

## **PDCG (Operations) Limited**

Directors' Report and Unaudited

Financial Statements

Period Ended

31 December 2021

Company Number 12886772



## **PDCG (Operations) Limited**

### **Company Information**

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<b>Directors</b>	C Atkinson S P Berrill D E Childs M J Lynch N P On I Whitfield
<b>Company secretary</b>	N P On
<b>Registered number</b>	12886772
<b>Registered office</b>	5 Fleet Place London EC4M 7RD
<b>Accountants</b>	BDO LLP 3 Hardman Street Manchester M3 3AT

**PDCG (Operations) Limited**

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# **PDCG (Operations) Limited**

## **Directors' Report For the Period Ended 31 December 2021**

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The Directors present their report and the financial statements for the period ended 31 December 2021.

### **Principal activity**

The principal activity of the company is the provision of business services to group companies. The Company incorporated on 17th September 2020.

### **Directors**

The Directors who served during the period were:

C Atkinson (appointed 20 November 2020)  
S P Berrill (appointed 17 September 2020)  
D E Childs (appointed 15 October 2021)  
M J Lynch (appointed 17 September 2020)  
N P On (appointed 20 November 2020)  
I Whitfield (appointed 15 October 2021)

### **Directors' responsibilities statement**

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 elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. 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; 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 to 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.

### **Qualifying third party indemnity provisions**

The Company maintains a Directors and officers' liability insurance policy in respect of any legal costs that may be incurred against the Directors in dealing with any legal claims or investigations. The policy was in place throughout the year and up to the date of approval of the financial statements.

## **PDCG (Operations) Limited**


### **Directors' Report (continued) For the Period Ended 31 December 2021**

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#### **Small companies note**

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 16 August 2022 and signed on its behalf.

DocuSigned by:  
  
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**S P Berrill**  
Director

# **PDCG (Operations) Limited**

## **Chartered Accountants' Report to the Board of Directors on the Unaudited Financial Statements of PDCG (Operations) Limited as at 31 December 2021**

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In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of PDCG (Operations) Limited for the period ended 31 December 2021 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes from the company's accounting records and from information and explanations you have given us.

As a practising member firm of the Institute of Chartered Accountants in England and Wales (ICAEW), we are subject to its ethical and other professional requirements which are detailed at <https://www.icaew.com/regulation/a-z>.

It is your duty to ensure that PDCG (Operations) Limited has kept adequate accounting records and to prepare statutory accounts that give a true and fair view of the assets, liabilities, financial position and loss of PDCG (Operations) Limited. You consider that PDCG (Operations) Limited is exempt from the statutory audit requirement for the period.

We have not been instructed to carry out an audit or a review of the financial statements of PDCG (Operations) Limited. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the statutory accounts.

### **Use of our report**

This report is made solely to the board of directors of PDCG (Operations) Limited, as a body, in accordance with the terms of our engagement letter dated 26 April 2022. Our work has been undertaken solely to prepare for your approval the accounts of PDCG (Operations) Limited and state those matters that we have agreed to state to the board of directors of PDCG (Operations) Limited, as a body, in this report in accordance with ICAEW Technical Release TECH07/16AAF. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than PDCG (Operations) Limited and its board of directors as a body for our work or for this report.

**BDO LLP**

**BDO LLP**  
Chartered accountants  
Manchester  
United Kingdom  
Date: 18 August 2022

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

# **PDCG (Operations) Limited**

## **Statement of Comprehensive Income For the Period Ended 31 December 2021**

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	<b>Period ended 31 December 2021 £</b>
Administrative expenses	<b>(1,522,150)</b>
<b>Operating loss</b>	<b><u>(1,522,150)</u></b>
<b>Loss for the financial period</b>	<b><u><u>(1,522,150)</u></u></b>

There was no other comprehensive income for 2021.

The notes on pages 7 to 12 form part of these financial statements.

**PDCG (Operations) Limited**

Registered number:12886772

**Statement of Financial Position  
As at 31 December 2021**


	Note	2021 £
<b>Fixed assets</b>		
Investments	5	20
		<u>20</u>
<b>Current assets</b>		
Debtors: amounts falling due within one year	6	150,914
		<u>150,914</u>
Creditors: amounts falling due within one year	7	(1,673,083)
		<u>(1,673,083)</u>
<b>Net current liabilities</b>		<u>(1,522,169)</u>
<b>Total assets less current liabilities</b>		<u>(1,522,149)</u>
<b>Net liabilities</b>		<u>(1,522,149)</u>
<b>Capital and reserves</b>		
Called up share capital	8	1
Profit and loss account	9	(1,522,150)
		<u>(1,522,150)</u>
<b>Total equity</b>		<u>(1,522,149)</u>

The directors consider that the Company is entitled to exemption from audit under section 477 of the Companies Act 2006 and members have not required the Company to obtain an audit for the year in question in accordance with section 476 of the Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to entities subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 16 August 2022

DocuSigned by:  
  
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**S P Bernill**  
 Director

The notes on pages 7 to 12 form part of these financial statements.



## PDCG (Operations) Limited

### Statement of Changes in Equity For the Period Ended 31 December 2021

	Called up share capital	Profit and loss account	Total equity
	£	£	£
<b>Comprehensive income for the period</b>			
Loss for the period	-	(1,522,150)	(1,522,150)
<b>Total comprehensive income for the period</b>	-	(1,522,150)	(1,522,150)
<b>Contributions by and distributions to owners</b>			
Shares issued during the period	1	-	1
<b>Total transactions with owners</b>	1	-	1
<b>At 31 December 2021</b>	1	(1,522,150)	(1,522,149)

The notes on pages 7 to 12 form part of these financial statements.

# PDCG (Operations) Limited

## Notes to the Financial Statements For the Period Ended 31 December 2021

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### 1. General information

PDCG (Operations) Limited is a private company, limited by shares, incorporated in England and Wales under the Companies Act 2006. The Company is a wholly owned subsidiary of Pure Data Centres Group Limited, a company incorporated in the United Kingdom. Details of the ultimate holding company can be found in note 13 of these financial statements. The address of the registered office is given on the Company Information page and the nature of the company's operations and its principal activities are set out in the Directors' report. These financial statements represent the activity of PDCG (Operations) Limited, as a single entity, for the 15 month period following incorporation on 17th September 2020.

### 2. Accounting policies

#### 2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

All figures in the financial statements are in GBP and rounded to the nearest pound.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

#### 2.2 Financial Reporting Standard 101 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

This information is included in the consolidated financial statements of Pure Data Centres Group Limited as at 31 December 2021 and these financial statements may be obtained from the company secretary at, 5 Fleet Place, London, England, EC4M 7RD, the registered office.

# **PDCG (Operations) Limited**

## **Notes to the Financial Statements For the Period Ended 31 December 2021**

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### **2. Accounting policies (continued)**

#### **2.3 Going concern**

The Company is in its first period of operation and exists to provide services to other group entities. The immediate parent company is Pure Data Centres Group Limited, a company registered in England and Wales. Pure Data Centres Group Limited operates in many geographical areas and so is adequately placed to manage its business risks successfully despite the current economic climate.

As at 31 December 2021 the Company had net current liabilities of £1,522,149. The directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company's ultimate parent company has indicated its willingness to provide such support as is necessary to the Company to ensure its financial stability for a period no shorter than 12 months from the date of these accounts.

The directors have accordingly decided to prepare these accounts on a going concern basis.

#### **2.4 Pensions**

##### **Defined contribution pension plan**

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

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

#### **2.5 Valuation of investments**

Investments in subsidiaries are measured at cost less accumulated impairment.

#### **2.6 Debtors**

Short-term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

#### **2.7 Cash and cash equivalents**

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

#### **2.8 Creditors**

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

# PDCG (Operations) Limited

## Notes to the Financial Statements For the Period Ended 31 December 2021

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### 2. Accounting policies (continued)

#### 2.9 Financial instruments

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets and financial liabilities are initially measured at fair value.

#### **Financial assets**

All recognised financial assets are subsequently measured in their entirety at either fair value or amortised cost, depending on the classification of the financial assets.

#### **Fair value through profit or loss**

All of the Company's financial assets are subsequently measured at fair value at the end of each reporting period, with any fair value gains or losses being recognised in profit or loss to the extent they are not part of a designated hedging relationship. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset.

#### **Impairment of financial assets**

The Company always recognises lifetime ECL for trade receivables and amounts due on contracts with customers. The expected credit losses on these financial assets are estimated based on the Company's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date, including time value of money where appropriate. Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument.

#### **Financial liabilities**

#### **Fair value through profit or loss**

Financial liabilities are classified as at fair value through profit or loss, when the financial liability is held for trading, or is designated as at fair value through profit or loss. This designation may be made if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise, or the financial liability forms part of a group of financial instruments which is managed and its performance is evaluated on a fair value basis, or the financial liability forms part of a contract containing one or more embedded derivatives, and IFRS 9 permits the entire combined contract to be designated as at fair value through profit or loss. Any gains or losses arising on changes in fair value are recognised in profit or loss to the extent that they are not part of a designated hedging relationship.

#### **At amortised cost**

Financial liabilities which are neither contingent consideration of an acquirer in a business combination, held for trading, nor designated as at fair value through profit or loss are subsequently measured at amortised cost using the effective interest method. This is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or where appropriate a shorter period, to the amortised cost of a financial liability.

# PDCG (Operations) Limited

## Notes to the Financial Statements For the Period Ended 31 December 2021

### 2. Accounting policies (continued)

#### 2.10 Exemption from preparation of consolidated financial statements

The financial statements contain information about PDCG (Operations) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company has taken advantage of the exemption conferred by section 400 of the Companies Act 2006 not to produce consolidated financial statements as it is included in the UK consolidated accounts of Pure Data Centres Group Limited.

### 3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have had to make the following judgements:

Determine whether there are indicators of impairment of the fixed asset investments. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the assets.

### 4. Employees

The average monthly number of employees, including directors, during the period was 11.

### 5. Fixed asset investments

	Investments in subsidiary companies £
<b>Cost</b>	
Additions	20
At 31 December 2021	20

PDCG (Operations) Limited acquired 100% of the share capital in Pure DC Holdco 4 Limited on 9 December 2021, when the Company also acquired 100% of the share capital in Pure DC Limited.

#### Subsidiary undertakings

The following were subsidiary undertakings of the Company:

Name	Registered office	Class of shares	Holding
Pure DC Holdco 4 Limited	5 Fleet Place, London, EC4M 7RD	Ordinary	100%
Pure DC Limited	5 Fleet Place, London, EC4M 7RD	Ordinary	100%

# PDCG (Operations) Limited

## Notes to the Financial Statements For the Period Ended 31 December 2021

### 6. Debtors

	2021 £
Amounts owed by group undertakings	150,914
	<u>150,914</u>

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

### 7. Creditors: Amounts falling due within one year

	2021 £
Amounts owed to group undertakings	1,251,840
Other taxation and social security	52,421
Other creditors	11,727
Accruals	357,095
	<u>1,673,083</u>

Amounts owed to group undertakings are interest free and repayable on demand.

### 8. Share capital

	2021 £
<b>Allotted, called up and fully paid</b>	
1 Ordinary share of £1.00	<u>1</u>

On 17 September 2020 one ordinary share of £1 was issued to Pure Data Centres Group Limited, the parent company, at par.

### 9. Reserves

#### Share capital

Nominal value of share capital subscribed for.

#### Profit and loss account

All other net gains and losses not recognised elsewhere.

## **PDCG (Operations) Limited**

### **Notes to the Financial Statements For the Period Ended 31 December 2021**

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#### **10. Pension commitments**

The Company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pensions cost charge represents contributions payable by the Company to the fund and amounted to £46,999. Contributions totalling £10,174 were payable to the fund at the reporting date and are included in creditors.

#### **11. Related party transactions**

The Company has taken advantage of the exemption available under FRS 101 paragraph 8(k) whereby it has not disclosed transactions with the ultimate parent company or any wholly owned subsidiary undertaking of the group.

The smallest group in which the results of the Company are consolidated is that headed by Pure Data Centres Group Limited, a company incorporated in England and Wales with registration number 0813665. The address of Pure Data Centres Group Limited's registered office is 5 Fleet Place, London, England, ECM 7RD.

#### **12. Post balance sheet events**

On 25 March 2022 the Company acquired 100% of the share capital in PDCG (Ireland Holdco) Limited for the value of €1.

#### **13. Controlling party**

The ultimate controlling party is Watt EquityCo Sarl, an investment fund resident in Luxembourg and managed by Oaktree Capital Management LP.

The immediate parent company is Pure Data Centres Group Limited, a Company registered in England and Wales with company number 08413665. .

Copies of Pure Data Centres Group Limited consolidated financial statements can be obtained from the company secretary at 5 Fleet Place, London, England EC4M 7RD, the registered office.