In accordance with Regulation 12 of the Companies (Cross Border Mergers) Regulations 2007

CB01

Notice of a cross border merger involving a UK registered company

Laserform

✓ **What this form is for**
You may use this form to give notice of a cross border merger between two or more limited companies (including a UK registered company)

✗ **What this form is N**
You cannot use this notices of a cross b between companies European Economi

THURSDAY

L4HLDEDF
LD2 08/10/2015 #113
COMPANIES HOUSE

Part 1 Company details

Company number of UK merging company	0 6 2 9 3 3 8 3
Company name in full of UK merging company	EQUINIX EUROPE LIMITED

→ **Filling in this form**
Please complete in typescript, or in bold black capitals
All fields are mandatory unless specified or indicated by *

Part 2 Merging companies

Please use **Section A1** and **Section B1** to fill in the details for each merging company (including UK companies) Please use a CB01 continuation page to enter the details of additional merging companies

A1 Merging company details ❶

Full company name	EQUINIX EUROPE LIMITED
Registered number ❷	0 6 2 9 3 3 8 3
	Please enter the registered office address
Building name/number	Quadrant House Floor 6
Street	4 Thomas More Square
Post town	London
County/Region	London
Postcode	E 1 W 1 Y W
Country	UNITED KINGDOM
Legal form and law ❸	Private limited company governed by the laws of England and Wales
Member state and registry ❹	

❶ **Merging Company details**
Please use Section B1 to enter the details of the second merging company

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

CB01
Notice of a cross border merger involving a UK registered company

B1 **Merging company details** ❶

Full company name	EQUINIX (EMEA) HOLDINGS B.V
Registered number ❷	6 3 8 2 5 0 9 0
	Please enter the registered office address
Building name/number	Amstelplein 1
Street	Rembrandt Toren, 7e etage, 1096 HA
Post town	
County/Region	Amsterdam
Postcode	
Country	The Netherlands
Legal form and law ❸	Private company with limited liability, organized and existing under the laws of the Netherlands
Member state and registry ❹	Kamer van Koophandel, Handelsregister De Ruijterkade 5, 1013 AA the Netherlands

❶ **Merging Company details**
Please use a CB01 continuation page to enter the details of additional merging companies

❷ **Registered number**
Please give the registered number as it appears in the member state registry

❸ **Legal entity and governing law**
Please enter the legal form and law which applies to the company

❹ **Member state and registry**
For non-UK companies, please enter the name of the member state and the name and address of the registry where documents are kept.

Part 3 Details of meetings ❺

If applicable, please enter the date, time and place of every meeting summoned under regulation 11 (power of court to summon meeting of members or creditors).

❺ **Details of meetings**
For additional meetings held under regulation 11, please use a CB01 continuation page

Details of meeting

Date	d0 d8 m1 m2 y2 y0 y1 y5
Time	11:00 CET (CENTRAL EUROPEAN TIME)
Place	Amstelplein 1, 1096 HA, Rembrandttoren, 7th floor, Amsterdam, the Netherlands

Details of meeting

Date	d d m m y y y y
Time	
Place	

Details of meeting

Date	d d m m y y y y
Time	
Place	

Details of meeting

Date	d d m m y y y y
Time	
Place	

Part 4 Terms of merger and court orders

C1 Terms of merger

You must either
- enclose a copy of the draft terms of merger,
  or,
- give details (below) of a website on which the draft terms are available. ❶

Website address	

❶ **Draft terms of merger on a website**
In order to be able to give notice of draft terms of merger on a website, the following conditions must be met
- the website is maintained by or on behalf of the UK merging company,
- The website identifies the UK merging company;
- no fee is required to access the draft terms of merger;
- the draft terms of merger remain available on the website throughout the period beginning one month before and ending on the date of the first meeting of members

C2 Court orders

If applicable, you must enclose a copy of any court order made where the court has summoned a meeting of members or creditors

Part 5 Signature

D1 Signature

I am signing this form on behalf of the UK merging company

Signature	Signature X X

This form may be signed by a director of the UK merging company on behalf of the Board

CB01

Notice of a cross border merger involving a UK registered company

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form The contact information you give will be visible to searchers of the public record.

Contact name Mark Harris

Company name Baker & McKenzie LLP

Address 100 New Bridge St

Post town London

County/Region

Postcode E C 4 V 6 J A

Country

DX

Telephone + 44 20 7919 1000

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number of the UK merging company match the information held on the public Register
- ☐ You have completed the details of each merging company in Part 2
- ☐ You have completed Part 3
- ☐ You have completed Part 4 and (if applicable) enclosed the relevant documents
- ☐ You have signed the form in Part 5

Important information

Please note that all information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below:

For companies registered in England and Wales
The Registrar of Companies, Companies House, Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

For companies registered in Scotland.
The Registrar of Companies, Companies House, Fourth floor, Edinburgh Quay 2, 139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

For companies registered in Northern Ireland:
The Registrar of Companies, Companies House, Second Floor, The Linenhall, 32-38 Linenhall Street, Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Further information

For further information, please see the guidance notes on the website at www companieshouse gov uk or email enquiries@companieshouse gov uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

BAKER & MCKENZIE

FUSIEVOORSTEL
COMMON DRAFT TERMS OF MERGER

Houdende de voorwaarden voor een grensoverschrijdende fusie tussen
Containing the conditions for a cross border merger between

EQUINIX (EMEA) HOLDINGS B.V.
(als Verkrijgende Vennootschap)
(as the Acquiring Company)

en
and

EQUINIX EUROPE LIMITED
(als Verdwijnende Vennootschap)
(as Disappearing Company)

DE ONDERGETEKENDEN:	THE UNDERSIGNED:
1 de bestuurders, handelend in die hoedanigheid en als zodanig vormend het voltallige bestuur, van **Equinix (EMEA) Holdings B.V.**, een besloten vennootschap met beperkte aansprakelijkheid opgericht en bestaand onder het recht van Nederland, statutair gevestigd te Amsterdam, Nederland, en kantoorhoudende te Amstelplein 1, Rembrandt Toren, 7e etage, 1096 HA Amsterdam, Nederland en ingeschreven in het handelsregister van de Kamer van Koophandel onder nummer 63825090 (“**EEHBV**” of “**Verkrijgende Vennootschap**”),	1. the board members, acting in that capacity and as such constituting the entire board of directors, of **Equinix (EMEA) Holdings B.V.**, a private company with limited liability incorporated and existing under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, with office address at Amstelplein 1, Rembrandt Toren, 7e etage, 1096 HA Amsterdam, the Netherlands and registered with the Trade Register of the Chamber of Commerce under number 63825090 (“**EEHBV**” or “**Acquiring Company**”);
2 de bestuurders, handelend in die hoedanigheid en als zodanig vormend het voltallige bestuur, van **Equinix Europe Limited**, een besloten vennootschap met beperkte aansprakelijkheid, opgericht naar het recht van Engeland en Wales, met geregistreerd adres te Quadrant House Floor 6, 4 Thomas More Square, London E1W 1YW, Verenigd Koninkrijk en ingeschreven in het handelsregister voor Engeland en Wales onder nummer 06293383 “**EQUINIX EUROPE LTD**” of “**Verdwijnende Vennootschap**”), EEHBV en EQUINIX EUROPE LTD hierna ook tezamen te noemen de	2 the board members, acting in that capacity and as such constituting the entire board of directors, of **Equinix Europe Limited**, a private limited company incorporated under the laws of England and Wales, with registered address at Quadrant House Floor 6, 4 Thomas More Square, London E1W 1YW, United Kingdom and registered with the registrar of companies for England and Wales with registration number 06293383 (“**EQUINIX EUROPE LTD**” or “**Disappearing Company**”), EEHBV and EQUINIX EUROPE LTD also jointly referred to as the “**Companies**”.

"Vennootschappen".	
<u>IN AANMERKING NEMENDE:</u>	**<u>WHEREAS</u>:**
1 De besturen van elk van de Vennootschappen wensen een voorstel tot fusie doen, overeenkomstig de voorschriften van Nederlands recht en het recht van het Verenigd Koninkrijk die betrekking hebben op grensoverschrijdende fusies, gebaseerd op Richtlijn 2005/56/EG van het Europees Parlement en van de Raad van 26 oktober 2005 betreffende grensoverschrijdende fusies van kapitaalvennootschappen (de "**Richtlijn**"), meer in het bijzonder· - de bepalingen van Titel 7 van Boek 2 van het Nederlands Burgerlijk Wetboek betreffende fusies in het algemeen (afdelingen 1, 2 en 3) en grensoverschrijdende fusies in het bijzonder (afdeling 3A), en - de Vennootschapsregeling voor Grensoverschrijdende Fusies 2007 (zoals gewijzigd) (de "**Britse Regelgeving**"), ten gevolge waarvan de Verkrijgende Vennootschap, de eigendom, de titel en het bezit van alle activa en passiva van de Verdwijnende Vennootschap onder algemene titel verkrijgt waarbij de volle dochtermaatschappij ophoudt te bestaan op grond van Bepaling 2(3) van de Britse Regelgeving en artikel 2 309 van het Nederlands Burgerlijk Wetboek en de Verdwijnende Vennootschap zal van	1. The boards of directors of each of the Companies wish to propose a merger, in accordance with the provisions of Dutch law and the laws of England and Wales pertaining to cross border mergers, based on Directive 2005/56/EC of the European Parliament and of the Council of 26 October 2005 on cross border mergers of limited liability companies (the "**Directive**"), in particular - the provisions of Title 7 of Book 2 of the Dutch Civil Code dealing with mergers in general (Sections 1, 2 and 3), and with cross border mergers in particular (Section 3A), - the Companies (Cross Border Merger) Regulations 2007 (as amended) (the "**UK Regulations**"), as a result of which the Acquiring Company will, under a universal title by way of merger by absorption of a wholly-owned subsidiary under Regulation 2(3) of the UK Regulations and article 2 309 Dutch Civil Code, acquire ownership, title and possession of all assets and liabilities of the Disappearing Company, and the Disappearing Company will automatically cease to exist without going into liquidation (the "**Merger**")

	rechtswege ophouden te bestaan zonder in liquidatie te gaan (de "**Fusie**")		
2	De fusie wordt effectief op de dag na het passeren van de Nederlandse notariële akte van fusie (de "**Juridische Effectieve Tijd**") overeenkomstig de voorwaarden zoals uiteengezet in dit gemeenschappelijke fusievoorstel ("**Fusievoorstel**"),	2	The Merger shall take legal effect on the day following the execution of the Dutch notarial deed of merger (the "**Legal Effective Time**") in accordance with the terms and conditions set forth in these Common Draft Terms of merger ("**Common Draft Terms**"),
3	Daar EEHBV enig aandeelhouder van EQUINIX EUROPE LTD is, wordt de Fusie uitgevoerd zoals bepaald in artikel 2(2)(c) van de Richtlijn en ingevolge artikel 2:333 lid 1 van het Nederlands Burgerlijk Wetboek en Bepaling 2(3) van de Britse Regelgeving (fusie met een volledige dochteronderneming)	3	As EEHBV is the sole shareholder of EQUINIX EUROPE LTD, the Merger shall be carried out in the manner provided for in Article 2(2)(c) of the Directive and pursuant to article 2:333 paragraph 1 of the Dutch Civil Code and Regulation 2(3) of the UK Regulations (merger by absorption of a wholly-owned subsidiary)
4	Geen van de Vennootschappen is in liquidatie of verkeert in staat van faillissement en aan geen van de Vennootschappen is surséance van betaling verleend	4	None of the Companies have gone into liquidation, have been declared bankrupt or have been granted a suspension of payments.
5	Het boekjaar van de Vennootschappen vangt aan op 1 januari van elk jaar en eindigt op 31 december van het daarop volgende jaar De Verkrijgende Vennootschap is opgericht op 27 juli 2015 en heeft daarom nog geen jaarrekening beschikbaar.	5	The financial year of the Companies commences on January 1 of any given year and ends on December 31 of the subsequent year. The Acquiring Company has been incorporated on 27 July 2015 and therefore no annual accounts are

	Equinix Europe Limited heeft de jaarrekeningen voor de boekjaren eindigend op 31 december 2011, 31 december 2012 en 31 december 2013 vastgesteld, welke gedeponeerd zullen worden op haar vestigingsadres en bij de Nederlandse Kamer van Koophandel, zoals aangehecht als **Bijlage 1**		available yet. Equinix Europe Limited has adopted its annual accounts for the years ending 31 December 2011, 31 December 2012 and 31 December 2013, which will be deposited at its registered office and with the Dutch Chamber of Commerce as attached hereto as **Schedule 1**
6.	Alle aandelen in het kapitaal van de Vennootschappen zijn volgestort, voor die aandelen zijn geen certificaten uitgegeven en op geen van die aandelen is een recht van vruchtgebruik of een pandrecht gevestigd.	6	All shares in the capital of the Companies have been fully paid up For these shares no depositary receipts have been issued and these shares have not been encumbered with any usufruct or pledge.
7	Geen van de Vennootschappen heeft een Raad van Commissarissen.	7	None of the Companies has a supervisory board
8	Geen van de Vennootschappen heeft een ondernemingsraad ingesteld	8	None of the Companies has a works council
9	Geen van de Vennootschappen hebben werknemers	9	None of the Companies have employees
10	Omdat 100% van de aandelen in het kapitaal van de Verdwijnende Vennootschap worden gehouden door de Verkrijgende Vennootschap, heeft de Fusie tot gevolg dat de aandelen in het kapitaal van de Verdwijnende Vennootschap vervallen, terwijl geen aandelen in het kapitaal van de Verkrijgende Vennootschap worden	10	Since 100% of the shares in the capital of the Disappearing Company, is held by the Acquiring Company, the Merger shall result in the cancellation of the shares in the capital of the Disappearing Company, and no shares in the capital of the Acquiring Company will be allotted to the shareholder of the Disappearing

toegekend aan de aandeelhouder van de Verdwijnende Vennootschap. Er behoeft daarom geen ruilverhouding te worden vastgesteld	Company Therefore, there is no need to determine a share exchange ratio.
DOEN HET NAVOLGENDE VOORSTEL TOT FUSIE:	**HEREBY MAKE THE FOLLOWING COMMON DRAFT TERMS OF MERGER:**
A. **Naam. Rechtsvorm. Zetel. Geplaatst Kapitaal** *Verkrijgende Vennootschap·* **Equinix (EMEA) Holdings B.V.**, een besloten vennootschap met beperkte aansprakelijkheid opgericht en bestaand onder het recht van Nederland, statutair gevestigd te Amsterdam, Nederland, en kantoorhoudende te Amstelplein 1, Rembrandt Toren, 7e etage, 1096 HA Amsterdam, Nederland, met een geplaatst kapitaal van USD 100,00, bestaande uit 100 gewone aandelen van USD 1,00 elk *Verdwijnende Vennootschap* **Equinix Europe Limited**, een besloten vennootschap met beperkte aansprakelijkheid, opgericht naar het recht van Engeland en Wales, met geregistreerd adres te Quadrant House Floor 6, 4 Thomas More Square, London E1W 1YW, Verenigd Koninkrijk, met een geplaatst kapitaal van GBP 145.470 093, bestaande uit 145 470 093 gewone aandelen van GBP 1,00 elk	A. **Name. Legal Form, Registered Office, Issued Capital** *Acquiring company* **Equinix (EMEA) Holdings B.V.**, a private company with limited liability incorporated and existing under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, with office address at Amstelplein 1, Rembrandt Toren, 7e etage, 1096 HA Amsterdam, the Netherlands, with an issued and outstanding share capital of USD 100 consisting of 100 ordinary shares of USD 1 00 each *Disappearing Company* **Equinix Europe Limited**, a private limited company incorporated under the laws of England and Wales, with registered address at Quadrant House Floor 6, 4 Thomas More Square, London E1W 1YW, United Kingdom, with an issued and outstanding share capital of GBP 145,470,093 consisting of 145,470,093 ordinary shares of GBP 1 00 each

B. **<u>Statuten van de Verkrijgende Vennootschap</u>** De statuten van de Verkrijgende Vennootschap zullen als gevolg van de Fusie geen wijziging ondergaan. De statuten van de Verkrijgende Vennootschap zoals deze luiden ten tijde van ondertekening van dit Fusievoorstel zijn aangehecht aan dit Fusievoorstel als **Bijlage 3** en zijn daarvan een integraal en wezenlijk onderdeel	**B.** **<u>Articles of Association of the Acquiring Company</u>** The articles of association of the Acquiring Company will not be changed pursuant to the Merger The articles of association in force at the date of signing of these Common Draft Terms of merger are attached to these Common Draft Terms of merger as **Schedule 3** and constitute an integral and essential part thereof
C. **<u>Toekenning van rechten en vergoedingen ten laste van de Verkrijgende Vennootschap</u>** Ingevolge artikel 2 320 Burgerlijk Wetboek en Bepaling 7(2)(g) van de Britse Regelgeving, wordt hierbij vermeld dat er geen personen zijn die bijzondere rechten genieten of zekerheden houden anders dan als aandeelhouder van aandelen in het kapitaal van de Verdwijnende Vennootschap Derhalve behoeven geen bijzondere rechten ten laste van EEHBV te worden toegekend aan dergelijke personen Er worden geen aandelen toegekend als gevolg van de Fusie	**C.** **<u>Allocation of rights and compensation chargeable to the Acquiring Company</u>** Pursuant to article 2 320 Dutch Civil Code, and Regulation 7(2)(g) of the UK Regulations, it is hereby stated that there are no members enjoying special rights or holding securities other than shares representing the capital of the Disappearing Company. Consequently, no special rights will be conferred by EEHBV on any such members No shares are to be allotted as consideration for the Merger
D. **<u>Toekenning van voordelen aan bestuurders en anderen</u>** In verband met de Fusie zullen geen bijzondere voordelen, geldelijke beloningen of voordelen worden toegekend, betaald of gegeven aan bestuurders, leden van de raad van commissarissen of managers van de Vennootschappen of aan accountants,	**D.** **<u>Allocation of benefits to directors or others</u>** In connection with the Merger, no special advantages, amounts or benefits shall be granted, paid or given to any directors, supervisory board members or managers of the Companies or to any auditor, independent expert or other person

onafhankelijke experts of andere bij de Fusie betrokken personen.	involved in this Merger
E. **Samenstelling bestuur Verkrijgende Vennootschap** Het voornemen bestaat de samenstelling van het bestuur van de Verkrijgende Vennootschap na de fusie niet te wijzigen	E. **Composition of the board of directors of the Acquiring Company** It is intended that the composition of the board of managing directors of the Acquiring Company will not be changed after the Merger
F. **Onafhankelijke deskundige** Krachtens artikel 2 333 lid 1 van het Burgerlijk Wetboek en Regeling 9(1)(a) van de Britse Regelgeving is het niet noodzakelijk om een onafhankelijk rapport van een expert te verkrijgen	F. **Independent expert** Pursuant to Article 2 333 paragraph 1 of the Dutch Civil Code and Regulation 9(1)(a) of the UK Regulations, there is not requirement to obtain an independent expert's report
G. **Verantwoording van de financiële gegevens van de Verdwijnende Vennootschap** De financiele gegevens van EQUINIX EUROPE LTD worden voor boekhoudkundige doeleinden vanaf 1 januari 2016 verantwoord in de financiele gegevens van EEHBV	G. **Accounting for the financial data of the Disappearing Company** The financial data of EQUINIX EUROPE LTD shall be accounted for in the annual accounts of EEHBV as of 1 January 2016 for accounting purposes
H. **Maatregelen in verband met de overgang van het aandeelhouderschap van de Verdwijnende Vennootschap** Ten gevolge van de Fusie zullen de aandelen in het kapitaal van de Verdwijnende Vennootschap van rechtswege vervallen Er zullen geen aandelen in het kapitaal van de Verkrijgende Vennootschap worden ingetrokken of toegekend	H. **Measures in connection with the transfer of the shareholding of the Disappearing Company** As a result of the Merger the shares in the capital of the Disappearing Company shall be cancelled by operation of law No shares in the capital of the Acquiring Company shall be redeemed or allocated

I. Voortzetting van de werkzaamheden van de Vennootschappen De werkzaamheden van de Verdwijnende Vennootschap zullen worden voortgezet door de Verkrijgende Vennootschap, vanaf het moment van de Juridische Effectieve Tijd	**I. Continuation of the activities of the Companies** The activities of the Disappearing Company will be continued by the Acquiring Company with effect from the Legal Effective Time
J. Invloed van de Fusie op grootte van goodwill en de uitkeerbare reserves De Verkrijgende Vennootschap heeft geen goodwill en de Fusie zal geen goodwill creeren De Fusie zal geen negatieve invloed hebben op het bedrag van de uitkeerbare reserves van de Verkrijgende Vennootschap.	**J. Effect of the Merger on the amount of the goodwill and the distributable reserves** The Acquiring Company does not have goodwill and the Merger will not generate goodwill The Merger will not have a negative effect on the amount of the distributable reserves of the Acquiring Company
K. Waarschijnlijke gevolgen van de Fusie voor werkgelegenheid Aangezien geen van de Vennootschappen werknemers heeft zal de Fusie geen gevolgen hebben voor de werknemers van de Vennootschappen	**K. Likely consequences of the Merger on employment** Since neither of the Companies have employees the Merger shall have no effect on the employees of the Companies
L. Procedure met betrekking tot de rol van de werknemers Geen van de Vennootschappen heeft een medezeggenschapsstelsel voor werknemers Dienovereenkomstig zijn artikel 2 333k van het Nederlands Burgerlijk Wetboek en Deel 4 van de Britse Regelgeving niet van toepassing	**L. Procedure regarding the involvement of employees** Neither of the Companies has a system of employee participation in force Accordingly, article 2 333k of the Dutch Civil Code and Part 4 of the UK Regulations shall not apply
M. Pre-fusie prucedure - openbaarmaking en	**M. Pre-Merger Procedure - Filing and**

terinzage legging	**Deposit**
De directeuren van EQUINIX EUROPE LTD deponeren dit Fusievoorstel, ten minste twee maanden voorafgaand aan de algemene vergadering van EQUINIX EUROPE LTD, waarin dit Fusievoorstel wordt goedgekeurd, bij het handelsregister voor Engeland en Wales, zulks overeenkomstig Regeling 13 van de UK Regelingen en directeuren van EEHBV deponeren dit Fusievoorstel ten minste één maand voorafgaand aan de algemene vergadering van EEHBV bij de Kamer van Koophandel	The directors of EQUINIX EUROPE LTD shall file these Common Draft Terms with the registrar of companies for England and Wales at least two months before the general meeting of EQUINIX EUROPE LTD to approve these Common Draft Terms as provided for in Regulation 13 of the UK Regulations and the directors of EEHBV shall file these Common Draft Terms with the Dutch Chamber of Commerce at least one month before the general meeting of EEHBV
EQUINIX EUROPE LTD verstrekt het handelsregister voor Engeland en Wales de vereiste informatie welke krachtens Bepaling 12 van de regels van het Verenigd Koninkrijk openbaar dient te worden gemaakt voor de kennisgeving in de *London Gazette* van een ontvangstbewijs van het handelsregister voor Engeland en Wales van de documenten in verband met de Fusie, ten minste één maand voorafgaand aan de algemene vergadering van EQUINIX EUROPE LTD, dit ontvangstbewijs dient de volgende gegevens te bevatten	EQUINIX EUROPE LTD shall deliver to the registrar of companies for England and Wales the information required to be disclosed pursuant to Regulation 12 of the UK Regulations, for publication in the London Gazette of a notice of receipt by the registrar of companies for England and Wales of the documents in relation to the Merger, at least one month before the general meeting of EQUINIX EUROPE LTD and such notice shall include
a de datum waarop het handelsregister voor Engeland en Wales de documenten heeft ontvangen; b de naam en het adres van de Vennootschappen, c de juridische vorm van de	a. the date of receipt of the documents by the registrar of companies for England and Wales, b the name and registered office of the Companies, c the legal form of the Companies and the

Vennootschappen en het recht dat op hen van toepassing is, d de inschrijvingsnummers van de Vennootschappen en de gegevens van het nationale register waarin de dossiers van de Vennootschappen worden bewaard alsmede hun inschrijvingsnummers in die registers, e. een verklaring dat informatie aangaande EQUINIX EUROPE LTD in het handelsregister wordt bewaard, f een verklaring dat Bepaling 10 van de Britse Regelgeving vereist dat kopieen van het Fusievoorstel en de Schriftelijke Toelichting van het Bestuur ter inzage blijven liggen; en g de datum, het tijdstip en de plaats van elke vergadering die op grond van Bepaling 11 van de Britse Regelgeving wordt bijeengeroepen	law by which they are governed, d the registered number of the Companies and the particulars of the national register in which the Companies' files are kept and their registration numbers in those registers, e. a statement that information relating to EQUINIX EUROPE LTD is kept in the register of companies, f A statement that Regulation 10 of the UK Regulations requires copies of the Common Draft Terms and the Directors' Explanatory Report to be kept available for inspection, and g. the date, time and place of every meeting summoned under Regulation 11 of the UK Regulations
EEHBV verplicht zich de aankondiging van de deponering bij de Kamer van Koophandel ten minste één maand voorafgaand aan de algemene vergadering van EEHBV te doen plaatsvinden onder vermelding van onderstaande gegevens. a naam en zetel van de Vennootschappen, b de rechtsvorm van de Vennootschappen en het recht dat op hen van toepassing is, c de inschrijvingsnummers van de Vennootschappen en de gegevens van de nationale registers waarin de dossiers van de Vennootschappen worden bewaard, d. een verklaring dat kopieën van het	EEHBV shall undertake to procure the announcement of the filing with the Dutch Chamber of Commerce of the following particulars at least one month before the general meeting of EEHBV and such notice should include a name and statutory seat of the Companies, b the legal form of the Companies and the law by which they are governed, c. the registered numbers of the Companies and the particulars of the national registers in which the Companies' files are kept, d a statement that copies of the Common Draft

Fusievoorstel en de Schriftelijke Toelichting van het bestuur ter inzage liggen op de vestigingsadressen van de Vennootschappen; en e. een bevestiging van de Vennootschappen van de voor de uitoefening van de rechten van schuldeisers en van eventuele minderheidsaandeelhouders van de Vennootschappen getroffen regelingen en de adressen waar uitvoerige informatie over deze regelingen kosteloos kan worden verkregen De Fusie zal tevens worden aangekondigd in de Staatscourant De Statuten van de Vennootschappen bevatten geen bepalingen omtrent de omtrent de goedkeuring van een besluit tot fusie, zoals bepaalt in artikel 2 312, lid 2 onder i Burgerijk Wetboek	Terms and the Directors' Explanatory Report are available for inspection at the registered offices of the Companies; and e confirmation from the Companies of arrangements made for the exercise of the rights of creditors and of any minority shareholders of the Companies and the addresses at which complete information on those arrangements may be obtained free of charge The Merger shall also be announced in the Dutch State Gazette. In the articles of association of the Companies, no provisions for the approval of the resolutions to merge, as meant in article 2 312 paragraph 2 under i Dutch Civil Code, are included
N. <u>Inzage</u> Het Fusievoorstel, de Schriftelijke Toelichting van het bestuur en de overige documenten die in verband met de fusie gepubliceerd moeten worden, worden op het kantooradres van EQUINIX EUROPE LTD ter inzage gelegd voor de aandeelhouders van EQUINIX EUROPE LTD gedurende een periode van ten minste één maand voorafgaand aan de algemene vergadering van EQUINIX EUROPE LTD	**N. <u>Inspection</u>** The Common Draft Terms and Directors' Explanatory Report and all other documents required to be filed in connection with the Merger shall be held at the registered office of EQUINIX EUROPE LTD for inspection by the shareholders of EQUINIX EUROPE LTD for a period of at least one month before the general meeting of EQUINIX EUROPE LTD
O. <u>Toelichting</u>	**O. <u>Directors' Explanatory Report</u>**

De directeuren van EQUINIX EUROPE LTD en EEHBV stellen een schriftelijke toelichting op (de "**Schriftelijke Toelichting**") welke ter inzage wordt gelegd gedurende ten minste één maand voorafgaand aan de datum van de algemene vergadering van EQUINIX EUROPE LTD en gedurende ten minste één maand voorafgaand aan de datum van de algemene vergadering van EEHBV. De Schriftelijke Toelichting van het bestuur verschaft de volgende informatie (i) de verwachte gevolgen van de Fusie voor aandeelhouders, schuldeisers en werknemers van de Vennootschappen, (ii) de juridische, sociale en economische redenen voor de Fusie, en (iii) alle materiele belangen van de directeuren en de invloed van de Fusie op die belangen voor zover deze invloed verschilt van de invloed op soortgelijke belangen van andere personen.	The directors of EQUINIX EUROPE LTD and EEHBV shall draw up a Directors' Explanatory Report, which shall be made available not less than one month before the general meeting of EQUINIX EUROPE LTD shareholders and not less than one month before the date of the general meeting of EEHBV The Directors' Explanatory Report shall set out the following information (i) the expected implications of the Merger for shareholders, creditors and employees of the Companies, (ii) the legal, social and economic grounds for the Merger, and (iii) any material interests of the directors and effect on those interests of the Merger in so far as the effect is different from the effect on the like interests of other persons
P. <u>Goedkeuring door de aandeelhouders</u> Er dient een algemene vergadering van EQUINIX EUROPE LTD te worden gehouden voor de bespreking van de Schriftelijke toelichting van het Bestuur en om een besluit te nemen omtrent goedkeuring van het Fusievoorstel, de conceptbalansen, de conceptbeschrijving van de activa en overige relevante gegevens betreffende de Fusie Artikel 2 312, lid 2 van het Burgerlijk Wetboek is niet van toepassing. Er dient een algemene	**P. <u>Approval by Shareholders</u>** A general meeting of EQUINIX EUROPE LTD shall be held in order to consider the Directors' Explanatory Report and to decide on the approval of the Common Draft Terms, the balance sheet and other relevant documentation regarding the Merger Approval, as referred to in Article 2 312 paragraph 2 sub i of the Dutch regulations, is not required The general meeting of EEHBV shall be held in order

vergadering van EEHBV te worden gehouden ter goedkeurıng van de Fusie. De algemene vergaderıng van EQUINIX EUROPE LTD en de algemene vergadering van EEHBV kunnen besluıten dat zıj zıch het recht voorbehouden om de totstandkoming van de Fusıe afhankelıjk te maken van a een eventuele overıge goedkeurıng van een toezichthoudende ınstantıe, of b zodanıge andere voorwaarden als de aandeelhouder(s) van een der Vennootschappen in de gegeven situatıe gepast acht/achten.	to resolve to merge the Companies. The general meetıng of EQUINIX EUROPE LTD and the general meetıng of EEHBV may resolve to reserve the right to make the ımplementation of the Merger conditional on a any other regulatory approval, or b. such other condıtıons as the shareholder(s) of eıther of the Companıes consıder(s) appropnate in the cırcumstances
Q. **<u>Pre-Fusie Attest</u>** Indıen ıs voldaan aan de handelıngen en formalıteiten voorafgaand aan de Fusıe, dıent EQUINIX EUROPE LTD een verzoek in bıj het UK Gerechtshof voor het verkrıȷgen van een verklarıng dat naar behoren is voldaan aan de handelıngen en formalıteıten waaraan EQUINIX EUROPE LTD voorafgaand aan de fusie diende te voldoen EEHBV dıent een verzoek ın bij de Nederlandse rechter tot afgıfte van een verklarıng van non verzet, waarın wordt bevestıgd dat geen schuldeısers tegen het Fusıevoorstel in verzet zijn gekomen, zulks overeenkomstıg artıkel 2.316 van het Burgerlıȷk Wetboek	Q. **<u>Pre-Merger Certificate</u>** Upon compliance wıth the Pre-Merger Acts and Formalities, EQUINIX EUROPE LTD shall apply to the UK Court, for an order conclusively attestıng to the proper completion of the pre-Merger acts and formalitıes to whıch EQUINIX EUROPE LTD was subȷect. EEHBV shall apply to the Dutch Dıstrict Court to ıssue a statement of no obȷection pursuant to Artıcle 2 316 of the Dutch Civıl Code

R. Uitvoering van de Fusie De Kamer van Koophandel in Nederland zal de het handelsregister in Engeland en Wales informeren dat de fusie effectief is geworden Een afschrift van de notariële akte van fusie zal dan aan het handelsregister in Engeland en Wales worden toegezonden	**R. Operation of the Merger** The Dutch Chamber of Commerce shall notify the Registrar of Companies that the merger has taken effect A certified copy of the notarial deed of merger must then be delivered to the Registrar of Companies
S. Inwerkingtreding van de Fusie Op de Juridisch Effectieve Tijd a vervallen de door EEHBV in het kapitaal van EQUINIX EUROPE LTD gehouden aandelen van rechtswege, b gaan de Activa en Passiva van rechtswege over op EEHBV; en c houdt EQUINIX EUROPE LTD automatisch op te bestaan (zonder in liquidatie te treden).	**S. Entry into effect of the Merger** At the Legal Effective Time: a the shares held by EEHBV in the capital of EQUINIX EUROPE LTD shall be cancelled by operation of law, b the assets and liabilities of EQUINIX EUROPE LTD shall pass to EEHBV by operation of law, and c EQUINIX EUROPE LTD shall be automatically dissolved (without going into liquidation)
T. Inschrijving Na ontvangst van het afschrift van de notariële akte van fusie, zal het handelsregister in Engeland en Wales EQUINIX EUROPE LTD uitschrijven uit het handelsregister aldaar	**T. Registration** Following delivery of the certified copy of the notarial deed of merger, the Registrar of Companies will strike EQUINIX EUROPE LTD from the UK register.
U. Informatie over de waardering van de activa en passiva die overgaan naar de Verkrijgende Vennootschap De evaluatie van de activa en passiva van EQUINIX EUROPE LTD wordt gemaakt op	**U. Information on the valuation of the assets and liabilities which are transferred to the Acquiring Company** The evaluation of the assets and liabilities of EQUINIX EUROPE LTD will be made

basis van hun boekwaarde zoals vermeld in de interim balans per 31 augustus 2015, opgenomen in Bijlage 1 van dit fusievoorstel	as at their book values in the interim balance sheet as of 31 August 2015, set out at Schedule 2 of these Common Draft Terms of Merger.
V. Laatst vastgestelde jaarrekening of tussentijdse vermogensopstelling EQUINIX EUROPE LTD zal de vastgestelde jaarrekeningen voor de jaren eindigend op 31 december 2011, 31 december 2012 en 31 december 2013 en de interim balans van 31 augustus 2015 zoals aangehecht als **Bijlage 1 en 2**, gebruiken voor het vaststellen van de fusievoorwaarden. EEHBV zal de interim balans van 31 augustus 2015 gebruiken, zoals aangehecht als **Bijlage 2**	**V. Most recently adopted annual accounts or interim statement of assets and liabilities** EQUINIX EUROPE LTD shall use its annual accounts for the years ending 31 December 2011, 31 December 2012 and 31 December 2013 and the interim balance sheet dated 31 August 2015 as mentioned on **Schedules 1 and 2**, for the purpose of establishing the conditions for the Merger. EEHBV shall use the interim balance sheet dated 31 August 2015 as mentioned on **Schedule 2.**
W. Volmacht Voor zover het recht dit toelaat, verleent de Verdwijnende Vennootschap onherroepelijk volmacht aan de Verkrijgende Vennootschap, om na het van kracht worden van de Fusie elke handeling te verrichten indien en voor zover noodzakelijk voor (het voltooien van) de overgang van licenties, vergunningen, merken of andere intellectuele eigendomsrechten en vermogensbestanddelen van de Verdwijnende Vennootschap naar de Verkrijgende Vennootschap	**W. Power of attorney** To the extent such is permitted by law, the Disappearing Company grants irrevocable power of attorney to the Acquiring Company, to perform any act after completion of the Merger if, and to the extent, necessary for the (completion of the) transfer of licenses, permits, brands or any other intellectual property rights and assets, from the Disappearing Company to the Acquiring Company.
X. Publicaties	**X. Publications**

EEHBV deponeert dit Fusievoorstel ten minste één maand voorafgaand aan de algemene vergadering van EEHBV bij de Kamer van Koophandel en EQUINIX EUROPE LTD deponeert dit Fusievoorstel ten minste twee maanden voorafgaand aan de algemene vergadering van EQUINIX EUROPE LTD bij het handelsregister voor Engeland en Wales. EEHBV verplicht zich de aankondiging van de deponering bij de Kamer van Koophandel ten minste één maand voorafgaand aan de algemene vergadering van EEHBV te doen plaatsvinden, welke deponering zal worden aangekondigd in een Nederlands dagblad Ook wordt de voorgestelde Fusie aangekondigd in de Nederlandse Staatscourant. EQUINIX EUROPE LTD verstrekt het handelsregister voor Engeland en Wales de vereiste informatie welke krachtens Bepaling 12 van de Britse Regelgeving openbaar dient te worden gemaakt voor kennisgeving in de London Gazette van een ontvangstbewijs van het handelsregister voor Engeland en Wales van de documenten in verband met de Fusie, ten minste één maand voorafgaand aan de algemene vergadering van EQUINIX EUROPE LTD.	EEHBV shall file these Common Draft Terms with the Dutch Chamber of Commerce at least one month before the general meeting of EEHBV and EQUINIX EUROPE LTD shall file these Common Draft Terms with the registrar of companies for England and Wales at least two months before the General Meeting of EQUINIX EUROPE LTD EEHBV shall undertake to procure the announcement of the filing with the Dutch Chamber of Commerce at least one month before the general meeting of EEHBV, which filing will be announced in a Dutch daily nationally distributed newspaper The envisaged Merger will also be announced in the Dutch State Gazette EQUINIX EUROPE LTD shall deliver to the registrar of companies for England and Wales the information required to be disclosed pursuant to Regulation 12 of the UK Regulations, for publication in the London Gazette of a notice of receipt by the registrar of companies for England and Wales of the documents in relation to the Merger, at least one month before the general meeting of EQUINIX EUROPE LTD
Y. <u>Toepasselijk recht</u> Dit Fusievoorstel is opgesteld ter voldoening aan zowel de voorschriften van Nederlands	**Y. <u>Applicable Law</u>** These Common Draft Terms have been drafted with a view to comply with the

recht als de voorschriften van het recht van Engeland en Wales met betrekking tot grensoverschrijdende juridische fusies	requirements of Dutch law as well as those of the laws of England and Wales with respect to cross border mergers.

Dutch	English
Getekend op 22 September 2015	Signed on 22 September 2015
Equinix (EMEA) Holdings B.V. Door Eric Charles Schwartz Titel Directeur	**Equinix (EMEA) Holdings B.V.** By. Eric Charles Schwartz Title Managing Director
Equinix (EMEA) Holdings B.V. Door Phillip Leo Konieczny Titel Directeur	**Equinix (EMEA) Holdings B.V.** By Phillip Leo Konieczny Title. Managing Director
Equinix Europe Limited Door. : Cathryn Bryck Arnell Titel. Directeur	**Equinix Europe Limited** By Cathryn Bryck Arnell Title Director
Equinix Europe Limited - Door.Eric Charles Schwartz Titel Directeur	**Equinix Europe Limited** By Eric Charles Schwartz Title. Director

BIJLAGE 1 / SCHEDULE 1

jaarrekeningen EQUINIX EUROPE LTD voor de boekjaren eindigend op 31 december 2011, 31 december 2012 en 31 december 2013.

annual accounts EQUINIX EUROPE LTD for the years ending 31 December 2011, 31 December 2012 and 31 December 2013

Equinix Europe Limited

Directors' report and financial statements for the year ended

31 December 2011

Registered number 06293383

Equinix Europe Limited

Contents

Equinix Europe Limited

Directors' report for the year ended 31 December 2011

The directors have pleasure in submitting their report together with the audited financial statements for the year ended 31 December 2011.

Principal activities and future developments

The company acts as a holding company for its subsidiaries and will continue to do so for the foreseeable future

Business review

The results for the year and the state of affairs of the company are shown in the financial statements and notes on pages 5 to 15. The company's loss for the year amounted to £5,391,244 (2010. £5,715,124 loss)

The company is in a net current liability position of £11,771,303 at 31 December 2011 (2010 £6,371,183) The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Equinix Inc. The directors have received confirmation that Equinix Inc intends to support the company for at least one year after these financial statements are signed.

Dividends

The directors do not recommend the payment of a dividend (2010: nil) in respect of the ordinary share capital of the company

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period In preparing these financial statements, the directors are required to·

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial

Directors' report for the year ended 31 December 2011 (continued)

Statement of directors' responsibilities (continued)

position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Directors

The directors who held office throughout the year and up to the date of signing the financial statements were as follows.

- Stephen Smith (resigned 24 June 2011)
- Keith Taylor (resigned 24 June 2011)
- Eric Schwartz
- Kathryn Herrick
- Cathryn Arnell (appointed 24 June 2011)
- Frederik Thorbecke (appointed 24 June 2011; resigned 7 October 2011)

Statement of disclosure of information to auditors

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

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

On behalf of the Board

K. Herrick

Kathryn Herrick
Director

Date 4th September 2012

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EQUINIX EUROPE LIMITED

We have audited the financial statements of Equinix Europe Limited for the year ended 31 December 2011 which comprise the profit and loss account, the balance sheet and the related notes The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on pages 1 and 2 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

Opinion on financial statements

In our opinion the financial statements.

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities;
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Equinix Europe Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report

Jaskamal Sarai (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors,

Uxbridge 5 September 2012

Equinix Europe Limited

Profit and loss account

for the year ended 31 December 2011

	Note	2011 £	2010 £
Administrative expenses		(2,000)	(669,253)
Operating loss	2	(2,000)	(669,253)
Interest payable and similar charges	4	(5,389,244)	(5,045,871)
Loss on ordinary activities before taxation		(5,391,244)	(5,715,124)
Tax on loss on ordinary activities	5		-
Loss for the financial year		(5,391,244)	(5,715,124)

The results for both years arise from continuing activities

There are no material differences between the loss reported above and the historical cost loss in both years.

The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented.

Equinix Europe Limited

Balance sheet

as at 31 December 2011
Registered number 06293383

	Note	2011 £	2011 £	2010 £	2010 £
Fixed Assets					
Investments	6		506,020,581		470,646,498
Debtors: amounts falling due within one year	7	8,098,769		-	
Creditors: amounts falling due within one year	8	(19,870,072)		(6,371,183)	
Net current liabilities			(11,771,303)		(6,371,183)
Total assets less current liabilities			494,249,278		464,275,315
Creditors: amounts falling due after more than one year	9		(161,405,935)		(161,405,935)
Net assets			332,843,343		302,869,380
Capital and reserves					
Called up share capital	10		145,469,089		145,469,089
Share premium account	11		220,135,920		184,770,713
Profit and loss account	11		(32,761,666)		(27,370,422)
Total shareholders's funds	12		332,843,343		302,869,380

The notes on pages 7 to 15 form part of these financial statements.

These financial statements were approved by the board of directors and authorised for issue on 2012 and were signed on its behalf by.

Kathryn Herrick
Director

Date 4th September 2012

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom

The financial statements contain information about Equinix Europe Limited as an individual company and do not contain consolidated financial statements of the group. The company has taken advantage of the exemptions available under section 401 of the Companies Act from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the full consolidation in the consolidated financial statements of its parent, Equinix, Inc., a company incorporated in the United States which are publicly available.

The company is a wholly owned subsidiary of a group head by Equinix, Inc., and is included in the consolidated financial statements of that company, which are publicly available Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1(revised 1996) 'Cash flow statements'.

The company has taken advantage of the exemption under paragraph 3(c) from the provision of Financial Reporting Standard 8, 'Related Party Disclosures', on the grounds that it is a wholly owned subsidiary of a group headed by Equinix, Inc., and is included in the publicly available consolidated financial statements.

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at closing rates of exchange except where rates are fixed under contractual arrangements Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to the profit and loss account.

Taxation

The charge or credit for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by Financial Reporting Standard 19: Deferred Tax

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits

1 Accounting policies (continued)

Deferred taxation (continued)

against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an non-discounted basis

Deferred tax is recognised in respect of the retained earnings of overseas subsidiaries only to the extent that, at the balance sheet date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future periods has been entered into by the subsidiary.

Investments in subsidiaries

Investments in subsidiaries are stated at cost less amounts provided for impairment.

Fixed asset investments

Investments acquired with the intention that they will be held for the long term are stated at cost less any provision for impairment The carrying amounts of the company's assets, other than deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment If such an indication of impairment exists, the asset's recoverable amount is estimated.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account. The recoverable amount of the company's assets is the greater of their net selling price and value in use In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risk specific to the asset

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs

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 had been recognised

2 Operating loss

Operating loss is stated after charging / (crediting)

	2011	2010
	£	£
Administrative expenses	2,000	7,251
Acquisition fees	-	662,002

Auditors' remuneration of £5,000 (2010: £5,000) for the audit of Equinix Europe Limited was borne by Equinix Services Limited

3 Staff costs (including directors)

The company did not employ any staff other than the directors during the year ended 31 December 2011 (2010: nil). The directors did not receive any remuneration from the company in the year (2010: nil) The directors received remuneration from other Equinix, Inc. group companies which have been disclosed in the relevant financial statements

4 Interest payable and similar charges

	2011	2010
	£	£
Interest payable on Parent company loan	-	5,031,007
Interest payable on Group company loan	5,389,246	-
Foreign exchange (gains) / losses	(2)	14,864
	5,389,244	5,045,871

5 Tax on loss on ordinary activities

	2011	2010
	£	£
Current tax.		
UK corporation tax charge/(credit) on losses of the year	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
Tax charge/(credit) on ordinary activities	-	-

The tax assessed for the period is higher (2010 higher) than the standard effective rate of corporation tax in the UK for the year ended 31 December 2011 of 26.5 % (2010: 28%). The differences are explained below.

Loss on ordinary activities before tax	**(5,391,244)**	**(5,715,124)**
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26 5% (2010, 28%)	(1,428,680)	(1,600,235)
Effects of		
Expenses not deductible for tax purposes	-	-
Other timing differences	-	-
Group relief surrendered for no consideration	1,428,680	1,600,235
Current tax charge for the year	-	-

Factors affecting current and future tax charges:

Finance Act 2011, which was substantively enacted on 5 July 2011, includes legislation reducing the main UK corporation tax rate from 28% to 26%, effective from 1 April 2011 A further reduction to 25% was also substantively enacted on this date and will be effective from 1 April 2012. The deferred tax balances have been re-measured to reflect this reduction

Further reductions to the UK corporation tax rate were announced in the March 2012 Budget, which reduced the main rate of corporation tax to 24%, instead of 25%, from 1 April 2012 Future changes, which are expected to be enacted separately each year, propose to reduce the rate by 1% per annum to 22% by 1

5 Tax on loss on ordinary activities (continued)

April 2014 The effect on the company of these proposed changes will be reflected in the company's financial statements in future years, as appropriate, once the proposals have been substantively enacted

No provision has been made for deferred taxation and there are no unrecognised deferred tax assets or liabilities with the exception of those related to tax losses

The company has, subject to agreement of HM Revenue and Customs, accrued unpaid interest of £15,262,803 (2010: £15,262,803) which will be tax deductible when paid No profits against which such a deduction could be utilised are anticipated in the forseeable future and accordingly no deferred tax asset has been recognised If a deferred tax asset were to be recognised it would amount to £3,815,701 (2010: £4,120,957).

The standard rate of UK corporation tax changed from 28% to 26% with effect from 1 April 2011. This change was not substantially enacted at 31 December 2010 and therefore the impact of the change is not reflected in these financial statements. If the change had been substantially enacted at 31 December 2010 the unrecognised asset for accrued unpaid interest would have been reduced by £152,628 to £3,815,701.

6 Fixed Assets Investments

	£
As at 1 January 2011	470,646,498
Additions	35,374,083
As at 31 December 2011	**506,020,581**

In the opinion of the directors, the aggregate value of the company's investment in its subsidiary undertakings is not less than the amount included in the balance sheet

Holdings of more than 20%

Company	Country of Incorporation	Shares held Class	%	Principal activity
Equinix Group Limited	England and Wales	Ordinary	100	Holding company
Equinix (Holdings) B V	Netherlands	Ordinary	100	Holding company
Equinix (UK) Limited*	England and Wales	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (France) SAS*	France	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (Switzerland) AG*	Switzerland	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (Germany) GmbH*	Germany	Ordinary	100	Provision of neutral data centre and hosting

6 Fixed Assets Investments (continued)

			services	
Equinix (Real Estate) GmbH*	Germany	Ordinary	100	Property management
InterSite BV*	Netherlands	Cumulative Preference and Ordinary	100	Holding company
Equinix (Services) Limited*	England and Wales	Ordinary	100	Management company
Equinix Corporation Limited*	England and Wales	Ordinary	100	Holding company
Equinix Investments Limited*	England and Wales	Ordinary	100	Holding company
Interconnect Exchange Europe SL*	Spain	Ordinary	100	Non-operational
Equinix (London) Limited*	England and Wales	Ordinary	100	Provision of neutral data centre and hosting services
Upminster GmbH*	Germany	Ordinary	100	Holding company
Equinix (IBX Services) * GmbH	Germany	Ordinary	100	Provision of neutral data centre and hosting services
Equinix Italia S.r.l	Italy	Ordinary	100	Provision of neutral data centre and hosting services
Equinix Middle East FZ-LLC*	United Arab Emirates	Ordinary	100	Non-operational
Equinix Netherlands Holding Cooperative UA	Netherlands	Ordinary	99	Holding company
Equinix (Real Estate) BV*	Netherlands	Ordinary	100	Property management
Equinix Netherlands BV*	Netherlands	Ordinary	100	Provision of neutral data centre and hosting services
Virtu Secure Web Services BV*	Netherlands	Ordinary	100	Provision of neutral data centre and hosting services

* Undertaking held indirectly by the company

7 Debtors: amounts falling due within one year

	2011	2010
	£	£
Amounts owed by Group undertakings	8,098,769	-
	8,098,769	-

Amounts owed by group are unsecured, interest free, have no fixed date of repayment and are repayable on demand

8 Creditors: amounts falling due within one year

	2011	2010
	£	£
Amounts owed to Group undertakings	19,868,072	669,677
Amounts owed to Ultimate parent company	-	5,701,506
Accruals	2,000	-
	19,870,072	6,371,183

Amounts owed to group undertakings are unsecured, contain both interest bearing and non-interest bearing loans and have no fixed date of repayment

9 Creditors: amounts falling due after more than one year

	2011	2010
	£	£
Interest bearing Ultimate parent company loan	-	161,405,935
Interest bearing Group company loan	161,405,935	-
	161,405,935	161,405,935

Maturity of debt

In respect of £135,000,000 fifteen year term loan with Equinix, Inc., its ultimate parent company, which was repayable in full to Equinix together with any accrued interest at the maturity date of the loan, only the Receivable owing to Equinix Inc was assigned to Equinix (Luxembourg) Investment S.a r.l., Hong Kong Branch on 28 March 2011. Loan agreement is still between Equinix Europe Limited and Equinix Inc from a legal and contractual perspective and that has not changed as a result of the Luxembourg structure.

The initial loan was advanced on 28 September 2007 and matures on 28 September 2022. Interest accrues daily at LIBOR plus 250 basis points and is payable on 31 March, 30 June, 30 September and 31 December each year Prior to 31 December 2010, interest is capitalised on the payment dates and added to the principal amount of the facility and bears interest At 31 December 2011 £161,405,935 is repayable in more than five years (2010. £161,405,935)

10 Called up share capital

	2011 Number	2010 Number	2011 £	2010 £
Authorised				
Ordinary shares of £1 each	145,470,084	145,470,084	145,470,084	145,470,084

	2011 Number	2010 Number	2011 £	2010 £
Allotted, called up and fully paid				
Ordinary shares of £1 each	145,469,089	145,469,089	145,469,089	145,469,089

11 Reserves

	Share Premium Account £	Profit and Loss Account £
At 1 January 2011	184,770,713	(27,370,422)
Movement for the year	35,365,208	(5,391,244)
At 31 December 2011	220,135,920	(32,761,666)

12 Reconciliation of movements in shareholders' funds

	2011 £	2010 £
Loss for the year	(5,391,244)	(5,715,124)
Share capital issued	-	4
Increase in share premium	35,365,208	184,770,713
Opening shareholders' funds	302,869,380	123,813,787
Closing Shareholders' funds	332,843,344	302,869,380

13 Contingent liabilities

There are no contingent liabilities as at 31 December 2011 (2010 nil)

14 Immediate and ultimate parent company

The company is controlled by Equinix, Inc a company incorporated in the United States

Equinix, Inc is the only group in which the results of the company are consolidated financial statements of Equinix, Inc are available from

One Lagoon Drive,
4th floor,
Redwood City
CA 94065
USA

Equinix Europe Limited

Directors' report and financial statements for the year ended

31 December 2012

Registered number 06293383

Equinix Europe Limited

Contents

Directors' report for the year ended 31 December 2012

The directors present their report and the audited financial statements of Equinix Europe Limited ("the Company") for the year ended 31 December 2012.

Principal activities and future developments

The Company is an intermediate holding company for the majority of Equinix Inc.'s, operations across Europe, the Middle East and Africa (EMEA) and will continue to do so for the foreseeable future.

Business review

The results for the year and the financial position of the Company are shown in the financial statements and notes on pages 6 to 17. The Company's loss for the year amounted to £9,588,206 (2011: £5,391,244 loss).

On 6 July 2012, Equinix Group Limited, a direct subsidiary of the Company, transferred all of its wholly and directly owned investments in subsidiary undertakings to the Company for no consideration as a dividend in specie. Further details of the transfer are included in note 7. Following the transfer the Company has borne a greater percentage of group administration costs as a result of its increased direct holdings

The Company is in a net current liability position of £10,428,055 at 31 December 2012 (2011· £11,771,303). The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Equinix Inc. The directors have received confirmation that Equinix Inc intends to support the company for at least one year after these financial statements are signed.

Key performance indicators (KPIs) used within Equinix Inc. and its global group of companies are geared towards measuring the effectiveness and efficiency of operating companies, and as a consequence, the Company does not use KPIs.

The Company issued additional ordinary share capital during the year, as described in note 11 This did not result in any change in the immediate parent of the ultimate controlling party, which are set out in note 15.

Dividends

The directors do not recommend the payment of a dividend (2011: £nil) in respect of the ordinary share capital of the Company.

Principal risks and uncertainties

The Company's operations expose it to a variety of risks, chiefly operational risk in relation to transfer pricing arrangements and foreign exchange risk relating to costs incurred in foreign currencies.

Directors' report for the year ended 31 December 2012 (continued)

Principal risks and uncertainties (continued)

The Company is exposed to foreign exchange risk both due to incurring a proportion of its cost base in foreign currency, and through intercompany transactions and funding with related parties. The Company does not use derivative financial instruments to manage foreign exchange risk, and as such, no hedge accounting is applied.

The directors will revisit the appropriateness of this policy should the Company's operations change in size or nature.

Statement of directors' responsibilities

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Directors

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

- Eric Schwartz
- Kathryn Herrick
- Cathryn Arnell

Directors' report for the year ended 31 December 2012 (continued)

Statement of disclosure of information to auditors

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

On behalf of the Board

Kathryn Herrick
Director

16th May 2014

Independent auditors' report to the members of Equinix Europe Limited

Report on the financial statements

We have audited the financial statements of Equinix Europe Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet, and the related notes The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors
As explained more fully in the statement of directors' responsibilities set out on page 2 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

Scope of the audit of the financial statements
An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the directors' report to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements
In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2012 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Independent auditors' report to the members of Equinix Europe Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception
We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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

Hitesh Haria (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge
16th May 2014

Profit and loss account

for the year ended 31 December 2012

	Note	2012 £	2011 £
Administrative expenses		**(3,515,804)**	(2,000)
Operating loss	2	**(3,515,804)**	(2,000)
Interest receivable and similar income	4	**1,080,819**	-
Interest payable and similar charges	5	**(7,153,221)**	(5,389,244)
Loss on ordinary activities before taxation		**(9,588,206)**	(5,391,244)
Tax on loss on ordinary activities	6	**-**	-
Loss for the financial year		**(9,588,206)**	(5,391,244)

The results for the year arise from continuing activities.

There are no material differences between the loss reported above and the historical cost loss

The Company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented.

The notes on pages 8 to 17 form part of these financial statements.

Equinix Europe Limited

Balance sheet

as at 31 December 2012
Company number: 06293383

	Note	2012 £	2011 £
Fixed assets			
Investments	7	**572,840,035**	506,020,581
Current assets			
Debtors	8	**5,001,000**	8,098,769
Cash at bank and in hand		**20,333**	-
		5,021,333	8,098,769
Creditors· amounts falling due within one year	9	**(15,449,388)**	(19,870,072)
Net current liabilities		**(10,428,055)**	(11,771,303)
Total assets less current liabilities		**562,411,980**	494,249,278
Creditors· amounts falling due after more than one year	10	**(233,463,796)**	(161,405,935)
Net assets		**328,948,184**	332,843,343
Capital and reserves			
Called up share capital	11	**145,469,092**	145,469,089
Share premium account	12	**225,828,964**	220,135,920
Profit and loss account	12	**(42,349,872)**	(32,761,666)
Total shareholders' funds	13	**328,948,184**	332,843,343

The notes on pages 8 to 17 form part of these financial statements

These financial statements were approved by the board of directors and authorised for issue on 16th May 2014 and were signed on its behalf by:

Kathryn Herrick
Director

16 May 2014

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom

As at 31 December 2012 the Company had net current liabilities The directors of the ultimate parent company, Equinix Inc., have confirmed that it is their intention to make continued financial support available to enable the Company to meet its liabilities as they fall due for a period of not less than one year from the date of approval of these financial statements. As a result these financial statements have been prepared on a going concern basis

The financial statements contain information about Equinix Europe Limited as an individual company and do not contain consolidated financial statements of any group of companies. The Company has taken advantage of the exemptions available under section 401 of the Companies Act from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of its ultimate parent, Equinix Inc., a company incorporated in the United States of America (note 15)

Cashflow

The Company has taken advantage of the exemption available under Financial Reporting Standard 1 of requirement to prepare a cash flow statement on the grounds that the ultimate parent undertaking includes the Company in its own published consolidated financial statements (note 15).

Related parties transactions

The Company has taken advantage of the exemption under Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with wholly owned entities which form part of the group. The consolidated financial statements of Equinix Inc., within which the Company is included, can be obtained from the address given in note 15

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Taxation

The charge or credit for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

1 Accounting policies (continued)

Taxation(continued)

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date Deferred tax is measured on a non-discounted basis.

Investments

Investments acquired with the intention that they will be held for the long term are stated at cost less any provision for impairment. The carrying amounts of the Company's assets, other than deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such an indication of impairment exists, the asset's recoverable amount is estimated.

Returns of capital from subsidiary undertakings satisfied by the transfer of investments have been accounted for by allocation of the carrying value of the subsidiary undertaking prior to the transfer of investments between that subsidiary and the new investments transferred. The allocation of carrying value is based upon the relative present values of estimated future cash flows.

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount Impairment losses are recognised in the profit and loss account. The recoverable amount of the Company's assets is the greater of their net selling price and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risk specific to the asset.

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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 had been recognised

2 Operating loss

Operating loss is stated after charging

	2012	2011
	£	£
Administrative expenses	**(3,515,804)**	(2,000)
	(3,515,804)	**(2,000)**

Auditors' remuneration of £5,000 (2011. £5,000) for the audit of the Company was borne by Equinix Services Limited.

3 Staff costs (including directors)

The Company did not employ any staff other than the directors during the year ended 31 December 2012. The directors did not receive any remuneration from the Company in the year (2011· £nil) The remuneration of the directors was borne by the company directly employing each of the directors and was not apportioned to the Company.

4 Interest receivable

	2012	2011
	£	£
Intercompany interest received	**1,080,819**	-
	1,080,819	-

In 2012, the Company received full settlement of the principal and interest on an interest-bearing loan due from a fellow group undertaking. The interest was computed at the date of settlement based on the profitability of the borrower. As described in note 8, all remaining inter-company accounts receivable at 31 December 2012 are non-interest bearing

5 Interest payable and similar charges

	2012 £	2011 £
Interest payable on amounts due to fellow group undertakings	7,227,265	5,389,246
Foreign exchange gains	(74,044)	(2)
	7,153,221	5,389,244

6 Tax on loss on ordinary activities

	2012 £	2011 £
Current tax:		
UK corporation tax charge on losses of the year	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
Tax charge on ordinary activities	-	-

6 Tax on loss on ordinary activities (continued)

The tax assessed for the year is higher (2011 higher) than the standard effective rate of corporation tax in the UK for the year ended 31 December 2012 of 24.5 % (2011: 26.5%). The differences are explained below·

	2012	2011
	£	£
Loss on ordinary activities before tax	**(9,588,206)**	(5,391,244)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 24 5% (2011· 26.5%)	**(2,349,110)**	(1,428,680)
Effects of		
Expenses not deductible for tax purposes	**584,420**	-
Accrued interest paid in year, where tax relief is only available on a paid basis	**(1,584,170)**	-
Group relief surrendered for no consideration	**3,348,860**	1,428,680
Current tax charge for the year	**-**	-

The reduction in the main rate of corporation tax from 26% to 24% with effect from 1 April 2012 was substantively enacted via a resolution passed by Parliament on 26 March 2012. Finance Act 2012 was substantively enacted on 3 July 2012 and included legislation to reduce the main rate of corporation tax from 24% to 23% with effect from 1 April 2013. Closing deferred tax balances have therefore been valued at 23%. Further changes to the UK Corporation tax rates were announced in the 2012 Autumn Statement and the March 2013 Budget These include further reductions to the main rate which reduce the rate to 21% with effect from 1 April 2014 and to 20% with effect from 1 April 2015. These changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

No provision has been made for deferred taxation and there are no unrecognised deferred tax assets or liabilities.

7 Investments

	2012	2011
	£	£
Cost and net book value:		
As at 1 January	506,020,581	470,646,498
Additions	66,819,454	35,374,083
As at 31 December	572,840,035	506,020,581

On 6 July 2012, Equinix Group Limited, a wholly and directly owned subsidiary of the Company, transferred all of its investments in subsidiaries to the Company by way of a dividend in specie Each of those subsidiaries, being Equinix (UK) Limited, Equinix (Services) Limited, Intelisite BV, Equinix Corporation Limited, and Equinix (France) SAS, was wholly owned by Equinix Group Limited prior to the transfer.

The increase in investments related to three restructuring transactions in the course of 2012 This transfer of investments already indirectly 100% owned by the Company was accounted for as a return of capital, and accordingly had no impact on aggregate cost of net book value of investments.

(1) The Company subscribed for a further 2,951,651,888 ordinary 1p shares of Equinix Group Limited at par.

(2) The Company made a capital contribution of £37,302,933 to Equinix Holding BV, another wholly and directly owned subsidiary of the Company, for the purposes of funding the acquisition of Ancotel GmbH

(3) Equinix (Luxembourg) Investments Sarl, the immediate parent undertaking, contributed its 1% shareholding in Equinix Netherlands Holding Cooperative U.A., previously a 99% subsidiary of the Company, in exchange for two additional £1 ordinary shares in the Company issued at par, as described in note 11.

In the opinion of the directors, the aggregate value of the Company's investments in its subsidiary undertakings is not less than the amount included in the balance sheet.

The undertakings in which the Company's interest at 31 December 2012 is more than 20%, either directly or indirectly, are as follows:

7 Investments (continued)

Holdings of more than 20%.

Company	Country of Incorporation	Shares held Class	%	Principal activity
Equinix Group Limited	England and Wales	Ordinary	100	Holding company
Equinix (Holdings) B.V.	Netherlands	Ordinary	100	Holding company
Equinix (UK) Limited†	England and Wales	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (France) SAS†	France	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (Germany) GmbH*†	Germany	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (Real Estate) GmbH*†	Germany	Ordinary	100	Property management
InteliSite BV†	Netherlands	Cumulative Preference and Ordinary	100	Holding company
Equinix (Services) Limited†	England and Wales	Ordinary	100	Provision of management services
Equinix Corporation Limited†	England and Wales	Ordinary	100	Holding company
Equinix Investments Limited*†	England and Wales	Ordinary	100	Holding company
Interconnect Exchange Europe SL*	Spain	Ordinary	100	Dormant
Equinix (London) Limited*†	England and Wales	Ordinary	100	Non-trading
Upminster GmbH*	Germany	Ordinary	100	Property management
Equinix (IBX Services) GmbH*	Germany	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (Switzerland) GmbH*†	Switzerland	Ordinary	100	Provision of neutral data centre and hosting services
Equinix Middle East FZ LLC*	United Arab Emirates	Ordinary	100	Provision of neutral data centre and hosting services
Ancotel GmbH*	Germany	Ordinary	100	Provision of neutral data centre and hosting services
Ancotel UK Ltd*	England and Wales	Ordinary	100	Provision of neutral data centre and hosting services
Ancotel HK Ltd*	Hong Kong	Ordinary	100	Provision of neutral data centre and hosting services
Equinix Italia S.r.l	Italy	Ordinary	100	Provision of business continuity services
Equinix Netherlands Holding Cooperative U.A	Netherlands	Ordinary	100	Holding company
Equinix Netherlands BV*	Netherlands	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (Real Estate) BV*	Netherlands	Ordinary	100	Property management
Virtu Secure Web Services BV*	Netherlands	Ordinary	100	Provision of neutral data centre and hosting services

* Undertaking held indirectly by the Company

† Transferred from Equinix Group Limited for no consideration during 2012

8 Debtors: amounts falling due within one year

	2012	2011
	£	£
Amounts owed by group undertakings	**5,001,000**	8,098,769
	5,001,000	8,098,769

Amounts owed by group undertakings as at 31 December 2012 are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

All interest bearing amounts receivable were settled as per note 4.

9 Creditors: amounts falling due within one year

	2012	2011
	£	£
Amounts owed to group undertakings	**15,449,388**	19,868,072
Accruals and deferred income	-	2,000
	15,449,388	19,870,072

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

10 Creditors: amounts falling due after more than one year

	2012	2011
	£	£
Amounts owed to group undertakings	**233,463,796**	161,405,935
	233,463,796	161,405,935

Included in the above amount owed to group undertakings, is a £135,000,000, fifteen year term loan from Equinix (Luxembourg) Investments Sarl (Hong Kong branch), which, is repayable in full, together with any accrued interest, at the maturity date of the loan. The loan was advanced on 28 September 2007 and matures on 28 September 2022 Interest accrues daily at LIBOR plus 250 basis points and is payable on 31 March, 30 June, 30 September and 31 December each year. Prior to 31 December 2010, interest was capitalised on the payment dates and added to the principal amount of the facility.

During 2012 an additional £ 41,655,521 of loan capital was borrowed from Equinix (Luxembourg) Investments Sarl (Hong Kong branch) to fund the Company's new subsidiary Ancotel GmbH At 31

10 Creditors: amounts falling due after more than one year (continued)

December 2012, the outstanding loan balance (including accumulated interest) of £203,983,533 is repayable in more than five years (2011· £161,405,936)

In addition there is a loan of £ 29,312,545 (2011: £nil) from Equinix (Holdings) B.V. that is interest bearing at a rate of EURIBOR plus 2.5% per annum

11 Called up share capital

	2012 Number	2011 Number	2012 £	2011 £
Authorised				
Ordinary shares of £1 each	145,470,084	145,470,084	145,470,084	145,470,084

	2012 Number	2011 Number	2012 £	2011 £
Allotted, called up and fully paid				
Ordinary shares of £1 each	145,469,092	145,469,089	145,469,092	145,469,089

On 9 November 2010, Equinix Inc , the ultimate parent undertaking subscribed for one ordinary share of the Company in return for a cash contribution of £5,693,045. This share issuance has been reflected in 2012.

On 18 April 2012, the immediate parent undertaking, Equinix (Luxembourg) Sarl, contributed its 1% shareholding in Equinix Netherlands Holding Cooperative U.A (note 7), previously a 99% subsidiary of the Company, in exchange for a further two ordinary shares in the Company issued at par

12 Reserves

	Share premium account £	Profit and loss account £
At 1 January 2012	220,135,920	(32,761,666)
Loss for the year	-	(9,588,206)
Issuance of shares	5,693,044	-
At 31 December 2012	225,828,964	(42,349,872)

As described in note 11, Equinix Inc. made a cash contribution of £5,693,045 for one ordinary £1 share in the Company

13 Reconciliation of movements in shareholders' funds

	2012	2011
	£	£
Loss for the year	(9,588,206)	(5,391,244)
Increase in share capital	3	-
Increase in share premium	5,693,044	35,365,208
Opening shareholders' funds	332,843,343	302,869,379
Closing shareholders' funds	328,948,184	332,843,343

14 Post balance sheet event

On 1 July 2013, Equinix (Luxembourg) Investments Sarl, the immediate parent undertaking (note 15), transferred its entire holding in the Company's shares to Equinix (EMEA) BV, a company incorporated in the Netherlands, which thereby became the new immediate parent undertaking Equinix (EMEA) BV is itself wholly owned by Equinix (Luxembourg) Investments Sarl, therefore this change in immediate parent undertaking did not change the ultimate parent undertaking and controlling party as set out in note 15.

On 1 July 2013, Equinix implemented a new distribution model that resulted in Equinix (EMEA) BV, becoming the principal company with overall responsibility for managing the sales business for the EMEA region The key drivers for the reorganisation were: to ensure optimisation of value to a customer base that increasingly operates across more than one country, to streamline sales channels and to align pricing strategies. As a result Equinix (UK) Ltd, Equinix (France) SAS, Equinix Italia S r.l, wholly and directly subsidiaries of the Company as well as Equinix (Switzerland) GmbH, Equinix (Germany) GmbH and Equinix Netherlands B V., wholly and indirectly owned subsidiaries of the Company, will now act as commissionaires and will also be remunerated for other services they supply including in relation to the operation of data centre facilities

15 Immediate and ultimate parent company

The immediate parent undertaking, holding 145,469,091 allotted, called up and fully paid ordinary shares, is Equinix (Luxembourg) Investments Sarl. As described in note 14, there was a change in the immediate parent undertaking after the year end date The ultimate parent undertaking and controlling party is Equinix Inc. a company incorporated in the United States of America. The ultimate parent undertaking held one allotted, called up and fully paid ordinary shares as at 31 December 2012 in the Company

Equinix Inc is the parent undertaking of the largest and smallest group in which the results of the Company are consolidated. Financial statements of Equinix Inc. are available from One Lagoon Drive, 4th floor, Redwood City, CA 94065, USA.

Equinix Europe Limited

Annual Report for the year ended

31 December 2013

Registered number 06293383

Equinix Europe Limited

Contents

Strategic report for the year ended 31 December 2013

The directors present their strategic report on Equinix Europe Limited ("the Company") for the year ended 31 December 2013

Principal activities and future developments

The Company is an intermediate holding company for the majority of Equinix Inc. operations across Europe and the Middle East and will continue to do so for the foreseeable future.

Business review

The results for the year and the financial position of the Company are shown in the financial statements and notes on pages 7 to 18 The Company's profit for the financial year amounted to £2,578,000 (2012 £9,588,000 loss).

On 1 July 2013, Equinix implemented a new distribution model that resulted in Equinix (EMEA) BV, a group company incorporated in the Netherlands, becoming the master distributor and European headquarters with overall responsibility for managing the sales business for the EMEA region. The key drivers for the reorganisation were:

- to ensure optimisation of value to a customer base that increasingly operates across more than one country; and
- to streamline sales channels and to align pricing strategies.

The Company is impacted by the new distribution model indirectly through its investments held in operating entities which now act as sales agents for Equinix (EMEA) BV The entities are also remunerated for other services they supply including the operation of datacentre facilities

Going Concern

The directors believe that preparing the financial statements on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Equinix Inc The directors have received confirmation that Equinix Inc. intends to support the company for at least one year after these financial statements are signed.

Key Performance Indicators

Key performance indicators (KPIs) used within Equinix Inc. and its global group of companies are geared towards measuring the effectiveness and efficiency of operating companies, and as a consequence, the Company does not use KPIs.

Equinix Europe Limited

Strategic report for the year ended 31 December 2013 (continued)

Principal risks and uncertainties

The Company's operations expose it to a variety of risks, chiefly operational risk in relation to transfer pricing arrangements and foreign exchange risk relating to costs incurred in foreign currencies.

The Company is exposed to foreign exchange risk both due to incurring a proportion of its cost base in foreign currency, and through intercompany transactions and funding with related parties The Company does not use derivative financial instruments to manage foreign exchange risk, and as such, no hedge accounting is applied. Foreign currency risk is managed at corporate level by the group treasury function.

The directors will revisit the appropriateness of this policy should the Company's operations change in size or nature

On behalf of the Board

Director: Eric Schwartz

Date: 10 December 2014

Directors' report for the year ended 31 December 2013

The directors present their report together with the financial statements of Equinix Europe Limited ("the Company") for the year ended 31 December 2013.

Directors

The directors who held office throughout the year were as follows

- Eric Schwartz
- Kathryn Herrick (resigned 1 June 2014)
- Cathryn Arnell

Statement of directors' responsibilities

The directors are responsible for preparing the Strategic report, directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

Directors' report for the year ended 31 December 2013 (continued)

Statement of disclosure of information to auditors

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

Share Capital

The Company issued additional ordinary share capital during the year, as described in note 11 This did not result in any change in the immediate parent of the ultimate controlling party, which are set out in note 14

Dividends

The directors do not recommend the payment of a dividend (2012: £nil) in respect of the ordinary share capital of the Company

On behalf of the Board

Director: Eric Schwartz

Date: 10 December 2014

Independent auditors' report to the members of Equinix Europe Limited

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Equinix Europe Limited, comprise

- the balance sheet as at 31 December 2013;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)") An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors, and
- the overall presentation of the financial statements

In addition, we read all the financial and non-financial information in the strategic report, the directors' report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Independent auditors' report to the members of Equinix Europe Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the statement of directors' responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

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

Hitesh Haria (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge
Date: 10 December 2014

Profit and loss account

for the year ended 31 December 2013

	Note	2013 £ '000s	2012 £ '000s
Administrative expenses		(3,060)	(3,516)
Operating loss	2	(3,060)	(3,516)
Waiver of intercompany debt	2	(9,975)	-
Dividends received	7	21,899	-
Profit/(loss) on ordinary activities before interest and taxation	2	8,864	(3,516)
Interest receivable and similar income	4	-	1,081
Interest payable and similar charges	5	(6,286)	(7,153)
Profit/(loss) on ordinary activities before taxation		2,578	(9,588)
Tax on loss on ordinary activities	6	-	-
Profit/(loss) for the financial year		2,578	(9,588)

The results for the year arise from continuing activities

There are no material differences between the profit/(loss) reported above and the historical cost profit/(loss)

The Company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of recognised gains and losses has been presented.

The notes on pages 9 to 18 form part of these financial statements

Balance sheet

as at 31 December 2013
Company number: 06293383

	Note	2013 £ '000s	2012 £ '000s
Fixed assets			
Investments	7	560,088	572,840
Current assets			
Debtors	8	5,000	5,001
Cash at bank and in hand		6	20
		5,006	5,021
Creditors amounts falling due within one year	9	(11,134)	(15,449)
Net current liabilities		(6,128)	(10,428)
Total assets less current liabilities		553,960	562,412
Creditors amounts falling due after more than one year	10	(205,834)	(233,464)
Net assets		348,126	328,948
Capital and reserves			
Called up share capital	11	145,469	145,469
Share premium account	12	242,429	225,829
Profit and loss account	12	(39,772)	(42,350)
Total shareholders' funds	13	348,126	328,948

The notes on pages 9 to 18 form part of these financial statements

These financial statements were approved by the board of directors and authorised for issue on 10 December 2014 and were signed on its behalf by:

Director: Eric Schwartz

Date: 10 December 2014

Equinix Europe Limited

Notes to the financial statements for the year ended 31 December 2013

Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

As at 31 December 2013 the Company had net current liabilities. The directors of the ultimate parent company, Equinix Inc, have confirmed that it is their intention to make continued financial support available to enable the Company to meet its liabilities as they fall due for a period of not less than one year from the date of approval of these financial statements. As a result these financial statements have been prepared on a going concern basis.

The financial statements contain information about Equinix Europe Limited as an individual company and do not contain consolidated financial statements of any group of companies. The Company has taken advantage of the exemptions available under section 401 of the Companies Act from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of its ultimate parent, Equinix Inc, a company incorporated in the United States of America (note 14).

Cashflow

The Company is a wholly owned indirect subsidiary of Equinix Inc and is included in the consolidated financial statements of that company, which are publicly available (note 14) Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996) 'Cash flow statements'

Related parties transactions

The Company has taken advantage of the exemption from disclosing transactions with fellow group undertakings under paragraph 3(c) from the provision of Financial Reporting Standard 8, 'Related Party Disclosures', on the grounds that it is a wholly owned indirect subsidiary of Equinix Inc.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

Taxation

The charge or credit for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

1 Accounting policies (continued)

Taxation (continued)

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

Investments

Investments acquired with the intention that they will be held for the long term are stated at cost less any provision for impairment The carrying amounts of the Company's assets, other than deferred tax assets, are reviewed at each balance sheet date to determine whether there is any indication of impairment. If such an indication of impairment exists, the asset's recoverable amount is estimated.

Returns of capital from subsidiary undertakings satisfied by the transfer of investments have been accounted for by allocation of the carrying value of the subsidiary undertaking prior to the transfer of investments between that subsidiary and the new investments transferred. The allocation of carrying value is based upon the relative present values of estimated future cash flows

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the profit and loss account. The recoverable amount of the Company's assets is the greater of their net selling price and value in use In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects the current market assessments of the time value of money and the risk specific to the asset

For an asset that does not generate largely independent cash inflows, the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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 had been recognised

2 Operating loss and other expenses

Auditors' remuneration of £5,000 (2012· £5,000) for the audit of the Company was borne by Equinix (Services) Limited.

On 28th June 2013 the Company waived, in full, its rights to repayment of intercompany debt and accrued interest from Equinix Group Limited of £9,974,000 and Equinix Corporation Limited (£1,000)

3 Staff costs (including directors)

The Company did not employ any staff other than the directors during the year ended 31 December 2013 (2012: nil) The directors did not receive any remuneration from the Company in the year (2012 £nil). The remuneration of the directors was borne by the company directly employing each of the directors and was not apportioned to the Company

4 Interest receivable and similar income

	2013	2012
	£ '000s	£ '000s
Intercompany interest received	-	1,081
	-	1,081

5 Interest payable and similar charges

	2013	2012
	£ '000s	£ '000s
Interest payable on amounts due to fellow group undertakings	**6,268**	7,227
Foreign exchange losses/(gains)	**18**	(74)
	6,286	7,153

6 Tax on loss on ordinary activities

	2013	2012
	£ '000s	£ '000s
Current tax:		
UK corporation tax charge on losses of the year	**-**	-
Deferred tax.		
Origination and reversal of timing differences	**-**	-
Tax charge on ordinary activities	**-**	-

6 Tax on loss on ordinary activities (continued)

The tax assessed for the year is lower (2012· higher) than the standard effective rate of corporation tax in the UK for the year ended 31 December 2013 of 23 25 % (2012. 24.5%) The differences are explained below

	2013	2012
	£ '000s	£ '000s
Profit/(loss) on ordinary activities before tax	**2,578**	(9,588)
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23.25% (2012· 24 5%)	**599**	(2,349)
Effects of:		
Expenses not deductible for tax purposes	**1,342**	584
Waiver of intercompany debt not subject to tax	**2,320**	-
Accrued interest paid in year, where tax relief is only available on a paid basis	**-**	(1,584)
Transfer Pricing Compensating Adjustment	**(41)**	-
Group relief surrendered for no consideration	**871**	3,349
Non-taxable dividends received	**(5,091)**	-
Current tax charge for the year	**-**	-

The reduction in the main rate of corporation tax from 24% to 23% with effect from 1 April 2013 was substantively enacted on 3 July 2012 Further changes to the UK Corporation tax rates were announced in the 2012 Autumn Statement and the March 2013 Budget These include further reductions to the main rate which reduce the rate to 21% with effect from 1 April 2014 and to 20% with effect from 1 April 2015 These changes were substantively enacted on 13 July 2013.

No provision has been made for deferred taxation and there are no unrecognised deferred tax assets or liabilities.

7 Investments

	2013	2012
	£ '000s	£ '000s
Cost and net book value		
As at 1 January	**572,840**	506,021
Additions	**16,728**	66,819
Disposals	**(29,480)**	-
As at 31 December	**560,088**	572,840

The increase in investments related to two transactions in the year

(1) An additional cash capital contribution of £128,000 to Equinix Italia S r.l on 8 April 2013.

(2) The purchase of shares of Equinix (Netherlands) Holdings BV for total consideration of £16,600,000 on 27 September 2013.

On 17 January 2013, the Company contributed Equinix (Netherlands) Holdings BV and Equinix Netherlands Holding Cooperative U.A, its direct subsidiaries, to InteliSite BV, also its direct subsidiary, in exchange for the assumption of the debt owed by the Company to Equinix (Netherlands) Holdings BV plus the issue of shares by InteliSite BV to the Company. The value of the debt of £29,480,000 novated to InteliSite BV is shown as a disposal above.

In the opinion of the directors, the aggregate value of the Company's investments in its subsidiary undertakings is not less than the amount included in the balance sheet.

The undertakings in which the Company's interest at 31 December 2013 is more than 20%, either directly or indirectly, are as follows:

The company received dividends from subsidiary Equinix (UK) Limited of £21,899,000 (2012 Nil)

7 **Investments (continued)**

Holdings of more than 20%:

Company	Country of Incorporation	Shares held Class	%	Principal activity
Equinix Group Limited	England and Wales	Ordinary	100	Non-trading holding company
Equinix (UK) Limited	England and Wales	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (France) SAS	France	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (Germany) GmbH*	Germany	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (Real Estate) GmbH*	Germany	Ordinary	100	Property management
Equinix (Netherlands) Holdings BV (formerly InteliSite BV)	Netherlands	Cumulative Preference and Ordinary	100	Non-trading holding company
Equinix (Services) Limited	England and Wales	Ordinary	100	Provision of management services
Equinix Corporation Limited	England and Wales	Ordinary	100	Non-trading company
Equinix Investments Limited*	England and Wales	Ordinary	100	Non-trading holding company
Interconnect Exchange Europe SL*	Spain	Ordinary	100	Non-trading company
Equinix (London) Limited*	England and Wales	Ordinary	100	Non-trading company
Upminster GmbH*	Germany	Ordinary	100	Property management
Equinix (Switzerland) GmbH*	Switzerland	Ordinary	100	Provision of neutral data centre and hosting services
Equinix Middle East FZ LLC*	United Arab Emirates	Ordinary	100	Provision of neutral data centre and hosting services
Ancotel UK Ltd*	England and Wales	Ordinary	100	Non-trading company
Ancotel HK Ltd*	Hong Kong	Ordinary	100	Provision of neutral data centre and hosting services
Equinix Italia S.r.l	Italy	Ordinary	100	Provision of business continuity services
Equinix Netherlands BV*	Netherlands	Ordinary	100	Provision of neutral data centre and hosting services
Equinix (Real Estate) BV*	Netherlands	Ordinary	100	Property management
Virtu Secure Web Services BV*	Netherlands	Ordinary	100	Provision of neutral data centre and hosting services

* Undertaking held indirectly by the Company

8 Debtors

	2013	2012
	£ '000s	£ '000s
Amounts falling due within one year:		
Amounts owed by group undertakings	5,000	5,001
	5,000	5,001

Amounts owed by group undertakings as at 31 December 2013 are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

9 Creditors: amounts falling due within one year

	2013	2012
	£ '000s	£ '000s
Amounts owed to group undertakings	11,133	15,449
Accrued expenses	1	-
	11,134	15,449

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

10 Creditors: amounts falling due after more than one year

	2013	2012
	£ '000s	£ '000s
Amounts owed to group undertakings	205,834	233,464
	205,834	233,464

At 31 December 2013, the entire outstanding loan balance (including accumulated interest) of £205,834,000 is repayable between 2022 and 2027 (2012: £203,984,000).

11 Called up share capital

	2013 Number	2012 Number	2013 £ '000s	2012 £ '000s
Authorised				
Ordinary shares of £1 each	145,470,084	145,470,084	145,470	145,470

	2013 Number	2012 Number	2013 £ '000s	2012 £ '000s
Allotted, called up and fully paid				
Ordinary shares of £1 each	145,469,093	145,469,092	145,469	145,469

On 27 September 2013, the Company issued one share to its immediate parent undertaking, Equinix (Luxembourg) Investments S à r.l , for a total cash consideration of £16,600,000

12 Reserves

	Share premium account £ '000s	Profit and loss account £ '000s
At 1 January 2013	225,829	(42,350)
Profit for the year	-	2,578
Issuance of shares (Note 11)	16,600	-
At 31 December 2013	242,429	(39,772)

13 Reconciliation of movements in shareholders' funds

	2013 £ '000s	2012 £ '000s
Profit/(loss) for the year	**2,578**	(9,588)
Increase in share premium (Note 11)	**16,600**	5,693
Opening shareholders' funds	**328,948**	332,843
Closing shareholders' funds	**348,126**	328,948

14 Immediate and ultimate parent company

The immediate parent undertaking is Equinix (Luxembourg) Investments Sarl a company incorporated in Luxembourg

The ultimate parent undertaking and controlling party is Equinix Inc. a company incorporated in the United States of America. The ultimate parent undertaking directly held one allotted, called up and fully paid ordinary share as at 31 December 2013 in the Company.

Equinix Inc is the parent undertaking of the largest and smallest group in which the results of the Company are consolidated Financial statements of Equinix Inc are available from One Lagoon Drive, 4th floor, Redwood City, CA 94065, USA.

BIJLAGE 2 / SCHEDULE 2

interim balans EQUINIX EUROPE LTD en EEHBV per 31 augustus 2015

interim balance sheet EQUINIX EUROPE LTD and EEHBV as of 31 August 2015

UK
Equinix Europe Ltd

Balance Sheet as at 31 August 2015

	8/31/2015 000 £ unaudited	12/31/2014 000 £
Fixed assets	**591,034**	**591,034**
Investments	591,034	591,034
Current assets	**222**	**4**
Cash at bank and in hand	222	4
Current Creditors - amounts falling due within one year	**(12,748)**	**(9,542)**
Creditors - amounts falling due within one year	(12,748)	(9,542)
Net current assets / (liabilities)	**(12,526)**	**(9,538)**
Total assets less current liabilities	**578,508**	**581,496**
Creditors - amounts falling due after more than one year	**(209,997)**	**(208,711)**
Creditors - amounts falling due in more than one year	(209,997)	(208,711)
Net assets	**368,511**	**372,785**
Capital and reserves		
Called-up share capital	145,470	145,470
Share premium account	273,623	273,623
Capital Reserve	889	889
Profit and loss account	(51,471)	(47,197)
Total Equity	**368,511**	**372,785**

UK
Equinix Europe Ltd

Income Statement
Interim reporting period ended 31 August 2015

	Total 8/31/2015 000 £	Total 12/31/2014 000 £
Turnover	**0**	**0**
Cost of sales	0	0
Gross profit	**0**	**0**
Administrative expenses	(0)	(1)
Amounts written off investments	0	(1,138)
Other operating income	0	0
Other operating costs	0	0
Interest Payable and similar charges	(4,274)	(6,286)
Profit/ (Loss) on ordinary activities before taxation	**(4,274)**	**(7,424)**
Taxation on profit on ordinary activities	0	0
Profit/(loss) for the financial year	**(4,274)**	**(7,424)**

Equinix EMEA Holdings B.V.

Balance Sheet as at 31/08/2015

Data in USD	31/08/2015
Fixed assets	**506,992,366.40**
Financial fixed assets	506,992,366.40
Current assets	**100.00**
Cash and cash equivalents	100.00
TOTAL ASSET	**506,992,466.40**
Shareholders' equity	
Issued and paid up share capital	100 00
Share premium reserve	506,992,366 40
Other reserves	
Result for the financial year	
TOTAL LIABILITIES	**506,992,466.40**

BIJLAGE 3 / SCHEDULE 3

Statuten van EEHBV.

Articles of Association of EEHBV.

BAKER & McKENZIE

Equinix (EMEA) Holdings B.V.

having its corporate seat in Amsterdam

Deed of incorporation

CERTIFIED COPY of the notarial deed of incorporation of Equinix (EMEA) Holdings B V., a private company with limited liability, having its corporate seat in Amsterdam, the Netherlands, executed on July 27, 2015 before K.F. Tan, a civil-law notary in Amsterdam, the Netherlands.

BAKER & McKENZIE

Baker & McKenzie Amsterdam N.V.
Advocaten, Belastingadviseurs
en Notarissen

Postbus 2720
1000 CS Amsterdam

Tel. +31 20 551 7555
www bakermckenzie.nl

20150557.01/GIK/PRL

OPRICHTING
EQUINIX (EMEA) HOLDINGS B.V.

Heden, zevenentwintig juli tweeduizend vijftien, verscheen voor mij, mr Kim Francis Tan, notaris te Amsterdam (de "**notaris**"):

Priscilla Melissa Phyllicia Lont, geboren te Rotterdam op negentien maart negentienhonderd zevenentachtig, te dezen woonplaats kiezend ten kantore van de notaris (Claude Debussylaan 54, 1082 MD Amsterdam), te dezen handelend als schriftelijk gevolmachtigde van **Equinix (Luxembourg) Investments S.à r.l.**, een vennootschap naar het recht van Luxemburg, kantoorhoudende te 43, Boulevard du Prince Henri, L-1724 Luxemburg, Luxemburg en ingeschreven in het Registre de Commerce et des Sociétés onder nummer B157466 (de "**Oprichter**").

De verschijnende persoon verklaarde voor en namens de Oprichter een besloten vennootschap met beperkte aansprakelijkheid op te richten, welke geregeerd wordt door de navolgende:

STATUTEN —

Begripsbepalingen —

Artikel 1 —

In de statuten wordt onder de volgende definities het volgende verstaan: —

a algemene vergadering: het orgaan dat wordt gevormd door de aandeelhouders dan wel de bijeenkomst van de vergadergerechtigden; —

b. certificaten: certificaten op naam van aandelen in het kapitaal van de vennootschap; —

c. dochtermaatschappij: een rechtspersoon of vennootschap als bedoeld in artikel 2.24a Burgerlijk Wetboek; —

d. jaarrekening: de balans en de winst- en verliesrekening alsmede de toelichting daarop; —

e. schriftelijk: elk via gangbare communicatiemiddelen, hieronder mede begrepen doch niet beperkt tot telefax of e-mail, overgebracht en op schrift ontvangen bericht; —

f. vergadergerechtigde: de persoon aan wie op grond van de wet of de statuten vergaderrecht toekomt; —

g. vergaderrecht: het recht om in persoon, of bij schriftelijk gevolmachtigde, de algemene vergadering bij te wonen en daar het woord te voeren. —

Naam en zetel —

Artikel 2 —

2.1 De vennootschap draagt de naam **Equinix (EMEA) Holdings B.V.** —

2.2 De vennootschap heeft haar zetel te Amsterdam. —

Doel —

Artikel 3 —

Het doel van de vennootschap is —

a. het oprichten van, het bestuur voeren over, het deelnemen in en het nemen van enig financieel belang in andere vennootschappen en/of ondernemingen; —

b. het verlenen van diensten op administratief, technisch, financieel, economisch of bestuurlijk gebied aan andere vennootschappen, personen en/of ondernemingen; —

c. het verkrijgen, vervreemden, beheren en exploiteren van roerende en onroerende zaken en andere goederen, daaronder begrepen patenten, merkrechten, licenties, —

vergunningen en andere industriële eigendomsrechten,

d. het ter leen opnemen en/of ter leen verstrekken van gelden, alsmede het zekerheid stellen, zich sterk maken of zich op andere wijze hoofdelijk naast of voor anderen verbinden,

het vorenstaande al of niet in samenwerking met derden en met inbegrip van het verrichten en bevorderen van alle handelingen die daarmede direct of indirect verband houden, alles in de ruimste zin.

Aandelen en certificaten

Artikel 4

4.1 De vennootschap heeft een geplaatst aandelenkapitaal verdeeld in één (1) of meer aandelen.

4.2 Ten minste één (1) aandeel wordt gehouden door een ander dan en anders dan voor rekening van de vennootschap of één (1) van haar dochtermaatschappijen

4.3 De aandelen hebben een nominale waarde van één Amerikaanse dollar (USD 1,00) elk

4.4 Alle aandelen luiden op naam en zijn doorlopend genummerd van 1 af Aandeelbewijzen worden niet uitgegeven. Aan elk aandeel is het stemrecht, het vergaderrecht en het recht tot deling in de winst en de reserves van de vennootschap, overeenkomstig het bepaalde in deze statuten, verbonden.

4.5 Aan certificaten is geen vergaderrecht verbonden. In afwijking van het bepaalde in de vorige zin, is de algemene vergadering bevoegd tot het verbinden respectievelijk ontnemen van het vergaderrecht aan één (1) of meer certificaten.

Register van aandeelhouders

Artikel 5

5 1 Het bestuur van de vennootschap houdt een register waarin de namen en adressen van alle aandeelhouders zijn opgenomen, met vermelding van de datum waarop zij de aandelen hebben verkregen, de datum van de erkenning of betekening, de soort of de aanduiding van de aandelen, alsmede van het op ieder aandeel gestorte bedrag. Indien een aandeelhouder niet gebonden is aan een statutaire verplichting of eis of opschorting van rechten als bedoeld in artikel 2:192 lid 1 Burgerlijk Wetboek, wordt dat vermeld In het register worden tevens opgenomen de namen en adressen van hen die een vruchtgebruik of pandrecht op aandelen hebben, met

vermelding van de datum waarop zij het recht hebben verkregen, de datum van erkenning of betekening alsmede een vermelding welke aan de aandelen verbonden rechten hun overeenkomstig de artikelen 11 en 29 van deze statuten toekomen In het register worden opgenomen de namen en adressen van de houders van certificaten van aandelen waaraan vergaderrecht is verbonden, met vermelding van de datum waarop het vergaderrecht aan hun certificaat is verbonden en de datum van erkenning of betekening.

5.2 Aandeelhouders en anderen van wie gegevens ingevolge lid 1 van dit artikel in het register van aandeelhouders moeten worden opgenomen, verschaffen aan het bestuur tijdig de benodigde gegevens. Indien tevens een elektronisch adres wordt verstrekt ter opneming in het aandeelhoudersregister, zal deze verstrekking worden beschouwd als de instemming van de desbetreffende aandeelhouder of andere vergadergerechtigde om alle kennisgevingen en mededelingen alsmede oproepingen voor een algemene vergadering langs elektronische weg toegezonden te krijgen.

5.3 Het register wordt regelmatig bijgehouden en elk verleend ontslag van aansprakelijkheid voor nog niet gedane stortingen wordt daarin mede aangetekend. Alle inschrijvingen en aantekeningen in het register dienen te worden ondertekend door een bestuurder.

5.4 Het bestuur verstrekt desgevraagd aan een aandeelhouder, een vruchtgebruiker, een pandhouder en een houder van een certificaat waaraan vergaderrecht is verbonden, om niet een uittreksel uit het register met betrekking tot zijn recht op zijn aandeel of certificaat. Rust op een aandeel een vruchtgebruik of een pandrecht, dan vermeldt het uittreksel aan wie de in de artikelen 11 en 29 van deze statuten bedoelde rechten toekomen.

5.5 Het bestuur legt het register ten kantore van de vennootschap ter inzage van de aandeelhouders, de vruchtgebruikers en pandhouders aan wie de in de artikelen 11 en 29 van deze statuten bedoelde rechten toekomen en van houders van certificaten waaraan vergaderrecht is verbonden. De gegevens van het register omtrent niet volgestorte aandelen zijn ter inzage van een ieder; een afschrift of uittreksel van deze gegevens wordt tegen ten hoogste kostprijs verstrekt

<u>Uitgifte van aandelen</u>

[redacted]

Baker & McKenzie

[redacted]

Artikel 6

6.1 De vennootschap kan slechts aandelen uitgeven ingevolge een besluit van de algemene vergadering. De algemene vergadering kan haar bevoegdheid hiertoe overdragen aan een ander orgaan en kan deze overdracht herroepen.

6.2 Lid 1 van dit artikel is van overeenkomstige toepassing op het verlenen van rechten tot het nemen van aandelen, maar is niet van toepassing op het uitgeven van aandelen aan iemand die een voordien reeds verkregen recht tot het nemen van aandelen uitoefent.

Voorwaarden van uitgifte Voorkeursrecht

Artikel 7

7.1 Bij het besluit tot uitgifte van aandelen worden de uitgiftekoers en de verdere voorwaarden van uitgifte bepaald. Voor uitgifte van aandelen is vereist een daartoe bestemde, ten overstaan van een in Nederland gevestigde notaris verleden akte, waarbij de betrokkenen partij zijn.

7.2 Iedere aandeelhouder heeft bij uitgifte van aandelen een voorkeursrecht naar evenredigheid van het gezamenlijke bedrag van zijn aandelen, met inachtneming van de beperkingen volgens de wet.

7.3 Een gelijk voorkeursrecht hebben de aandeelhouders bij het verlenen van rechten tot het nemen van aandelen.

7.4 Het voorkeursrecht kan, telkens voor een enkele uitgifte, worden beperkt of uitgesloten door het tot uitgifte bevoegde orgaan.

Storting op aandelen

Artikel 8

8.1 Bij het nemen van een aandeel moet daarop het nominale bedrag worden gestort. Bedongen kan worden dat het nominale bedrag of een deel daarvan eerst behoeft te worden gestort na verloop van tijd of nadat de vennootschap het zal hebben opgevraagd.

8.2 Storting op een aandeel moet in geld geschieden voor zover niet een andere inbreng is overeengekomen Storting in een andere geldeenheid dan die waarin het nominale bedrag van de aandelen luidt, kan slechts geschieden met toestemming van de vennootschap.

Verkrijging van eigen aandelen

Artikel 9

9.1 De vennootschap kan slechts aandelen in haar eigen kapitaal verkrijgen ingevolge een besluit van het bestuur.

9.2 Verkrijging door de vennootschap van niet volgestorte aandelen in haar kapitaal is nietig.

9.3 De vennootschap mag, behalve om niet, geen volgestorte eigen aandelen verkrijgen indien het eigen vermogen, verminderd met de verkrijgingsprijs, kleiner is dan de reserves die krachtens de wet of deze statuten moeten worden aangehouden, of indien het bestuur weet of redelijkerwijs behoort te voorzien dat de vennootschap na de verkrijging niet zal kunnen blijven voortgaan met het betalen van haar opeisbare schulden.

9.4 Indien de vennootschap na een verkrijging anders dan om niet, niet kan voortgaan met de betaling van haar opeisbare schulden, zijn de bestuurders met inachtneming van het bepaalde in de wet, jegens de vennootschap hoofdelijk verbonden voor het tekort dat door de verkrijging is ontstaan. De vervreemder van de aandelen die wist of redelijkerwijs behoorde te voorzien dat de vennootschap na de verkrijging niet zou kunnen voortgaan met het betalen van haar opeisbare schulden is jegens de vennootschap gehouden tot vergoeding van het tekort dat door de verkrijging van zijn aandelen is ontstaan, voor ten hoogste de verkrijgingsprijs van de door hem vervreemde aandelen, met inachtneming van het bepaalde in de wet.

9.5 De vorige leden gelden niet voor aandelen die de vennootschap onder algemene titel verkrijgt.

9.6 Verkrijging van aandelen ten laste van de in lid 3 van dit artikel bedoelde reserves is nietig. De bestuurders zijn hoofdelijk aansprakelijk jegens de vervreemder te goeder trouw die door de nietigheid schade lijdt.

9.7 Onder het begrip 'aandelen' in dit artikel zijn certificaten begrepen.

Kapitaalvermindering

Artikel 10

Met inachtneming van artikel 4 lid 2 van deze statuten, kan de algemene vergadering besluiten tot vermindering van het geplaatste kapitaal door intrekking van aandelen of door de nominale waarde van aandelen bij statutenwijziging te verminderen. Dit besluit heeft geen gevolgen zolang het bestuur geen goedkeuring heeft verleend. De bepalingen van artikel 2:208 alsmede de leden 2 tot en met 4 van artikel 2:216 Burgerlijk Wetboek zijn van overeenkomstige toepassing op vorenbedoeld besluit.

<u>Levering van aandelen en certificaten. Beperkte rechten</u>

<u>Artikel 11</u>

11.1 Voor de levering van een aandeel of de levering – daaronder begrepen de vestiging en het doen van afstand – van een beperkt recht op een aandeel, is vereist een daartoe bestemde, ten overstaan van een in Nederland gevestigde notaris verleden akte, waarbij de betrokkenen partij zijn.

11.2 De levering overeenkomstig lid 1 van dit artikel, werkt mede van rechtswege tegenover de vennootschap. Behoudens in het geval dat de vennootschap zelf bij de rechtshandeling partij is, kunnen de aan het aandeel verbonden rechten eerst worden uitgeoefend nadat de vennootschap de rechtshandeling heeft erkend of de notariële akte aan haar is betekend overeenkomstig het dienaangaande in de wet bepaalde.

11.3 Het bepaalde in lid 2 van dit artikel vindt overeenkomstig toepassing op de levering van certificaten waaraan vergaderrechten zijn verbonden.

11.4 Een aandeelhouder kan op een of meer van zijn aandelen een vruchtgebruik of een pandrecht vestigen.

11.5 De aandeelhouder heeft het stemrecht op de aandelen waarop het vruchtgebruik of pandrecht is gevestigd. Het stemrecht kan aan de vruchtgebruiker of de pandhouder worden toegekend, indien dit bij de vestiging van het vruchtgebruik of pandrecht is bepaald of nadien schriftelijk tussen de aandeelhouder en vruchtgebruiker of pandhouder is overeengekomen, mits zowel deze bepaling als - bij overdracht van het vruchtgebruik of indien een ander in de rechten van de pandhouder treedt - de overgang van het stemrecht is goedgekeurd door de algemene vergadering.

11.6 Het bepaalde in lid 2 van dit artikel vindt overeenkomstig toepassing op de in lid 5 van dit artikel bedoelde schriftelijke overeenkomst.

<u>Overdraagbaarheid van aandelen</u>

<u>Artikel 12</u>

Aandelen kunnen vrijelijk en zonder beperkingen als bedoeld in artikel 2:195 Burgerlijk Wetboek worden overgedragen.

<u>Bestuur</u>

Artikel 13

13.1 Het bestuur bestaat uit een door de algemene vergadering vast te stellen aantal van één (1) of meer bestuurders. Iedere bestuurder van de vennootschap heeft de titel van directeur.

13.2 De bestuurders worden benoemd door de algemene vergadering.

13.3 Met een bestuurder wordt voor de toepassing van de artikelen 9 lid 4, 10 en 23 lid 3 van deze statuten gelijkgesteld degene die het beleid van de vennootschap heeft bepaald of mede heeft bepaald, als ware hij bestuurder met dezelfde verantwoordelijkheden en aansprakelijkheden

Schorsing en ontslag

Artikel 14

14.1 Iedere bestuurder kan te allen tijde door de algemene vergadering worden geschorst of ontslagen.

14.2 Elke schorsing kan één (1) of meer malen worden verlengd doch in totaal niet langer duren dan drie (3) maanden De schorsing eindigt na verloop van die tijd, tenzij een besluit is genomen omtrent de opheffing van de schorsing of het ontslag van de bestuurder voor het eind van voornoemde periode.

Bezoldiging

Artikel 15

De bezoldiging en de verdere arbeidsvoorwaarden van iedere bestuurder worden vastgesteld door de algemene vergadering

Bestuurstaak

Artikel 16

16.1 Het bestuur is, behoudens beperkingen volgens deze statuten en met inachtneming van het bepaalde in de wet, belast met het besturen van de vennootschap.

16.2 Het bestuur kan een reglement vaststellen waarin regels worden gegeven omtrent de wijze van besluitvorming.

16.3 Het bestuur kan bij een taakverdeling bepalen met welke taak iedere bestuurder in het bijzonder zal zijn belast.

16.4 Het bestuur moet zich gedragen naar de aanwijzingen van de algemene vergadering.

Het bestuur is gehouden deze aanwijzingen op te volgen, tenzij deze in strijd zijn met het belang van de vennootschap en de met haar verbonden onderneming.

Bestuursvergaderingen

Artikel 17

17.1 Het bestuur vergadert zo dikwijls als een bestuurder een vergadering verzoekt.

17.2 Tot vergaderingen van het bestuur kan schriftelijk worden opgeroepen door iedere bestuurder, onder vermelding van de te bespreken onderwerpen. Een dergelijke oproeping vindt plaats niet later dan vijf (5) dagen voor de dag van de vergadering.

17.3 Het verhandelde ter vergadering wordt zakelijk weergegeven in notulen vastgelegd.

17.4 Een bestuurder kan zich ter vergadering door een medebestuurder bij schriftelijke volmacht doen vertegenwoordigen.

17.5 Omtrent onderwerpen die niet zijn opgenomen in de agenda, in de schriftelijke oproeping of welke niet op dezelfde manier zijn aangekondigd of binnen de gestelde oproepingstermijn, kan niet wettig worden besloten, tenzij alle bestuurders ermee hebben ingestemd dat de besluitvorming over die onderwerpen plaatsvindt.

Besluitvorming bestuur. Tegenstrijdig belang

Artikel 18

18.1 Besluiten van het bestuur worden genomen met volstrekte meerderheid van de uitgebrachte stemmen. Iedere bestuurder heeft het recht één (1) stem uit te brengen. Bij staking van stemmen is het voorstel verworpen.

18.2 Een bestuurder die een direct of indirect persoonlijk belang heeft dat tegenstrijdig is met het belang van de vennootschap neemt niet deel aan de beraadslaging en besluitvorming. Wanneer hierdoor geen bestuursbesluit kan worden genomen, wordt het besluit genomen door de algemene vergadering of een daartoe door de algemene vergadering aangewezen orgaan, welk orgaan - ongeacht het bepaalde in dit lid - tevens het bestuur kan zijn.

18.3 Het bestuur kan buiten vergadering besluiten nemen mits alle bestuurders met deze wijze van besluitvorming instemmen en zich schriftelijk omtrent het voorstel hebben uitgelaten.

Vertegenwoordiging

Artikel 19

19.1 Het bestuur vertegenwoordigt de vennootschap. De bevoegdheid de vennootschap te vertegenwoordigen komt mede aan iedere bestuurder toe.

19.2 Het bestuur kan functionarissen met algemene of beperkte vertegenwoordigingsbevoegdheid aanstellen. Elk van hen vertegenwoordigt de vennootschap met inachtneming van de begrenzing aan zijn bevoegdheid gesteld. Hun titulatuur wordt door het bestuur bepaald.

<u>Goedkeuring bestuursbesluiten</u>

<u>Artikel 20</u>

20.1 De algemene vergadering is bevoegd besluiten van het bestuur aan haar goedkeuring te onderwerpen. Dergelijke besluiten dienen duidelijk omschreven te worden en schriftelijk aan het bestuur te worden meegedeeld.

20.2 Het ontbreken van goedkeuring als bedoeld in dit artikel tast de vertegenwoordigingsbevoegdheid van het bestuur of de bestuurders niet aan.

<u>Ontstentenis of belet</u>

<u>Artikel 21</u>

In geval van ontstentenis of belet van één (1) of meer bestuurders zijn de andere bestuurders of is de andere bestuurder tijdelijk met het bestuur van de vennootschap belast. In geval van ontstentenis of belet van alle bestuurders of van de enige bestuurder is de persoon die daartoe door de algemene vergadering wordt benoemd tijdelijk met het bestuur van de vennootschap belast.

<u>Boekjaar. Jaarrekening</u>

<u>Artikel 22</u>

22.1 Het boekjaar valt samen met het kalenderjaar.

22.2 Jaarlijks binnen vijf (5) maanden na afloop van het boekjaar, behoudens verlenging van deze termijn met ten hoogste zes (6) maanden door de algemene vergadering op grond van bijzondere omstandigheden, wordt door het bestuur een jaarrekening opgemaakt.

22.3 De jaarrekening wordt ondertekend door de bestuurders. Ontbreekt de ondertekening van één (1) of meer bestuurders, dan wordt daarvan onder opgave van reden melding gemaakt.

22.4 De algemene vergadering stelt de jaarrekening vast.

22.5 Een besluit tot vaststelling van de jaarrekening strekt niet tevens tot kwijting aan een bestuurder. De algemene vergadering kan besluiten tot het verlenen van gehele of gedeeltelijke kwijting aan één (1) of meer bestuurders.

Koninklijke Notariële Beroepsorganisatie

22.6 Indien alle aandeelhouders tevens bestuurder van de vennootschap zijn, geldt ondertekening van de jaarrekening door alle bestuurders tevens als vaststelling in de zin van lid 4 van dit artikel, mits alle overige vergadergerechtigden in de gelegenheid zijn gesteld om kennis te nemen van de opgemaakte jaarrekening en met deze wijze van vaststelling hebben ingestemd zoals bedoeld in artikel 31 lid 1 van deze statuten. In afwijking van lid 5 van dit artikel strekt deze vaststelling tevens tot kwijting aan de bestuurders.

22.7 De vennootschap zal, indien daartoe wettelijk verplicht, een daartoe gekwalificeerde accountant opdracht verlenen tot het onderzoek van de boeken De algemene vergadering is bevoegd de accountant aan te wijzen. In het geval de algemene vergadering niet tot aanwijzing overgaat, is het bestuur hiertoe bevoegd. De aanwijzing van de accountant kan met inachtneming van het in artikel 2:393 lid 2 Burgerlijk Wetboek bepaalde worden ingetrokken om gegronde redenen.

22.8 De wettelijke bepalingen zijn van toepassing op het jaarverslag, de additionele gegevens die moeten worden opgenomen, de accountantsverklaring en de openbaarmaking van het jaarverslag

<u>Winst</u>

<u>Artikel 23</u>

23.1 De algemene vergadering is bevoegd tot bestemming van de winst die door de vaststelling van de jaarrekening is bepaald en tot vaststelling van uitkeringen, voor zover het eigen vermogen groter is dan de reserves die de vennootschap krachtens de wet of de statuten moet aanhouden

23.2 Een besluit dat strekt tot uitkering heeft geen gevolgen zolang het bestuur geen goedkeuring heeft verleend. Het bestuur weigert slechts zijn goedkeuring indien het weet of redelijkerwijs behoort te voorzien dat de vennootschap na de uitkering niet zal kunnen voortgaan met het betalen van haar opeisbare schulden.

23.3 Indien de vennootschap na een uitkering niet kan voortgaan met de betaling van haar opeisbare schulden, zijn de bestuurders, met inachtneming van het bepaalde in de wet, hoofdelijk verbonden voor het tekort dat door de uitkering is ontstaan. Degene die de uitkering ontving terwijl hij wist of redelijkerwijs behoorde te voorzien dat de vennootschap na de uitkering niet zou kunnen voortgaan met het betalen van haar opeisbare schulden is jegens de vennootschap gehouden tot vergoeding van het tekort dat door de uitkering is ontstaan, ieder voor ten hoogste - het bedrag of de waarde van de door hem ontvangen uitkering met machtneming — van het bepaalde in de wet. ————————————————

23.4 Bij de berekening van iedere uitkering tellen de aandelen die de vennootschap in — haar kapitaal houdt, niet mee ————————————————

23.5 Bij de berekening van het bedrag, dat op ieder aandeel zal worden uitgekeerd, komt slechts het bedrag van de verplichte stortingen op het nominale bedrag van de —— aandelen in aanmerking. ————————————————

23 6 De vordering van een aandeelhouder om een uitkering te ontvangen, verloopt na — vijf (5) jaren. ————————————————

Algemene vergaderingen ————————————————

Artikel 24 ————————————————

24.1 Tijdens ieder boekjaar wordt ten minste eenmaal een algemene vergadering ——— gehouden ofwel overeenkomstig artikel 31 lid 1 van deze statuten besloten of —— wordt de jaarrekening vastgesteld met machtneming van het bepaalde in artikel 22 lid 6 van deze statuten. ————————————————

24.2 De agenda van de in lid 1 van dit artikel genoemde algemene vergadering vermeldt onder meer de volgende punten: ————————————————

a. het jaarverslag;————————————————

b. vaststelling van de jaarrekening;————————————————

c. het verlenen van kwijting aan de bestuurders voor het door hen in het ——— afgelopen boekjaar gevoerde bestuur; ————————————————

d. bestemming van het resultaat;————————————————

e. voorziening in eventuele vacatures; ————————————————

f. andere voorstellen door het bestuur, dan wel aandeelhouders en andere —— stemgerechtigden en/of vergadergerechtigden, mits deze aan de orde zijn —— gesteld en zijn aangekondigd met inachtneming van het bepaalde in artikel — 26 van deze statuten. ————————————————

Andere vergaderingen————————————————

Artikel 25 ————————————————

25.1 Onverminderd het bepaalde in artikel 24 lid 1 van deze statuten worden andere —— algemene vergaderingen gehouden zo dikwijls als het bestuur of een bestuurder —

zulks nodig acht.

25.2 Een of meer aandeelhouders, die alleen of gezamenlijk ten minste één honderdste (1/100) gedeelte van het geplaatste kapitaal vertegenwoordigen, kunnen aan het bestuur schriftelijk en onder nauwkeurige opgave van de te behandelen onderwerpen het verzoek richten een algemene vergadering bijeen te roepen. Het bestuur treft de nodige maatregelen, opdat de algemene vergadering binnen vier (4) weken na het verzoek kan worden gehouden, tenzij een zwaarwichtig belang van de vennootschap zich daartegen verzet.

25.3 Voor de toepassing van dit artikel worden met aandeelhouders gelijk gesteld andere vergadergerechtigden.

<u>Oproeping. Agenda</u>

<u>Artikel 26</u>

26.1 De algemene vergaderingen worden onverminderd het bepaalde in artikel 25 lid 2 van deze statuten bijeengeroepen door het bestuur of een bestuurder.

26.2 De oproeping geschiedt schriftelijk aan de adressen volgens het register van aandeelhouders met inachtneming van het bepaalde in artikel 5 lid 2 van deze statuten, niet later dan op de achtste (8^{e}) dag vóór die van de vergadering

26.3 Bij de oproeping worden de te behandelen onderwerpen vermeld. Onderwerpen die niet bij de oproeping zijn vermeld, kunnen nader worden aangekondigd met inachtneming van de in lid 5 van dit artikel gestelde vereisten

26 4 Aandeelhouders en andere vergadergerechtigden, tezamen vertegenwoordigend ten minste één honderdste (1/100) gedeelte van het geplaatste kapitaal, kunnen het bestuur verzoeken één (1) of meer onderwerpen te agenderen voor behandeling op de eerstkomende algemene vergadering. Het bestuur dient tot agendering hiervan over te gaan, tenzij een zwaarwegend belang van de vennootschap zich daartegen verzet. Indien de oproeping als bedoeld in lid 2 van dit artikel voor de eerstkomende vergadering reeds is verzonden en er minder dan dertig (30) dagen zijn gelegen tussen het agenderingsverzoek en de dag van de eerstkomende vergadering, vindt agendering van de aangemelde onderwerpen plaats op de daarna volgende vergadering.

26.5 Omtrent onderwerpen die niet zijn opgenomen in de agenda, in de oproepingsbrief of welke niet op dezelfde manier zijn aangekondigd of binnen de gestelde oproepingstermijn, kan niet wettig worden besloten, tenzij alle vergadergerechtigden ermee hebben ingestemd dat de besluitvorming over die onderwerpen plaatsvindt en de bestuurders voorafgaand aan de besluitvorming in de gelegenheid zijn gesteld om advies uit te brengen.

Plaats van de algemene vergaderingen

Artikel 27

Algemene vergaderingen worden gehouden in de gemeente waar de vennootschap haar statutaire zetel heeft, in de gemeente waar de vennootschap haar hoofdvestiging heeft, dan wel in de gemeente Haarlemmermeer (Luchthaven Schiphol). Een algemene vergadering kan elders worden gehouden, mits alle vergadergerechtigden hebben ingestemd met de plaats van de vergadering en de bestuurders voorafgaand aan de besluitvorming in de gelegenheid zijn gesteld om advies uit te brengen.

Voorzitterschap. Notulen

Artikel 28

28.1 De algemene vergadering voorziet zelf in haar voorzitterschap. De voorzitter wijst een secretaris aan

28.2 Van het verhandelde in elke algemene vergadering worden notulen gehouden door de secretaris. De notulen worden vastgesteld door de voorzitter en de secretaris en ten blijke daarvan door hen ondertekend.

28.3 De voorzitter of degene die de vergadering heeft belegd, kan bepalen dat van het verhandelde een notarieel proces-verbaal van vergadering wordt opgemaakt Het proces-verbaal wordt mede door de voorzitter ondertekend.

28.4 Het bestuur houdt aantekening van de besluiten van de algemene vergadering, welke ten kantore van de vennootschap ter inzage liggen voor de aandeelhouders en andere vergadergerechtigden. Aan ieder van de aandeelhouders en vergadergerechtigden wordt desgevraagd een afschrift of uittreksel van deze aantekeningen verstrekt tegen ten hoogste de kostprijs

28.5 Indien het bestuur ter vergadering niet is vertegenwoordigd, draagt de voorzitter van de vergadering ervoor zorg dat aan het bestuur zo spoedig mogelijk na de vergadering een afschrift van de genomen besluiten wordt verstrekt.

Vergaderrecht. Toegang

Artikel 29

29 1 Het vergaderrecht komt toe aan aandeelhouders, aan houders van certificaten waaraan vergaderrecht is verbonden en aan vruchtgebruikers en pandhouders die stemrecht hebben. Vruchtgebruikers en pandhouders die geen stemrecht hebben, hebben geen vergaderrecht tenzij bij de vestiging of overdracht van het vruchtgebruik of pandrecht anders is bepaald.

29.2 Iedere vergadergerechtigde of zijn vertegenwoordiger, die ter vergadering aanwezig is, moet de presentielijst tekenen.

29.3 Iedere vergadergerechtigde of zijn vertegenwoordiger, die door middel van een elektronisch communicatiemiddel aan de algemene vergadering deelneemt, wordt door de voorzitter van de vergadering geïdentificeerd op de wijze als bepaald in de voorwaarden als bedoeld in lid 6 van dit artikel. De naam van de vergadergerechtigde en de naam van zijn eventuele vertegenwoordiger, die door middel van een elektronisch communicatiemiddel aan de algemene vergadering deelneemt, wordt aan de presentielijst toegevoegd.

29.4 De bestuurders hebben als zodanig in de algemene vergadering een raadgevende stem.

29.5 Omtrent toelating van andere dan de hiervoor in dit artikel genoemde personen beslist de algemene vergadering.

29.6 Het bestuur kan bepalen dat een vergadergerechtigde of zijn vertegenwoordiger tevens bevoegd is om door middel van een elektronisch communicatiemiddel aan de algemene vergadering deel te nemen, daarin het woord te voeren en, voor zover mogelijk, het stemrecht uit te oefenen Het bestuur stelt de voorwaarden voor elektronische deelname aan de vergadering als bedoeld in de vorige volzin vast en maakt deze bij de oproeping bekend. Deze voorwaarden bevatten in ieder geval de wijze waarop de vergadergerechtigde of zijn vertegenwoordiger (i) via het elektronische communicatiemiddel kan worden geïdentificeerd, (ii) rechtstreeks kan kennisnemen van de verhandelingen ter vergadering en (iii) voor zover mogelijk, het stemrecht kan uitoefenen.

<u>Besluitvorming algemene vergadering</u>

<u>Artikel 30</u>

30.1 Voor zover de wet of deze statuten geen grotere meerderheid voorschrijven, worden alle besluiten genomen met volstrekte meerderheid van de uitgebrachte stemmen.

30.2 Elk aandeel geeft recht op één (1) stem. Voor een aandeel dat toebehoort aan de vennootschap of aan een dochtermaatschappij kan in de algemene vergadering geen stem worden uitgebracht, evenmin voor een aandeel waarvan een hunner de certificaten houdt.

30.3 Staken de stemmen bij verkiezing van personen, dan beslist het lot. Staken de stemmen bij een andere stemming dan is het voorstel verworpen.

30.4 Blanco stemmen en nietige stemmen gelden als niet uitgebracht.

30.5 De voorwaarden als bedoeld in artikel 29 lid 6 van deze statuten vermelden op welke wijze een aandeelhouder of zijn vertegenwoordiger via een elektronisch communicatiemiddel aan de stemming kan deelnemen.

<u>Besluitvorming buiten vergadering</u>

<u>Artikel 31</u>

31.1 Besluitvorming van aandeelhouders kan op andere wijze dan in vergadering geschieden, mits alle vergadergerechtigden met deze wijze van besluitvorming hebben ingestemd. De bestuurders worden voorafgaand aan de besluitvorming in de gelegenheid gesteld om advies uit te brengen.

31.2 Ingeval van besluitvorming buiten vergadering, worden de stemmen schriftelijk uitgebracht. Aan het vereiste van schriftelijkheid van de stemmen wordt tevens voldaan indien het besluit, onder vermelding van de wijze waarop ieder van de aandeelhouders heeft gestemd, schriftelijk is vastgelegd.

<u>Statutenwijziging</u>

<u>Artikel 32</u>

De algemene vergadering is bevoegd te besluiten tot wijziging van de statuten. Wanneer aan de algemene vergadering een voorstel tot statutenwijziging wordt gedaan, moet zulks steeds bij de oproeping van de algemene vergadering worden vermeld en moet tegelijkertijd een afschrift van het voorstel waarin de voorgedragen wijziging woordelijk is opgenomen, ten kantore van de vennootschap ter inzage worden gelegd voor aandeelhouders en andere vergadergerechtigden tot de afloop van de vergadering.

<u>Ontbinding en vereffening</u>

<u>Artikel 33</u>

33.1 De vennootschap wordt ontbonden door een besluit van de algemene vergadering.

KONINKLIJKE NOTARIËLE BEROEPSORGANISATIE

Wanneer aan de algemene vergadering een voorstel tot ontbinding wordt gedaan, moet dat bij de oproeping tot de vergadering worden vermeld.

33.2 Indien de vennootschap wordt ontbonden, worden de bestuurders vereffenaars van het vermogen van de ontbonden vennootschap tenzij de algemene vergadering andere personen daartoe aanwijst

33.3 De vereffenaars hebben dezelfde bevoegdheden, plichten en aansprakelijkheden als bestuurders, voor zover deze verenigbaar zijn met hun taak als vereffenaar.

33.4 Hetgeen na voldoening van de schulden is overgebleven wordt uitgekeerd aan de aandeelhouders naar evenredigheid van het gezamenlijk nominaal bedrag van ieders aandelen.

33.5 Nadat de vennootschap heeft opgehouden te bestaan worden de boeken, bescheiden en andere gegevensdragers gedurende zeven (7) jaren bewaard door degene die daartoe door de algemene vergadering is aangewezen.

<u>SLOTVERKLARINGEN</u>

Ten slotte verklaarde de verschijnende persoon namens de Oprichter:

a. Het bij de oprichting geplaatste kapitaal bedraagt eenhonderd Amerikaanse dollar (USD 100,00) bestaande uit eenhonderd (100) aandelen, genummerd 1 tot en met 100.
In het geplaatste kapitaal neemt de Oprichter deel voor eenhonderd (100) aandelen. De plaatsing geschiedt a pari.
Het geplaatste kapitaal is in geld volgestort. Storting in een andere geldeenheid, dan die waarin het nominale bedrag van de aandelen luidt, is toegestaan. De vennootschap aanvaardt de stortingen op de bij de oprichting geplaatste aandelen.

b. Voor de eerste maal worden tot directeuren van de vennootschap benoemd.
   - **Eric Charles Schwartz**, geboren te Illinois, Verenigde Staten van Amerika op dertien september negentienhonderd zesenzestig; en
   - **Phillip Leo Konieczny**, geboren te Californië, Verenigde Staten van Amerika op achttien september negentienhonderd vierenzeventig

c. Het eerste boekjaar van de vennootschap eindigt op éénendertig december tweeduizend zestien.

d. Het adres van de vennootschap is Amstelplein 1, Rembrandt Toren, 7e etage, 1096 HA Amsterdam

BAKER & MCKENZIE

De in deze akte gebruikte onderstreepte opschriften zijn slechts indicatief bedoeld.

Van de volmacht aan de verschijnende persoon blijkt uit één (1) onderhandse akte van volmacht welke aan deze akte is gehecht

De verschijnende persoon is mij, notaris, bekend.

WAARVAN AKTE,

verleden te Amsterdam op de datum in het hoofd van deze akte gemeld. De zakelijke inhoud van deze akte is aan de verschijnende persoon opgegeven en toegelicht De verschijnende persoon heeft verklaard op volledige voorlezing van de akte geen prijs te stellen, tijdig voor het verlijden van de inhoud van deze akte te hebben kennis genomen en met de inhoud in te stemmen. Deze akte is beperkt voorgelezen en onmiddellijk daarna ondertekend, eerst door de verschijnende persoon en vervolgens door mij, notaris.

(Volgt ondertekening)

<u>UITGEGEVEN VOOR AFSCHRIFT</u>

mr K.F. Tan
NOTARIS TE AMSTERDAM

20150557.01/GIK/PRL

POWER OF ATTORNEY

THE UNDERSIGNED:

Equinix (Luxembourg) Investments S.à r.l., a company organized and existing under the laws of Luxembourg, with registered address at 43, Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg and registered with the Registre de Commerce et des Sociétés under number B157.466,

HEREWITH GRANTS:

power of attorney to each (candidate) civil-law notary, lawyer and/or paralegal of Baker & McKenzie Amsterdam N.V. (each, an "**Attorney**"),

ON BEHALF OF THE UNDERSIGNED:

- to incorporate a private company with limited liability under the laws of the Netherlands with the name **Equinix (EMEA) Holdings B.V.**, or any other name as approved by the undersigned (the "**Company**"),
- to appear before a civil-law notary and to execute and sign the notarial deed of incorporation of the Company, such substantially in conformity with a draft deed drawn up by Baker & McKenzie Amsterdam N.V., marked 20150557.01/GIK/PRL,

and to perform all acts and to sign all instruments and resolutions, and to make the necessary filings that the Attorney deems reasonably necessary in connection with the aforementioned.

The undersigned declares to have timely received the aforementioned draft deed, to have taken note of its contents and to have been informed of the consequences of the execution of the deed.

The undersigned undertakes to ratify or confirm anything which the Attorney shall do or lawfully purport to do by virtue of this instrument, and shall indemnify Baker & McKenzie Amsterdam N.V., the Attorney and any substitute and keep them indemnified and held harmless against any losses, suits, claims, demands, obligations, liabilities and damages which may be suffered or incurred arising out of the exercise of the powers pursuant to this instrument.

The Attorney or any substitute may also act as the counterparty of the undersigned or as representative of the counterparty of the undersigned (*Selbsteintritt*).

The Attorney has the power to grant this power of attorney to a third party (*substitution*).

This power of attorney may only be revoked by written notification to the civil-law notary handling this matter.

This power of attorney is governed by the laws of the Netherlands.

Signed in Luxembourg on 22 July 2015.

Equinix (Luxembourg) Investments S.à r.l.

By: Peter Waters

Title: Category A manager

KONINKLIJKE NOTARIËLE BEROEPSORGANISATIE

BAKER & MCKENZIE

The undersigned:

Kim Francis Tan, a civil-law notary in Amsterdam, the Netherlands, declares that the attached document is a fair English translation of the deed of incorporation of the private company with limited liability. **Equinix (EMEA) Holdings B.V.**, with its corporate seat in Amsterdam, the Netherlands, executed on July 27, 2015.

In this translation an attempt has been made to be as literal as possible without jeopardizing the overall continuity. Inevitably, differences may occur in translation, and if so the Dutch text will govern by law.

mr K.F. Tan
NOTARIS TE AMSTERDAM

Baker & McKenzie

Baker & McKenzie Amsterdam N.V.
Attorneys at law, Tax advisors
and Civil-law notaries

P.O Box 2720
1000 CS Amsterdam
The Netherlands

Tel: +31 20 551 7555
www.bakermckenzie.nl

20150557.01/GIK/PRL

<u>INCORPORATION</u>
<u>EQUINIX (EMEA) HOLDINGS B.V.</u>

On this day, the twenty-seventh day of July two thousand fifteen, appeared before me, Kim Francis Tan, civil-law notary in Amsterdam, the Netherlands (the "**notary**"): Priscilla Melissa Phyllicia Lont, born in Rotterdam, the Netherlands, on the nineteenth day of March nineteen hundred and eighty seven, for the purpose hereof electing as her domicile the office of the notary (Claude Debussylaan 54, 1082 MD Amsterdam, the Netherlands), here acting upon a written power of attorney granted by: **Equinix (Luxembourg) Investments S.à r.l.**, a company organized and existing under the laws of Luxembourg, with registered address at 43, Boulevard du Prince Henri, L-1724 Luxembourg, Luxembourg and registered with the Registre de Commerce et des Sociétés under number B157466 (the "**Incorporator**").
The appearing person declared to incorporate a private company with limited liability for and on behalf of the Incorporator, which shall be governed by the following.

ARTICLES OF ASSOCIATION

Definition of terms

Article 1

In these articles of association, the following terms have the following meanings.

a. general meeting: the corporate body of the company formed by the shareholders or, as the case may be, the meeting of the holders of a meeting right,

b depositary receipts: depositary receipts for shares in the company's capital,

c subsidiary a legal entity or company as referred to in article 2.24a Dutch Civil Code,

d annual accounts. the balance sheet and the profit and loss account, plus the explanatory notes thereto,

e. written/in writing in the form of any message transmitted and received in writing via any normal means of communication, including fax or e-mail,

f holder of a meeting right party who, pursuant to the law or these articles of association, holds a meeting right,

g. meeting right the right to attend and address the general meeting, either in person or by written proxy

Name and corporate seat

Article 2

2 1 The company's name is **Equinix (EMEA) Holdings B.V.**

2 2 The company has its corporate seat in Amsterdam, the Netherlands

Objects

Article 3

The objects of the company are:

a. to incorporate, conduct the management of, participate in and take any other financial interest in other companies and/or enterprises,

b to render administrative, technical, financial, economic or managerial services to other companies, persons and/or enterprises,

c to acquire, dispose of, manage and operate real property, personal property and other goods, including patents, trademark rights, licences, permits and other industrial property rights,

d to borrow and/or lend monies, provide security or guarantee or otherwise warrant performance jointly and severally on behalf of others,

the foregoing whether or not in collaboration with third parties and inclusive of the performance and promotion of all activities which directly and indirectly relate to those objects, all this in the broadest sense of the words.

Shares and depositary receipts

Article 4

4 1 The company has an issued share capital divided into one (1) or more shares.

4.2 At least one (1) share must be held by a party other than the company or one (1) of its subsidiaries and for a purpose other than to benefit the company or one (1) of its subsidiaries

4.3 The shares have a nominal value of one United States dollar (USD 1 00) each.

4 4 All shares are registered and are numbered consecutively from 1 onwards No share certificates shall be issued. Attached to each share is a voting right, a meeting right and a right to share in the company's profits and reserves, in accordance with the provisions of these articles of association.

4 5 No meeting right is attached to depositary receipts In deviation of the provision in the preceding sentence, the general meeting is authorized to attach or to cancel the meeting right in relation to one (1) or more depositary receipts

Shareholders' register

Article 5

5 1 The company's board of managing directors shall keep a register in which the names and addresses of all the shareholders are recorded, specifying the date on which they acquired their shares, the date of acknowledgment by or service upon the company, the type or class of the shares and the amount paid up on each share. Should a shareholder be exempt from an obligation, requirement or suspension of rights as defined in article 2.192 paragraph 1 Dutch Civil Code under the articles of association, that exemption shall be noted The register shall also contain the names and addresses of all holders of a usufruct or right of pledge on shares, specifying the date on which they acquired such usufruct or right of pledge, the date of acknowledgment by or service upon the company and the rights attached to the shares which are vested in them in accordance with articles 11 and 29 of these articles of association. The names and addresses of the holders of depositary

receipts to which a meeting right is attached shall be recorded in the register, specifying the date on which the meeting right was attached to their depositary receipts and the date of acknowledgement by or service upon the company.

5.2 Shareholders and others whose details must be included in the shareholders' register pursuant to paragraph 1 of this article shall provide the board of managing directors with the required details in a timely fashion. If an electronic address is also provided for inclusion in the shareholders' register, such provision shall be deemed the permission of the relevant shareholder or other holder of a meeting right to be sent all notifications and announcements, as well as convocations to general meetings, by electronic means.

5.3 The register shall be updated regularly and the grant of each release from liability for payments not yet made shall be recorded therein. All entries or notes in the register shall be signed by a managing director

5.4 Further to a request to that effect, the board of managing directors shall provide each shareholder, usufructuary, pledgee or holder of a depositary receipt to which a meeting right is attached with an extract from the register relating to its entitlement to its share or depositary receipt, free of charge If a usufruct or right of pledge has been created on a share, the extract will specify to whom the rights referred to in articles 11 and 29 of these articles of association accrue.

5.5 The board of managing directors shall make the register available at the company's offices for inspection by the shareholders as well as by the usufructuaries or pledgees to whom the rights referred to in articles 11 and 29 of these articles of association accrue as well as to holders of depositary receipts to which is attached a meeting right. The particulars in the register in respect of shares which have not been paid up in full shall be available for public inspection and a copy or an extract of such particulars shall be provided at no more than cost

<u>Issue of shares</u>

<u>Article 6</u>

6.1 The company may only issue shares pursuant to a resolution of the general meeting The general meeting may delegate its powers in this respect to another corporate body of the company and may revoke such delegation.

6.2 Paragraph 1 of this article shall apply *mutatis mutandis* to the granting of rights to subscribe for shares but will not apply to the issuing of shares to persons exercising a previously obtained right to subscribe for shares.

Conditions for issuing of shares. Pre-emptive rights

Article 7

7.1 Any resolution to issue shares shall also specify the issue price and any further conditions in connection with the issue. The issuing of shares shall require a notarial deed to be executed for that purpose before a civil-law notary practicing in the Netherlands, to which those involved are party.

7.2 With due observance of the restrictions stipulated by law, each shareholder shall have a pre-emptive right on any further share issue, in proportion to the aggregate amount of his shares.

7.3 Shareholders shall have a similar pre-emptive right with respect to the granting of rights to subscribe for shares.

7.4 The pre-emptive rights may be limited or suspended for each single issue by the corporate body of the company authorized to issue shares.

Payment on shares

Article 8

8.1 On subscription for a share, payment must be made of its nominal value. The company may require that the nominal value or a part thereof must first be paid after a certain period of time or after the company has requested such payment.

8.2 Payment on a share must be made in cash unless another form of contribution has been agreed. The company's permission is required to pay on shares in a currency other than that in which the nominal value of the shares is denominated.

Acquisition of shares by the company in its own capital

Article 9

9.1 The company may only acquire shares in its own capital pursuant to a resolution of the board of managing directors.

9.2 Any acquisition by the company of shares in its own capital that are not fully paid up shall be null and void.

9.3 Unless it acquires such shares free of charge, the company may not acquire fully paid-up shares in its own capital if the amount of its equity, less the acquisition price, is less than the reserves that the company must maintain by law or pursuant to these articles of association or if the board of managing directors knows or could reasonably be expected to foresee that the acquisition would make the company unable to continue paying any of its due and payable debts.

9.4 If, after making such an acquisition that was not made free of charge, the company is unable to continue paying its due and payable debts, the managing directors shall, subject to the provisions of law, be jointly and severally liable to the company for the shortfall created by the acquisition. A party disposing of shares who knows or could reasonably be expected to foresee that the acquisition would make the company unable to continue paying any of its due and payable debts shall be liable to the company for payment of the shortfall created by the acquisition of that party's shares, with said liability not to exceed the acquisition price of the shares it disposed to the company and with due observance of the provisions of law

9.5 The provisions in the preceding paragraphs shall not apply to shares acquired by the company by operation of law

9 6 Any acquisition of shares at the expense of the reserves referred to in paragraph 3 of this article shall be null and void. The managing directors shall be jointly and severally liable to a good faith seller of shares who incurs a loss as a result of a sale being declared null and void.

9 7 The term 'shares' as used in this article shall be taken to include depositary receipts.

<u>Capital reduction</u>

<u>Article 10</u>

With due observance of article 4 paragraph 2 of these articles of association, the general meeting may resolve to reduce the issued capital of the company, either by a cancellation of shares or by a reduction of the nominal value of the shares by means of an amendment of the articles of association Such resolution shall have no effect as long as it has not been approved by the board of managing directors The provisions of article 2 208, as well as article 2.216 paragraphs 2 up to and including 4 Dutch Civil Code shall apply accordingly to the aforementioned resolution.

<u>Transfer of shares and depositary receipts. Restricted rights</u>

<u>Article 11</u>

11 1 The transfer of shares and the transfer – including the creation and disposal – of

any restricted rights attached to shares shall require a notarial deed to be executed for that purpose before a civil-law notary practicing in the Netherlands, to which those involved are party

11.2 The transfer in accordance with paragraph 1 of this article will also be valid vis-à-vis the company by operation of law Unless the company is a party to the legal act, the rights attached to shares cannot be exercised until the company either acknowledges the legal act or the notarial deed has been served upon the company in accordance with the relevant statutory provisions

11.3 The provisions of paragraph 2 of this article shall apply *mutatis mutandis* to the transfer of depositary receipts to which a meeting right is attached.

11.4 A shareholder may create a usufruct or right of pledge on one or more of his shares.

11.5 The voting right attached to the shares encumbered with a usufruct or right of pledge shall be vested in the shareholder The voting right may be vested in the usufructuary or pledgee if this is stipulated on the establishment of the usufruct or right of pledge or if this is agreed afterwards in writing between the shareholder and the usufructuary or pledgee, provided that both this provision and – in the case of a transfer of the usufruct or if another party succeeds to the rights of the pledgee – the transfer of the voting right is approved by the general meeting

11.6 The provisions of paragraph 2 of this article shall apply *mutatis mutandis* to a written agreement as referred to in paragraph 5 of this article, above.

Transferability of shares

Article 12

Shares can be transferred freely and without any restrictions as referred to in article 2.195 Dutch Civil Code.

Board of managing directors

Article 13

13.1 The board of managing directors consists of one (1) or more managing directors, with the actual number being determined by the general meeting Each managing director of the company has the title of director (*directeur*)

13.2 The managing directors are appointed by the general meeting.

13.3 For the purposes of article 9 paragraph 4, article 10 and article 23 paragraph 3 of these articles of association, a person who has determined or co-determined the company's policies as if he or she were a managing director shall be considered equivalent to a managing director, including the same responsibilities and liabilities

Suspension and dismissal

Article 14

14 1 The general meeting is authorized to suspend or dismiss a managing director from office at any time

14.2 Any such suspension may be extended once or more often, but will be limited to a total of three (3) months Such suspension shall expire on lapse of this period unless a resolution has been adopted either to lift the suspension or to dismiss the managing director prior to the end of this period.

Remuneration

Article 15

The general meeting determines the remuneration and other terms and conditions of employment of each managing director

Managerial duties

Article 16

16 1 Subject to the restrictions set forth in these articles of association and with due observance of the law, the board of managing directors is charged with the management of the company

16 2 The board of managing directors may adopt rules and regulations governing its decision-making process

16.3 The board of managing directors may make a division of duties, specifying the individual duties of each managing director

16 4 The board of managing directors must conduct itself in accordance with the instructions of the general meeting

The board of managing directors is obliged to follow these instructions unless the instructions are contrary to the best interests of the company and the enterprise affiliated with the company

Meetings of the board of managing directors

Article 17

17 1 The board of managing directors shall meet as often as a managing director

requests a meeting.

17.2 Each managing director is authorized to convene a meeting of the board of managing directors in writing, specifying the topics to be discussed. Such convocation shall take place no later than five (5) days prior to the day of the meeting

17.3 A summary reflection of the matters addressed at the meeting must be recorded in the minutes

17.4 A managing director may be represented at the meeting by a fellow managing director authorized by written power of attorney

17.5 No legally valid resolutions may be passed with regard to items that are not included in the agenda, the written convening notice or which have not been announced as prescribed or within the prescribed convocation term, unless the managing directors unanimously agree that resolutions on these items shall be passed.

<u>Resolutions of the board of managing directors. Conflict of interest</u>

<u>Article 18</u>

18.1 The board of managing directors adopts resolutions by an absolute majority of the votes cast. Each managing director has a right to cast one (1) vote. In the event the votes are equally divided, the proposal is rejected.

18.2 A managing director with a direct or indirect personal interest that conflicts with the company's interest may not take part in the deliberations or decision-making. If no resolution can be adopted by the board of managing directors as result thereof, such resolution must be adopted by the general meeting or by a corporate body as appointed by the general meeting for that purpose, which corporate body - notwithstanding the provisions of this paragraph - may also be the board of managing directors

18.3 The board of managing directors may adopt resolutions outside meetings provided that all its members have agreed with this method of decision-making and have expressed themselves regarding the proposal concerned in writing.

<u>Representative authority</u>

<u>Article 19</u>

19.1 The board of managing directors represents the company The authority to represent the company is also vested in each managing director individually

19.2 The board of managing directors may appoint officers with a limited or unlimited power of attorney Each officer will represent the company within the scope of his authority The officers' titles are determined by the board of managing directors.

Approval of board resolutions

Article 20

20 1 The general meeting is authorized to make subject to its approval resolutions by the board of managing directors. Any such resolution must be clearly described and reported to the board of managing directors in writing.

20 2 The absence of approval as defined in this article will not impair the representative authority of the board of managing directors or of the managing directors.

Absence, Inability to act

Article 21

If one or more managing director(s) is/are absent or unable to perform his/their duties, the remaining managing director or managing directors shall be temporarily charged with the management of the company In the event of the absence or inability to act of all the managing directors or the sole managing director, a person appointed for that purpose by the general meeting shall be temporarily charged with the management of the company

Financial year, Annual accounts

Article 22

22.1 The financial year corresponds with the calendar year

22.2 The board of managing directors is required to draw up the annual accounts within five (5) months of the end of the company's financial year, unless this period has been extended by a maximum of six (6) months by the general meeting on account of special circumstances

22.3 The annual accounts must be signed by the managing directors, if one or more of their signatures is missing, this shall be stated giving the reason therefore.

22 4 The general meeting adopts the annual accounts.

22.5 A resolution to adopt the annual accounts shall not automatically discharge a managing director The general meeting may resolve to grant one or more managing directors full or partial discharge.

22.6 If all of the shareholders are also managing directors of the company, the signing of the annual accounts by all of the managing directors shall also be considered an adoption as referred to in paragraph 4 of this article, provided that all of the other holders of a meeting right have been given the opportunity to take cognisance of the annual accounts in question and have indicated their assent to this method of adoption as referred to in article 31 paragraph 1 of these articles of association. Contrary to the provisions of paragraph 5 of this article, this adoption shall also constitute a discharge of the managing directors

22 7 If so required by law, the company shall instruct a qualified auditor to examine its accounts and records The general meeting is authorized to appoint the auditor If the general meeting fails to appoint the auditor, the board of managing directors is authorized to do so The appointment of the auditor may be withdrawn for good reasons with due observance of article 2.393 paragraph 2 Dutch Civil Code

22 8 The statutory provisions apply to the annual report, the additional data to be added, the auditor's report and the publication of the annual report.

<u>Profits</u>

<u>Article 23</u>

23 1 The general meeting is authorized to allocate the profit determined by adopting the annual accounts and to resolve on any distributions, to the extent that the company's equity exceeds the reserves that the company must maintain pursuant to the law or these articles of association.

23.2 A resolution intending a distribution shall not be effected until the board of managing directors approves such resolution. The board of managing directors shall withhold such approval only if it knows, or could reasonably be expected to foresee, that the distribution would make the company unable to continue paying any of its due and payable debts.

23.3 If, after making such a distribution, the company is unable to continue paying its due and payable debts, the managing directors shall, subject to the provisions of prevailing law, be jointly and severally liable to the company for the shortfall created by the distribution. A party receiving such distribution who knows or could reasonably be expected to foresee that the distribution would make the company unable to continue paying any of its due and payable debts shall be liable to the company for payment of the shortfall created by the distribution, with said liability not to exceed the amount of the distribution received by that party and with due observance of the provisions of prevailing law

23 4 In calculating the profit distribution, the shares held by the company in its own capital will not be taken into account

23.5 In calculating the amount to be distributed on each share, only the amount of the obligatory payments on the nominal amount of the shares will be taken into account.

23 6 A claim of a shareholder to receive a distribution expires after five (5) years.

<u>General meetings</u>

<u>Article 24</u>

24 1 At least once during each financial year, either a general meeting shall be held, or resolutions shall be passed in accordance with article 31 paragraph 1 of these articles of association, or the annual accounts shall be adopted with due observance of the provisions of article 22 paragraph 6 of these articles of association.

24.2 The agenda for such general meeting as mentioned in paragraph 1 of this article shall, among other things, include the following items

a. the annual report;

b adoption of the annual accounts,

c discharging the managing directors for the management they performed in the past financial year;

d. allocation of result;

e the filling of any vacancies;

f other proposals by the board of managing directors or shareholders or others entitled to cast votes and/or other holders of a meeting right, provided that these proposals have been raised and announced with due observance of the provisions of article 26 of these articles of association.

<u>Other meetings</u>

<u>Article 25</u>

25 1 Without prejudice to the provisions of article 24 paragraph 1 of these articles of association, other general meetings shall be held as often as the board of managing directors or a single managing director considers necessary

25.2 One or more shareholders who, alone or together, represent at least one one-hundredth (1/100) of the issued capital may submit a written request to the board of managing directors to convene a general meeting, provided that such request contains a detailed description of the items to be addressed at said meeting. The board of managing directors will take the steps necessary to ensure that the general meeting is held within four (4) weeks of its receipt of such request, except in the event of a countervailing substantial company interest.

25.3 For the purposes of the application of this article, shareholders shall be equated with other holders of a meeting right.

Convocation of meetings. Agenda

Article 26

26.1 General meetings are convened by the board of managing directors or a single managing director, without prejudice to the provisions laid down in article 25 paragraph 2 of these articles of association.

26.2 Convocation shall take place in writing to the addresses recorded in the register of shareholders with due observance of article 5 paragraph 2 of these articles of association and no less than on the eighth (8th) day prior to the day of the meeting.

26.3 The convening notice shall specify the matters to be addressed at the general meeting. Any matters not specified in the convening notice may be announced later, with due observance of the requirements of paragraph 5 of this article.

26.4 Shareholders and other holders of a meeting right who jointly represent at least one one-hundredth (1/100) part of the issued capital shall be entitled to request the board of managing directors to place one (1) or more matters on the agenda for the next general meeting. The board of managing directors shall place such matter(s) on the agenda except in the event of a countervailing substantial company interest. If the convening notice referred to in paragraph 2 of this article for the next meeting has already been sent out and there are fewer than thirty (30) days between the request for matters to be placed on the agenda and the day of the next meeting, the said matters shall be placed on the agenda for the meeting following that next meeting.

26.5 No legally valid resolutions may be passed with regard to items that are not included in the agenda, the written convening notice or which have not been announced as prescribed or within the prescribed convocation term, unless all holders of a meeting right have agreed with the decision-making on these items and the managing directors have been given the opportunity to advise on the items to be resolved upon prior to the adoption thereof

Venue for general meetings

Article 27

General meetings shall be held in the municipality in which the company has its corporate seat, its head office, or in the municipality of Haarlemmermeer (Schiphol Airport). A general meeting may be held elsewhere, provided that all holders of a meeting right have agreed with the meeting venue and the managing directors have been given the opportunity to advise on the items to be resolved upon prior to the adoption thereof.

Chair. Minutes.

Article 28

28.1 The general meeting shall appoint its own chairperson. The chairperson appoints a secretary

28.2 The secretary shall take minutes of the proceedings at each general meeting. The said minutes shall be confirmed and signed in evidence thereof by the chairperson and the secretary

28.3 The chairperson or the party who convened the meeting may resolve to have a notarial report made of the proceedings at the meeting. Such notarial report shall be co-signed by the chairperson.

28.4 The board of managing directors is required to keep records of the resolutions adopted by the general meeting and deposit them at the company's office for inspection by the shareholders and other holders of a meeting right. Upon request, each shareholder and holder of a meeting right will be provided with a copy of or excerpt from the records at no more than cost.

28.5 If the board of managing directors is not represented at a meeting, the chairperson of the meeting is responsible for ensuring that the board of managing directors is given a copy of the resolutions adopted as soon as possible after the meeting.

Meeting right. Right to attend

Article 29

29.1 A meeting right is allocated to shareholders, holders of depositary receipts for shares to which a meeting right is attached and to usufructuaries and pledgees who hold voting rights. Usufructuaries and pledgees who do not hold voting rights shall not have a meeting right unless provisions to the contrary were agreed upon the creation or transfer of the usufruct or right of pledge.

29.2 Each holder of a meeting right or its representative who attends a meeting must sign the attendance list.

29.3 Each holder of a meeting right or its representative participating in the general meeting by way of electronic means of communication shall be identified by the chairperson in the manner as stated in the terms and conditions mentioned in paragraph 6 of this article. The name of the holder of a meeting right and the name of any representative participating in the general meeting by way of electronic means of communication shall be added to the attendance list.

29.4 The managing directors have, in that capacity, an advisory vote at general meetings

29.5 The general meeting may resolve to allow persons, other than those referred to in this article, to attend general meetings of shareholders.

29.6 The board of managing directors may determine that a holder of a meeting right or its representative may attend and address general meetings, and, insofar as possible, exercise its voting right by electronic means of communication. The board of managing directors sets the terms and conditions for electronic participation to the meeting as mentioned in the previous sentence and announces those in the convening notice These conditions in any case encompass the method by which the holder of a meeting right or its representative can (i) be identified through the electronic means of communication, (ii) take direct cognisance of the proceedings at the meeting and (iii) insofar as possible, exercise its voting right.

Resolutions of the general meeting

Article 30

30.1 Resolutions are passed by an absolute majority of the votes cast, unless the law or these articles of association require a greater majority

30.2 Each share confers the right to cast one (1) vote. No votes may be cast during the general meeting for a share held by the company or any of its subsidiaries; nor for shares of which either of them holds the depositary receipts

30.3 If there is a tie in voting at the election of persons, a drawing of lots shall determine the issue. If there is a tie in voting on other matters, the proposal shall be considered rejected.

30.4 Blank votes and invalid votes will be deemed not to have been cast.

30.5 The conditions as referred to in article 29 paragraph 6 of these articles of association mention the manner in which a shareholder or its representative may participate in the voting by way of electronic means

Resolutions adopted outside a meeting

Article 31

31.1 Shareholder resolutions may be adopted outside meetings, provided that all holders of a meeting right have agreed with this method of decision-making The managing directors must be given the opportunity to advise on the items to be resolved upon prior to the adoption thereof

31.2 If resolutions are passed outside meetings, the votes shall be cast in writing The requirement that votes be cast in writing may also be satisfied if the resolution is adopted in writing and includes a statement of the method by which each of the shareholders cast its vote.

Amendment to the articles of association

Article 32

The general meeting is authorized to adopt a resolution to amend the articles of association. If a proposal to amend the articles of association is submitted to the general meeting, this must always be stated in the notice convening the general meeting and simultaneously a copy of the proposal containing the proposed amendment verbatim must be deposited at the company's office for inspection by the shareholders and other holders of a meeting right until the end of the meeting

Dissolution and liquidation

Article 33

33.1 The general meeting is authorized to adopt a resolution to dissolve the company If a resolution is to be proposed to the general meeting for dissolving the company, such shall be stated in the convening notice

33.2 In the event of the company being dissolved, the managing directors shall be the liquidators of the assets of the dissolved company, unless the general meeting appoints other persons to do so

33.3 The liquidators have the same powers, duties and liabilities as managing directors, insofar as such is compatible with their task as liquidator

33.4 Any surplus assets remaining after the company's debts have been settled shall be distributed to the shareholders in proportion to the aggregate nominal value of their individual shareholding.

33.5 After the company has ceased to exist, the company's accounts, records and other data carriers must be kept for seven (7) years by the person designated for that purpose by the general meeting.

FINAL PROVISIONS

Finally, the person appearing declared on behalf of the Incorporator

a. The company's issued capital on incorporation is one hundred United States dollar (USD 100 00), consisting of one hundred (100) shares, numbered 1 up to and including 100

   The Incorporator shall participate in the issued capital of the company by subscribing for one hundred (100) shares.

   The shares have been issued at par

   The issued shares have been fully paid up in cash. Shares may be paid up in a currency other than that in which the nominal value of the shares is denominated. The company accepts the payments for the shares issued upon its incorporation.

b The following persons are hereby appointed as the company's first managing directors

   - **Eric Charles Schwartz**, born in Illinois, United States of America on the thirteenth day of September nineteen hundred and sixty-six, and
   - **Phillip Leo Koniecmy**, born in California, United States of America on the eighteenth day of September nineteen hundred seventy-four

c The company's first financial year ends on the thirty-first day of December two thousand sixteen.

d. The address of the company is Amstelplein 1, Rembrandt Tower, 7th floor, 1096 HA Amsterdam, the Netherlands.

The underlined headings in this deed have been included for ease of reference only

The existence of the power of attorney to the appearing person appears from one (1) private instrument attached to this deed.

The appearing person is known to me, notary

WITNESSETH THIS DEED,

the original of which was drawn up and executed in Amsterdam, the Netherlands on the date in the first paragraph of this deed. The substance of this deed was stated and clarified to the appearing person. The appearing person declared to have taken note of the content of this deed timely before its execution, agreed to its content and did not require a full reading of this deed. Subsequently, after limited reading in accordance with the law, this deed was signed by the appearing person and me, notary

I, Cathryn Arnell, certify that this English translation is a true and accurate translation of the articles of association of Equinox (EMEA) Holdings B.V.

CATHRYN ARNELL

IN THE HIGH COURT OF JUSTICE **Claim number: 6379/2015**

CHANCERY DIVISION

COMPANIES COURT

Mr Chief **REGISTRAR ~~DERRETT~~ BAISTER**

2 OCTOBER 2015

HIGH COURT OF JUSTICE
02 OCT 2015
COMPANIES COURT

IN THE MATTER OF EQUINIX EUROPE LIMITED

and

IN THE MATTER OF

THE COMPANIES (CROSS-BORDER MERGERS) REGULATIONS 2007

ORDER

UPON THE APPLICATION by Part 8 Claim Form (the "**Claim Form**") of the above mentioned **Equinix Europe Limited** (the "**Company**")

AND UPON HEARING Counsel for the Company

AND UPON READING the said Claim Form and the evidence

IT IS ORDERED THAT the Company do have permission to convene a meeting of its sole shareholder for the purpose of considering and, if thought fit, approving a proposed merger of **Equinix (EMEA) Holdings B.V.** with and into the Company, such meeting to be convened and held in accordance with the provisions of the articles of association of the Company, save where otherwise agreed by all of the shareholders of the Company and subject to the requirements of the above-mentioned Regulations

AND THE COURT HEREBY ADJOURNS the Claim Form to a date to be fixed and directs that the evidence proposed to be relied on at the adjourned hearing be filed not later than 7 days prior to the date of that hearing

Claim number: 6379/2015

IN THE HIGH COURT OF JUSTICE
CHANCERY DIVISION
COMPANIES COURT

IN THE MATTER OF EQUINIX EUROPE LIMITED
AND
IN THE MATTER OF
THE COMPANIES (CROSS-BORDER MERGERS)
REGULATIONS 2007

ORDER

Baker & McKenzie LLP
100 New Bridge Street
London EC4V 6JA
England

Solicitors to the Claimant

Baker & McKenzie Services Ltd

100 New Bridge Street
London EC4V 6JA
United Kingdom

Tel +44 (0)20 7919 1000
Fax +44 (0)20 7919 1999
DX 233 Chancery Lane
www bakermckenzie com

08 October 2015

Our ref RAN/JKB

By hand

Claire Owen
Team Leader
Overseas Team
Companies House
4 Abbey Orchard Street
London
SW1P 3HT

Dear Claire

EQUINIX EUROPE LIMITED - CROSS BORDER MERGER - CB01 - RE SUBMISSION

We are acting for Equinix Europe Limited ("**EEL**") in relation to the cross-border merger of EEL with and into Equinix (EMEA) Holdings B V ("**EEHBV**") (the "**Merger**")

On Friday 2 October 2015, we submitted the following documents to Companies House

- Form CB01 in respect of the Merger, signed by Eric Schwartz on behalf of EEL,
- a copy of the Common Draft Terms in respect of the Merger (the "**CDT**"), and
- a copy of the court order, issued under Regulation 11 of the Companies (Cross-Border Mergers) Regulations 2007 (the "**UK Regulations**") granting EEL permission to convene a meeting of its sole shareholder for the purpose of considering and, if thought fit, approving the Merger (the "**Court Order**")

Following a telephone conversation with your colleague, Gaynor Morgan, on Wednesday 7 October 2015, I understand that the documents have been returned to us The reason for this being that the English translation of the articles of EEHBV, which were included as a schedule to the CDT, should have been certified as a true translation by a director of EEL This certification has now taken place

Unfortunately, we have not yet received the documents that have been returned Therefore, Gaynor confirmed that we could rely on copies of all the documents when re-submitting them to Companies House

Please find enclosed the following documents for re-submission

- a copy of the Form CB01, signed by Eric Schwartz on behalf of EEL, with an updated date of the shareholder meeting inserted,

- a copy of the CDT in respect of the Merger, including certification of the articles of EEHBV by Cathryn Arnell on behalf of EEL, and

- a copy of the Court Order

Please proceed to publish notice of the Merger in the London Gazette, in accordance with Regulation 12 of the UK Regulations

We would be grateful if you could please confirm to Jessica Bell (Jessica Bell@bakermckenzie com) as soon as you receive confirmation that the registration of the cross border merger has been finalised

Please acknowledge safe receipt of the enclosed documents by stamping and returning the attached copy of this letter to us in the addressed envelope provided

Please let us know if you have any questions regarding these documents

Yours faithfully

Jessica Bell.

Jessica Bell
Trainee Solicitor
+44 20 7919 1710
Jessica Bell@Bakermckenzie com

Encl