an increase in rent may be offset by an increase in yield.

Holding all other assumptions constant, an increase of 25 basis points on both the IRR and the exit yield rates would result in a net reduction in the investment properties valuation of £230.4 million to £5,354.1 million and £247.0 million to £5,705.2 million at 31 December 2019 and at 31 December 2018 respectively. A corresponding decrease would result in a net increase in the investment properties valuation of £267.2 million to £5,833.9 million and £272.2 million to £6,219.4 million at 31 December 2019 and at 31 December 2018 respectively.

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	Completed £m	Development £m	Total £m
At 1 January 2019	5,669.3	192.9	5,862.2
Additions	145.3	140.3	285.6
Transfers	100.2	(100.2)	-
Revaluation	(328.3)	(146.8)	(475.1)
Reassessment – lease asset	(0.8)	-	(0.8)
Difference on exchange	(173.9)	(5.2)	(179.1)
At 31 December 2019	<b>5,411.8</b>	<b>81.0</b>	<b>5,492.8</b>

### Valuation inputs – completed investment properties: 31 December 2019

Asset type	Initial yield range	Exit yield range	IRR range	Rental value range £m
Data centres	(1.09) – 5.47%	5.35 – 7.00%	6.35 – 12.50%	9.8 – 61.4

### Valuation inputs – completed investment properties: 31 December 2018

Asset type	Initial yield range	Exit yield range	IRR range	Rental value range £m
Data centres	2.49 – 6.42%	5.35 – 7.00%	6.75 – 9.25%	11.2 – 60.5

The table below shows a reconciliation of the amounts shown in the consolidated statement of financial position in respect of investment property assets and liabilities to the valuation prepared by the external valuers:

	2019 £m	2018 £m
<b>Investment properties carrying amount</b>	<b>5,492.8</b>	<b>5,862.2</b>
Accrued income included in trade and other receivables	106.8	105.9
Lease obligations included in current borrowings	(1.2)	(1.1)
Lease obligations included in non-current borrowings	(13.9)	(14.8)
<b>Investment properties at valuation</b>	<b>5,584.5</b>	<b>5,952.2</b>

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

The investment property details for each location are as follows:

Location	Ownership
<b>Completed</b>	
Amsterdam West	Leasehold (50 year term expiring 2045)
Frankfurt North	Freehold
Frankfurt South	Freehold
Hong Kong	Leasehold (35 year term expiring 2047)
London East	Freehold
London North	Freehold
Madrid	Freehold
Paris East	Freehold
Paris West	Freehold
Singapore Tai-Seng	Leasehold (30 year term expiring 2023)
Singapore Woodlands	Leasehold (30 year term expiring 2039)
Sydney West	Freehold
Sydney East	Freehold
<b>Development</b>	
Amsterdam East	Leasehold (50 year term expiring 2045)
Hong Kong	Leasehold (35 year term expiring 2047)
London South	Freehold

Investment properties subject to leasehold ownership, excluding Hong Kong, all provide statutory renewal rights to the Group. The Group has the option to extend the Singapore Tai-Seng leasehold by a further 30 year term to 2053 and the valuation assumes that option will be exercised.

The Directors have exercised judgement in considering the potential transfer of the risks and rewards of ownership in accordance with IAS 17 *Leases* and IFRS 16 *Leases* for all properties contracted to customers and have determined that such contracts are to be accounted for as operating leases.

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 19. Property, plant and equipment

	Right-of-use asset £m	Other £m	Total £m
<i>Cost</i>			
At 1 January 2018	-	7.9	7.9
Additions	-	1.3	1.3
Disposals	-	(3.4)	(3.4)
At 31 December 2018	-	5.8	5.8
Additions	13.5	0.9	14.4
At 31 December 2019	13.5	6.7	20.2
<i>Accumulated depreciation</i>			
At 1 January 2018	-	6.5	6.5
Charge for the year	-	0.8	0.8
Eliminated on disposals	-	(2.3)	(2.3)
At 31 December 2018	-	5.0	5.0
Charge for the year	0.1	0.5	0.6
At 31 December 2019	0.1	5.5	5.6
<i>Carrying amount</i>			
At 31 December 2019	13.4	1.2	14.6
At 31 December 2018	-	0.8	0.8

#### 20. Trade and other receivables

	2019 £m	2018 £m
Trade receivables	133.8	79.0
Other receivables	50.3	19.8
Accrued income	115.5	115.2
Prepayments	1.3	1.5
Current trade and other receivables	300.9	215.5
Other receivables – non-current	2.0	-
Total trade and other receivables	302.9	215.5

The Directors consider the carrying amount of those trade and other receivables that are classified as financial assets to approximate their fair value.

Accrued income primarily relates to assets recognised as a result of the accounting requirement to spread the recognition of rental income from investment properties over the service agreement term, which may differ from the timing of billing and cash receipts, according to the specific contractual agreements with customers.

Within the trade and other receivables are related party amounts, as disclosed in note 28. Credit risk analysis is disclosed in note 9.

# GLOBAL SWITCH HOLDINGS LIMITED

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

### Reconciliation of gross to net carrying amounts for trade and other receivables

	Trade receivables		Other receivables, including non-current		Accrued income	
	2019	2018	2019	2018	2019	2018
	£m	£m	£m	£m	£m	£m
Gross carrying amount	149.2	82.0	59.6	19.8	139.3	115.6
Allowance for impairment	(15.4)	(3.0)	(7.3)	-	(23.8)	(0.4)
Net carrying amount	<b>133.8</b>	<b>79.0</b>	<b>52.3</b>	<b>19.8</b>	<b>115.5</b>	<b>115.2</b>

In determining the recoverability of trade and other receivables, the management of the Group considers any change in the credit quality of the trade and other receivables from the date credit was initially granted up to the end of the reporting period. See note 9 for further information on financial risk management.

The Group has a policy of allowing credit periods ranging from 30 days to 60 days. The following is an aged analysis of trade receivables, presented based on invoice dates at the end of each reporting period.

	2019	2018
	£m	£m
Within 60 days	56.8	62.1
61 to 90 days	9.9	5.1
91 to 120 days	6.2	8.0
Over 120 days	60.9	3.8
	<b>133.8</b>	<b>79.0</b>

Details of impairment assessment of trade and other receivables are set out in note 9.

### 21. Cash and cash equivalents

	2019	2018
	£m	£m
Cash at bank and in hand	92.3	85.5
Customer deposits	3.5	2.0
Restricted cash	0.5	0.5
	<b>96.3</b>	<b>88.0</b>

Restricted cash represents cash held in escrow in relation to commitments due under the terms of the construction contract for the development of the Group's Paris West data centre.

### 22. Trade and other payables

	2019	2018
	£m	£m
Trade payables	20.5	10.8
Social security and other taxation	5.7	1.6
Accruals	119.3	58.2
Deferred income	49.1	47.6
Other payables	7.1	5.5
Provisions	12.7	6.6
Total trade and other payables	<b>214.4</b>	<b>130.3</b>

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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The credit period for trade payables is from 30 to 60 days from the invoice dates.

The following is an aged analysis of trade payables, presented based on invoice date at the end of the reporting periods.

	2019	2018
	£m	£m
Within 60 days	18.9	9.2
61 to 90 days	0.5	0.5
Over 90 days	1.1	1.1
	<b>20.5</b>	<b>10.8</b>

The Directors consider the carrying amount of those trade and other payables that are classified as financial liabilities to approximate their fair value. All trade and other payables are payable within one year.

Within other payables are related party amounts, as disclosed in note 28.

In the ordinary course of business the Group is engaged in certain actual, threatened or potential legal disputes, and other activities which may result in liabilities of uncertain timing or amount. In the legal disputes where Group entities are the actual or potential claimant to the dispute, the exposure is generally limited to legal and associated costs. Where Group entities are the actual or potential defendant, the Group considers the probability that the claim would be successful and recognise a provision where appropriate. The Group is confident of its legal positions, both as actual or potential plaintiff or defendant. Save as included within provisions, the Group does not currently believe that there are any legal proceedings, or government or regulatory investigations that may have a material adverse impact on the operations or financial condition of the Group.

### 23. Borrowings

	2019	2018
	£m	£m
<b>Current borrowings</b>		
Lease obligations	2.0	1.1
Guaranteed notes	6.8	-
	<b>8.8</b>	<b>1.1</b>
<b>Non-current borrowings</b>		
Bank loans*	124.8	20.7
Lease obligations	26.4	14.8
Guaranteed notes	1,189.7	1,246.9
	<b>1,340.9</b>	<b>1,282.4</b>
<b>Total borrowings</b>	<b>1,349.7</b>	<b>1,283.5</b>

\*Includes negative £1.1 million (31 December 2018: negative £1.9 million) in relation to unamortised debt issue costs on the revolving credit facility.



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Based on the scheduled repayment dates as set out in the relevant agreements, the carrying amounts of the above borrowings are repayable as follows.

	2019 £m	2018 £m
Within one year	8.8	1.1
Within a period of more than one year but not exceeding two years	126.4	8.1
Within a period of more than two years but not exceeding five years	775.8	372.5
Within a period of more than five years	438.7	901.8
	<b>1,349.7</b>	<b>1,283.5</b>
Less: amounts due within one year shown under current liabilities	(8.8)	(1.1)
<b>Amounts shown under non-current liabilities</b>	<b>1,340.9</b>	<b>1,282.4</b>

At 31 December 2019 and 31 December 2018, the Group's borrowings were unsecured. Details of the guarantors of the guaranteed notes and bank loans are set out in note 29. All other borrowings (lease obligations) were unguaranteed.

The Directors consider the carrying amount of the bank loans and the lease obligations to approximate their fair value. The fair value measurements are categorised as Level 2 in the fair value hierarchy. Based on the quoted mid-point of the bid and offer price as extracted in various stock exchange markets, the fair value of the guaranteed notes are as follows.

At 31 December 2019

- 4.375% guaranteed note £350.0 million was £379.4 million (31 December 2018: £350.0 million and £377.0 million fair value) maturing 2022.
- 6.25% guaranteed note A\$12.9 million was £7.1 million (31 December 2018: A\$12.9 million and £7.5 million fair value) maturing 2020.
- 1.5% guaranteed note €500.0 million was £435.9 million (31 December 2018: €500.0 million and £438.2 million fair value) maturing 2024.
- 2.25% guaranteed notes €500.0 million was £450.2 million (31 December 2018: €500.0 million and £431.0 million fair value) maturing 2027.

The revolving credit facility of £425 million matures in April 2021, with the option of two further one year extensions and is £125.9 million drawn at 31 December 2019 (31 December 2018: £22.6 million).

Interest on bank loans is charged at floating rates of interest by reference to LIBOR or EURIBOR or, in relation to any non-LIBOR currency, the benchmark rate for that currency plus a sub-1% margin. The revolving credit facility includes a number of financial covenants.

The Group's borrowings are denominated in the following currencies:

	Bank loans	Lease obligations	Guaranteed notes	Total
2019	£m	£m	£m	£m
£	(1.1)	13.3	349.2	361.4
SGD	5.6	7.6	-	13.2
AUD	-	-	6.8	6.8
HKD	82.8	1.0	-	83.8
EUR	37.5	6.5	840.5	884.5
	<b>124.8</b>	<b>28.4</b>	<b>1,196.5</b>	<b>1,349.7</b>

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	Bank loans £m	Lease obligations £m	Guaranteed notes £m	Total £m
<b>2018</b>				
£	(1.9)	-	348.9	347.0
SGD	16.7	7.8	-	24.5
AUD	-	-	7.1	7.1
HKD	5.9	0.1	-	6.0
EUR	-	8.0	890.9	898.9
	<b>20.7</b>	<b>15.9</b>	<b>1,246.9</b>	<b>1,283.5</b>

The minimum lease payments under lease obligations included within borrowings fall due as follows:

	<b>2019</b> <b>£m</b>	<b>2018</b> <b>£m</b>
Less than one year	2.0	1.2
Between one and five years	8.6	5.0
More than five years	52.3	44.0
	62.9	50.2
Future finance charges	(34.5)	(34.3)
	28.4	15.9
Less than one year	2.0	1.1
Between one and five years	7.0	3.9
More than five years	19.4	10.9
<b>Present value</b>	<b>28.4</b>	<b>15.9</b>

### Liquidity and interest risk tables

The following tables detail the Group's remaining contractual maturity for its non-derivative financial liabilities. The tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows.

	Weighted average effective interest rate	Within one year £m	Between one and two years £m	Between two and five years £m	More than five years £m	Total £m	Carrying amount £m
<b>2019</b>							
Trade and other payables		146.9	-	-	-	146.9	146.9
Bank loans and borrowings- - Fixed interest rate instruments	4.38%	15.3	15.3	365.3	-	395.9	349.2
Bank loans and borrowings- - Fixed interest rate instruments	6.25%	7.2	-	-	-	7.2	6.8
Bank loans and borrowings- - Fixed interest rate instruments	1.50%	6.3	6.3	442.1	-	454.7	421.1
Bank loans and borrowings- - Fixed interest rate instruments	2.25%	9.5	9.5	28.6	451.8	499.4	419.4
Revolving credit facility	2.54%	-	125.9	-	-	125.9	124.8
		<b>185.2</b>	<b>157.0</b>	<b>836.0</b>	<b>451.8</b>	<b>1,630.0</b>	<b>1,468.2</b>

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	Weighted average effective interest rate	Within one year £m	Between one and two years £m	Between two and five years £m	More than five years £m	Total £m	Carrying amount £m
<b>2018</b>							
Trade and other payables		74.5	-	-	-	74.5	74.5
Bank loans and borrowings- - Fixed interest rate instruments	4.38%	15.3	15.3	380.6	-	411.2	348.9
Bank loans and borrowings- - Fixed interest rate instruments	6.25%	0.4	7.6	-	-	8.0	7.1
Bank loans and borrowings- - Fixed interest rate instruments	1.50%	6.7	6.7	20.2	455.6	489.2	446.1
Bank loans and borrowings- - Fixed interest rate instruments	2.25%	10.1	10.1	30.3	489.3	539.8	444.8
Revolving credit facility	2.40%	-	-	22.6	-	22.6	20.7
		107.0	39.7	453.7	944.9	1,545.3	1,342.1

#### 24. Share capital

	Authorised ordinary shares		Issued, allotted and fully paid ordinary shares	
	Number	£m	Number	£m
<b>At 1 January 2018 at par of US\$1.00</b>	50,000	-*	100	-*
Share split on 26 March 2018 (see below)	4,950,000	-*	9,900	-*
<b>At 31 December 2018 and 31 December 2019 at US\$0.01</b>	<b>5,000,000</b>	<b>-*</b>	<b>10,000</b>	<b>-*</b>

\* less than £0.1 million

The Group has one class of ordinary shares which carry no right to fixed income.

On 26 March 2018, the maximum number of shares the Company is authorised to issue was increased from 50,000 shares to 5,000,000. Following registration of the share increase, each issued and to be issued share of US\$1.00 was sub-divided into 100 shares of US\$0.01 par value each. This resulted in 5,000,000 authorised ordinary shares of US\$0.01 of which 10,000 were issued, allotted and fully paid (collectively the "Share Split").

Each share of the Company confers upon the shareholder:

- The right to one vote at a meeting of the shareholders of the Company or on any resolution of the shareholders;
- The right to an equal share in any dividend paid by the Company; and
- The right to an equal share in the distribution of the surplus assets of the Company.

#### 25. Operating leases

*Leases where the Group acts as lessee in accordance with IAS 17 and IFRS 16*

On 31 December 2018, the Group had undiscounted commitments on operating leases as a lessee of £0.4 million, of which £0.2 million was due within one year and a further £0.2 million was due between two and five years.

## GLOBAL SWITCH HOLDINGS LIMITED

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The Group adopted IFRS 16 *Leases* from 1 January 2019. From 1 January 2019, under IFRS 16, there is no concept of an operating lease as a lessee and, applying the new single lessee accounting model, the Group's existing immaterial operating leases as a lessee have been treated in accordance with the accounting policy described in note 4.9, resulting in no right-of-use assets nor corresponding lease obligations over and above land leases already recorded on-balance sheet under IAS 17.

Additions of a right-of-use assets of £13.5 million for office space were made during 2019 and are classified as property, plant and equipment (note 19). Lease liabilities are included within borrowings (note 23).

#### *Leases where the Group acts as a lessor in accordance with IAS 17 and IFRS 16*

The Group enters into medium to long-term service agreements with its customers, which typically last three to ten years. The following table sets out a maturity analysis for undiscounted lease payments to be received after the reporting date.

	2019 £m	2018 £m
Less than one year	242.9	267.2
Between one and two years	198.6	255.7
Between two and three years	163.4	214.9
Between three and four years	152.6	186.2
Between four and five years	139.2	181.9
After more than five years	555.0	784.0
	<b>1,451.7</b>	<b>1,889.9</b>

The Group's leasing activities as a lessor are described throughout the notes to the consolidated financial statements, including in:

- Significant accounting policies (note 4);
- Revenue accounting policy (note 4.9);
- Revenue (note 10); and
- Investment properties (note 18).

#### **26. Capital commitments**

The Group had capital commitments in relation to expenditure on investment properties as follows:

	2019 £m	2018 £m
Capital commitments in relation to investment properties	73.5	111.9

The Group did not have any material capital commitments in respect of non-investment property related property, plant and equipment at 31 December 2019 (2018: £nil).

#### **27. Contingent liabilities**

In the ordinary course of business the Group is engaged in certain actual, threatened or potential commercial and legal disputes. In the legal disputes where Group entities are the actual or potential claimant to the dispute, the exposure is generally limited to legal and associated costs. Where Group entities are the actual or potential defendant, the Group considers the probability that the claim would be successful and recognise a provision where appropriate. The Group is confident of its legal positions, both as actual or potential plaintiff or defendant. Save as included within provisions, the Group does not currently believe that there are any legal proceedings, or government or regulatory investigations that may have a material adverse impact on the operations or financial condition of the Group.

**28. Related party transactions**

Where the nature of the relationships to relevant related parties is not disclosed in note 1, details are provided below.

*Daily-Tech*

During the year, the Group provided data centre services to Daily-Tech Hong Kong Co. Limited ("Daily-Tech"), a wholly-owned subsidiary entity of Daily-Tech Beijing Co. Limited ("Daily-Tech Beijing"). Daily-Tech was a related party prior to 10 May 2019.

Li Qiang, a former Chairman of the Company and a non-executive director as at 31 December 2019, is an indirect shareholder of Daily-Tech Beijing and was the latter entity's President until his resignation was approved by that company's shareholders on 10 May 2019. Li Qiang was also considered to control or jointly control Daily-Tech Beijing until that date, thereby resulting in Daily-Tech being designated a related party of the Group under IAS 24 *Related Parties*. While Li Qiang continued to be a non-executive director of the Company until 30 April 2020, from 10 May 2019 onwards he is no longer considered to control or jointly control Daily-Tech or Daily-Tech Beijing and therefore the related party relationship ceased from that date. The Group's relationships with Daily-Tech at the Hong Kong, Singapore Woodlands and Frankfurt North data centres are governed by service agreements. Each of the service agreements generally contain consistent key terms and features, which are also consistent with the Group's other service agreements. The rights and obligations of the 15MW Hong Kong agreement are reflected in the investment property valuation. The agreements include commitments of 15MW, 7MW and 6MW of IT capacity in these data centres respectively, enabling Daily-Tech to provide data centre services for its end-customer, China Telecom Global. In addition, Daily-Tech had entered into further service agreements for 11 MW and 26MW of IT capacity at the Singapore Woodlands and Hong Kong data centres respectively.

During 2019, revenue totaling £79.4 million (2018: £48.6 million) was recognised in relation to transactions with Daily-Tech.

Jiangsu Shagang Materials Trading Co. Ltd ("Guarantor"), a subsidiary of an indirect shareholder in the Group, has guaranteed financial assets due from Daily-Tech at 31 December 2019 and 31 December 2018 under the 15 MW Hong Kong agreement ("Corporate Guarantee"), and facilitated the issuance of a bank guarantee of HKD 250 million in favour of the Group applicable to the same 15 MW Hong Kong agreement and/or to the 7 MW Singapore Woodlands agreement ("Bank Guarantee"). The Corporate Guarantee remains in full force and effect and ensures that, for the duration of the agreement, in the event of any payment default by Daily-Tech all contractual cash flows due pursuant to the 15 MW Hong Kong agreement will be settled by or on behalf of the Guarantor in favour of the Group. The benefit of the Corporate Guarantee, as an integrated part of the 15 MW Hong Kong agreement, is reflected in these consolidated financial statements.

Amounts recognised in the Group's consolidated statement of financial position were as follows:

	2019 £m	2018 £m
Trade receivables (inclusive of general sales taxes)	76.6	21.5
Accrued income	65.6	32.1
Other receivables	0.2	-
Deferred income	(10.9)	(3.5)
Net financial position	131.5	50.1
Of which:		
Subject to Corporate Guarantee	66.9	38.1
Subject to Bank Guarantee	24.2	12.0

Additionally, the net financial position includes equal and opposite deferred expenses (within other receivables) and accruals for £3.6 million (2018: £nil) in relation to a referral fee due to Daily-Tech under a Joint Marketing Agreement. See notes 20 and 22 respectively.

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

Interest of £2.9 million on receivables due from Daily-Tech has been recognised within other finance income in the year ended 31 December 2019 (year ended 31 December 2018: £nil). See note 14. Outstanding interest receivable from Daily-Tech forms part of the trade receivables described above and forms part of the net financial position in the scope of the impairment assessment described below.

Subsequent to 31 December 2019, net amounts due from Daily-Tech have been partially recovered, primarily from the payment of the amounts due under the Corporate Guarantee and the Bank Guarantee by an entity, who is not considered to be a related party of the Group, on behalf of the Guarantor. However, in light of Daily-Tech's reliance on its Guarantor and in the absence of further cash receipts or sufficient and appropriate evidence of Daily-Tech's ability to secure funding in order to settle the net amounts due, it has been judged appropriate to recognise a full impairment for the residual amount not already recovered at the date of the approval of the consolidated financial statements nor remaining under Corporate Guarantee.

	2019 £m
<b>Net financial position</b>	<b>131.5</b>
Less subsequent settlements, including pursuant to Corporate and Bank Guarantees	(58.9)
Less residual net financial position remaining under Corporate Guarantee	(37.1)
Less residual sales taxes	(1.6)
<b>Impairment recognised through bad and doubtful debt</b>	<b>33.9<sup>1</sup></b>

See note 9 for further information on financial risk management, including impairment.

#### *Elegant Jubilee Limited*

During the year, the Group recharged Elegant Jubilee Limited for capital expenses of £4.0 million (2018: finance costs of £10.0 million and administrative expenses of £0.6 million). As at 31 December 2019, £12.0 million remained due to the Group (31 December 2018: £10.0 million), net of repayments. The amount has been included within other receivables. See note 20.

#### *Aldersgate Investments Limited ("AIL")*

On 23 August 2019, AIL disposed of its remaining shareholding in the Company and ceased to be a related party. See note 1.

During the year, Group entities recharged AIL net amounts of £1.0 million in relation to administrative and other services at normal commercial rates (31 December 2018: £1.2 million).

AIL has also acted as counterparty to the Group's forward foreign exchange contracts, entered into in order to mitigate the foreign exchange risk arising from fluctuations in the Euro, Singapore Dollar, Australian Dollar and Hong Kong Dollar. Whilst no new forward foreign exchange contracts were entered into with AIL in the current or prior periods, historic contracts matured during 2018 and 2019. Four contracts matured in March 2018 and the group received a £16.4 million settlement from AIL. Additionally, four contracts matured in March 2019 and the Group has an other receivable of £18.5 million due from AIL as at 31 December 2019. See notes 30 and 31.

Included in net finance costs is a fee to AIL of £0.9 million (2018: £nil) (see note 14).

Amounts due from AIL at 31 December 2019 and included in trade and other receivables total £22.0 million, including the £18.5 million due in relation to hedge settlements and £3.5 million due in relation to administrative and other services (31 December 2018: £2.5 million), net of repayments.

Amounts due to AIL and included in trade and other payables total £0.9 million (31 December 2018: £nil).

All amount receivable from and payable to AIL at 31 December 2019 have been settled subsequent to 31 December 2019.

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<sup>1</sup> The consolidated income statement charge is £34.8 million (£0.9 million higher) due the respective treatments of foreign exchange translation for the consolidated income statement and the consolidated statement of financial position.



## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 29. Particulars of principal subsidiaries of the Company

As at 31 December 2019 and 31 December 2018 and up to the date of this report, the Group owns 100% of the ordinary share capital of all of the companies below, except for those companies noted in footnotes 4 and 5 below. The percentage of the issued share capital held by the Group is equivalent to the proportion of voting rights held. All of the companies listed below operate in their respective country of registration/incorporation.

	Country of registration / incorporation	Issued and fully paid share capital		Nature of business
Global Switch Limited <sup>(1,2,3)</sup>	England and Wales	GBP	1	Acting as an administration company
Global Switch Group Limited <sup>(3,4)</sup>	British Virgin Islands	AUD	1	Holding Company
Global Switch Estates 1 Limited <sup>(2,3)</sup>	England and Wales	GBP	1	Ownership and operation of real estate
Global Switch Estates 2 Limited <sup>(2,3)</sup>	England and Wales	GBP	1	Ownership and operation of real estate
Global Switch Amsterdam Property B.V. <sup>(2,3)</sup>	Netherlands	EUR	20,000	Operating Company
Global Switch Amsterdam B.V. <sup>(2,3)</sup>	Netherlands	EUR	20,000	Ownership and operation of real estate
Global Switch PropertyHolding B.V. <sup>(2,3)</sup>	Netherlands	EUR	50,020,000	Holding Company
Global Switch FM GmbH <sup>(6)</sup>	Germany	EUR	25,100	Ownership and operation of real estate
CarrierHaus GmbH <sup>(6)</sup>	Germany	EUR	25,565	Operating Company
Global Switch Germany (Haftungsbeschränkt) <sup>(6)</sup>	Germany	EUR	1,000	Holding Company
Global Switch Property Germany GmbH <sup>(6)</sup>	Germany	EUR	25,000	Holding Company
Global Switch Paris SAS <sup>(2,3)</sup>	France	EUR	14,000,000	Ownership and operation of real estate
Global Switch France Holdings SAS <sup>(2,3)</sup>	France	EUR	2,000,000	Holding Company
Global Switch Property Madrid S.L. <sup>(6)</sup>	Spain	EUR	611,575	Ownership and operation of real estate
Global Switch Spain Holdings S.L. <sup>(6)</sup>	Spain	EUR	3,010	Holding Company
Global Switch (Property) Singapore Pte Limited <sup>(2,3)</sup>	Singapore	SGD	91,178,875	Ownership and operation of real estate
Global Switch Singapore Holdings Pte Limited <sup>(2,3)</sup>	Singapore	SGD	1	Holding Company
Global Switch Property (Australia) Pty Limited <sup>(2,3,5)</sup>	Australia	AUD	1	Ownership and operation of real estate
Global Switch Australia Pty Limited <sup>(2,3,5)</sup>	Australia	AUD	1	Ownership and operation of real estate
Global Switch Australia Holdings Pty Limited <sup>(2,3,5)</sup>	Australia	AUD	1	Holding Company
Global Switch Hong Kong Limited <sup>(3)</sup>	Hong Kong	HKD	356,908,000	Ownership and operation of real estate
ICT Centre Holding B.V. <sup>(2,3)</sup>	Netherlands	EUR	2,020,050	Holding Company

<sup>(1)</sup> Owned directly by Global Switch Holdings Limited.

<sup>(2)</sup> Guarantor under £350 million guaranteed notes due 2022, A\$12.88 million guaranteed notes due 2020, €500 million guaranteed notes due 2024 and €500 million guaranteed notes due 2027.

<sup>(3)</sup> Guarantor under the £425 million multicurrency revolving credit facility at 31 December 2019, entered into on 17 February 2017.

<sup>(4)</sup> Global Switch Group Limited ("GSGL") is not owned by Global Switch Holdings Limited ("GSHL"). However, Global Switch Holdings Limited is required to consolidate the company under the IFRS 10 definition of control as GSHL is judged by the Directors to have met all three of the elements of control outlined in IFRS 10, including being exposed to and having rights to variable returns from its involvement with GSGL and having the ability to affect those returns.

<sup>(5)</sup> A wholly owned subsidiary of Global Switch Group Limited.

<sup>(6)</sup> Additional guarantor to the £425 million multicurrency revolving credit facility subsequent to 31 December 2019.

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 30. Hedging reserve

The Group had the following foreign currency forward contracts designated as highly effective hedging instruments in order to manage the Group's foreign currency exposure in relation to the foreign operations. The terms of the foreign exchange contracts have been negotiated to match the terms of the respective designated hedged items. The average terms of the contracts are 3 years.

At 31 December 2019, the Group was not a party to foreign exchange forward contracts.

At 31 December 2018, the Group had entered into a portfolio of foreign exchange forward contracts:

Forward Currency	Nominal amount million	Maturity date	Weighted average exchange rate
Buy £, sell EUR 117 million	117.0	31 March 2019	1.08
Buy £, sell AUD 114 million	114.0	31 March 2019	1.62
Buy £, sell SGD 78 million	78.0	31 March 2019	1.72
Buy £, sell HKD 187 million	187.0	31 March 2019	9.60

The movement of the designated and effective movements of foreign exchange hedges classified as net investment hedges by the Group was as follows:

	£m
Balance at 1 January 2019	(91.8)
Gain on net investment hedge	-
Balance at 31 December 2019	(91.8)

Foreign exchange forward contracts carried at fair value were as follows:

	2019 £m	2018 £m
Designated as net investment hedge	-	11.8

In addition to the loss on net investment hedge of £nil (2018: £0.9 million) recognised in other comprehensive income, the foreign exchange contracts carried at fair value have been subject to a fair value gain of £6.7 million recognised in the consolidated income statement (2018: £6.3 million).

## GLOBAL SWITCH HOLDINGS LIMITED

### NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2019

#### 31. Reconciliation of liabilities or assets arising from financing activities

The table below details changes in the Group's liabilities or assets arising from financing activities, including both cash and non-cash changes. Liabilities or assets arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated cash flow statement as cash flows from financing activities.

	Note	Bank loans £m	Lease obligations £m	Guaranteed notes £m	Derivative financial instruments £m	Total £m
At 1 January 2018		(2.3)	8.9	1,506.7	(22.8)	1,490.5
Net financing cash flows		22.6	(1.1)	(267.0)	-	(245.5)
Receivable on maturity of hedges	28	-	-	-	16.4	16.4
Fair value adjustments	30	-	-	-	(6.3)	(6.3)
Loss on net investment hedge	30	-	-	-	0.9	0.9
Amortisation of bank loan / bond costs		0.4	-	1.0	-	1.4
Reassessment of lease liability		-	7.0	-	-	7.0
Lease interest		-	1.4	-	-	1.4
Foreign exchange translation		-	(0.3)	6.2	-	5.9
<b>At 31 December 2018</b>		<b>20.7</b>	<b>15.9</b>	<b>1,246.9</b>	<b>(11.8)</b>	<b>1,271.7</b>
At 1 January 2019		20.7	15.9	1,246.9	(11.8)	1,271.7
Net financing cash flows		107.1	(1.2)	-	-	105.9
Lease additions		-	13.5	-	-	13.5
Receivable on maturity of hedges	28	-	-	-	18.5	18.5
Fair value adjustments	30	-	-	-	(6.7)	(6.7)
Amortisation of bank loan / bond costs		0.8	-	1.1	-	1.9
Lease interest		-	1.4	-	-	1.4
Foreign exchange translation		(3.8)	(1.2)	(51.5)	-	(56.5)
<b>At 31 December 2019</b>		<b>124.8</b>	<b>28.4</b>	<b>1,196.5</b>	<b>-</b>	<b>1,349.7</b>

### **32. Subsequent events**

#### *Daily-Tech*

Subsequent to 31 December 2019, net amounts due from Daily-Tech have been partially recovered, primarily from the payment of the amounts due under the Corporate Guarantee and the Bank Guarantee by an entity, who is not considered to be a related party of the Group, on behalf of the Guarantor. As a result of the Daily-Tech defaults the Group has terminated four of the contracts in accordance with the respective contract terms. For further disclosure in relation to transactions with Daily-Tech, see note 28.

#### *COVID-19*

The outbreak of the Novel Coronavirus ("COVID-19"), formally declared by the World Health Organisation as a "Global Pandemic" on 11 March 2020, has impacted global financial markets, with broad movement and other restrictions being implemented by many countries.

The Group's response to the Global Pandemic has been managed and monitored through a Task Force comprising all critical decision makers and operational leads. The Task Force has implemented a series of important measures as part of the Group's overall Business Continuity Plan, to both maximise the safety of all those in the data centres and to ensure the Group continues to operate as previously.

Data centres remain as essential during the Global Pandemic as previously, if not more so. The nature of the Group's operations and the nature and credit-worthiness of its customer base have resulted in a significantly reduced impact for Global Switch compared to many other businesses or industries. Service agreements, from which the vast majority of the Group's revenue is derived, have a weighted average unexpired contract duration of 5.4 years as at 31 December 2019 (excluding all contracts with Daily-Tech without ongoing guarantee: 4.3 years), protecting the Group's income from the volatility experienced by businesses in certain other sectors. The majority of the Group's revenue is derived from companies with investment grade parent or controlling entities or government departments and agencies that benefit from a sovereign risk profile.

To the extent that economic uncertainty results in financial impact on groups with a reporting period ended 31 December 2019, that impact is a non-adjusting event, since the conditions arose subsequent to 31 December 2019. We will however continue to monitor the impact on the Group and note that the fair value of the investment property may vary favourably or unfavourably according to current market conditions.

#### *Resignation of Li Qiang and appointment of Li Peng*

Li Qiang resigned as a non-executive director of the Company on 4 May 2020. Li Peng was appointed as a non-executive director of the Company on 11 May 2020.

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