Company Registration No. 3953678

1&1 Internet Limited

Report and Financial Statements

31 December 2014

Directors
C Bigata
R Hoffmann
S Yeoman

Auditors
Ernst & Young LLP
The Paragon
Counterslip
Bristol
BS1 6BX

Bankers
Lloyds TSB
39 Threadneedle Street
London EC2R 8AU

Solicitors
Lawdit Solicitors
1 Brunswick Place
Southampton
Hampshire SO15 2AN

Registered Office
Aquasulis House
10-14 Bath Road
Slough
Berkshire SL1 3SA

Registered No. 3953678

Strategic Report

The directors present their report and financial statements for the year ended 31 December 2014.

Results and dividends

The profit for the year after taxation amounted to £9,140,000 (2013 – profit of £1,416,000). Dividends were declared and paid during the year of £1,500,000 (2013 – £2,750,000).

Principal activity and review of the business

The principal activities of the company during the year were that of website hosting, domain name registration, provision of servers and website development software, all of which remain principally unchanged from the prior year. The directors consider that the company has succeeded in securing its position in the UK, the company remains a major player in the UK web hosting market and holds a significant percentage of the market share.

A further reason for the company's success is its depth of production. Wherever it makes good business sense the entire value chain is covered within the group, from the technology base to self-developed software products, effective sales and marketing and active customer support.

Revenue fell by 0.5% in 2014 and the directors expect to maintain market position in 2015. Market researchers also predict continuing growth for the web hosting industry particularly in the shared and cloud hosting sectors.

Key performance indicators

The company's key financial performance indicators during the year were as follows:

	2014	*2013*
	£000	*£000*
Turnover	46,253	46,448
% Revenue (decrease)/growth per annum	(0.5)%	7.08%
Gross profit	13,364	16,172
Gross margin	28.89%	34.82%
Operating profit	1,677	1,687
Profits on ordinary activities before tax	1,850	1,856
Profit margin before tax	3.99%	3.99%

The gross profit margin decreased by 5.93% to 28.89%, and the profit margin before tax remained the same at 3.99%. Revenue decreased mainly due to the reduced investment in advertising campaigns during the year.

Future developments

The company is well positioned to further strengthen itself in the web hosting market and to expand through innovative new cloud hosting products. The company's business model has financial strength and offers competitive advantage by a high level of recurring contractual revenues, high demand for the company's products and services, positive earnings and cash flows and our own in-house product development and marketing which are able to be flexible and adaptable to the highly competitive market conditions.

Strategic Report (continued)

Principal risks and uncertainties

Risk management

The company attaches high priority to its holistic risk management system, which goes above and beyond the statutory requirements. The company's monitoring system identifies, classifies and evaluates risks using standard procedures and defining clear responsibilities throughout the company. Management not only regard efficient and forward-looking risk management as an important tool to anticipate dangerous developments, but as an important value-adding responsibility.

Financial risk

The company's operations expose it to a variety of financial risks that include liquidity risk, interest rate risk and foreign exchange risk. Given the size of the company, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the company's finance department.

Interest rate risk

The directors do not consider the company to have any exposure to interest rate risks; the UK interest rate is likely to remain at similar levels and the directors do not consider the company to have any exposure to such risks since the company does not have any outstanding loans or debt finance.

Foreign exchange rate risk

Potential exposures to foreign currency exchange rate movements in all currencies in which the company trades are monitored on a daily basis by the finance department and appropriate action taken to manage net open foreign currency positions. The company does not trade in interest rate or currency derivatives.

Liquidity risk

The company retains sufficient cash and cash equivalents to ensure it has adequate funds available for operations. The company has access to longer term funding from its ultimate parent undertaking if required.

S Yeoman

Director

Date: 28/09/2015.

Directors' Report

Directors

The directors who served the company during the year, and to the date of this report, were as follows:

C Bigata (Appointed 12 December 2014)
R Hoffmann
S Yeoman
F Einhellinger (Appointed 17 January 2014, resigned 12 November 2014)
M Huhn (Resigned 9 April 2014)

Going concern

After reviewing forecasts and making enquiries, including confirmation of intentions and support from the parent undertaking, the directors have a reasonable expectation that the company has adequate financial resources to continue in operation for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

Directors' qualifying third party indemnity provision

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force during the year and are in force as at the date of approving the directors' report.

Policy and practice on payment of creditors

The company agrees terms and conditions for its business transactions with suppliers. Payment is then made on these terms, subject to the terms and conditions being met by the supplier. Suppliers are typically paid within 30 days after receipt of invoice.

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

On behalf of the Board

Simon Yeoman

S Yeoman

Director
Date: 28/09/2015.

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 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 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.

Independent auditor's report

to the members of 1&1 Internet Limited

We have audited the financial statements of 1&1 Internet Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to16 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 5, 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.

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 strategic report and the directors' report 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.

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 2014 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.

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.

Independent auditor's report

to the members of 1&1 Internet Limited

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.

Ernst & Young LLP

Jane Barwell (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Bristol
Date: 30 September 2015

Profit and loss account

for the year ended 31 December 2013

	Notes	*2014* *£'000*	*2013* *£'000*
Turnover	2	46,253	46,448
Cost of sales		(32,889)	(30,276)
Gross profit		13,364	16,172
Administrative expenses		(11,869)	(14,593)
Other operating income		182	99
Operating profit	3	1,677	1,678
Interest receivable and similar income	6	173	178
Profit on ordinary activities before taxation		1,850	1,856
Tax	7	7,290	(440)
Profit for the financial year	13	9,140	1,416

All amounts relate to continuing activities.

Statement of total recognised gains and losses

for the year ended 31 December 2014

There are no recognised gains or losses other than the profit attributable to the shareholders of the company of £9,140,000 in the year ended 31 December 2014 (2013 – profit of £1,416,000).

Balance sheet

at 31 December 2014

	Notes	2014 £'000	2013 £'000
Fixed assets			
Tangible assets	9	28	47
Current assets			
Debtors	10	32,676	21,191
Cash at bank		2,799	4,570
		35,475	25,761
Creditors: amounts falling due within one year	11	(27,420)	(25,365)
Net current assets		8,055	396
Total assets less current liabilities		8,083	443
Capital and reserves			
Called up share capital	12	50	50
Profit and loss account	13	8,033	393
Shareholders' funds	13	8,083	443

Simon Yeoman.

S Yeoman

Director

Date: 28/09/2015.

Notes to the financial statements

at 31 December 2014

1. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

Group financial statements

The company is a wholly owned subsidiary of 1&1 Internet SE and is included in the group financial statements of United Internet AG, the ultimate parent undertaking, which are publicly available. The company has taken advantage of the exemption from disclosing related party transactions with entities that are part of the United Internet AG group under the terms of FRS 8 and has taken advantage of the exemption from preparing a statement of cash flows under the terms of FRS 1 (Revised 1996).

Turnover

Turnover represents the provision of website hosting services, domain name registration and website development software, excluding value added tax.

Customers are billed in advance and revenue is recognised pro-rata over the period of service provision.

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation.

Depreciation is provided at the following annual rates in order to write-off each asset evenly over its estimated useful life:

Plant and machinery	–	33% on cost
Fixtures and fittings	–	25% on cost

The carrying values of tangible fixed assets are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less or to receive more, tax, with the following exception:

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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

Foreign currencies

Monetary assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken to the profit and loss account.

Leasing commitments

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term.

Pensions

The company operates a defined contribution pension scheme. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the scheme.

Notes to the financial statements

at 31 December 2014

2. Turnover

Turnover, which is stated net of value added tax, represents amounts invoiced to customers in respect of the principal, continuing activity. All turnover is derived from the United Kingdom.

3. Operating profit

This is stated after charging/(crediting):

	2014	2013
	£'000	£'000
Auditor's remuneration	36	28
Depreciation of owned fixed assets	19	19
Operating lease rentals – land and buildings	60	60
Net loss /(profit) on foreign exchange translations	1,394	(298)

4. Directors' remuneration

The directors' remuneration is borne by subsidiaries of the ultimate parent undertaking, United Internet AG as follows:

Directors M Huhn, F Einhellinger, C Bigata and R Hoffman are remunerated by 1&1 Internet SE.

Director S Yeoman is remunerated by Fasthosts Internet Limited.

The directors' service to the company does not occupy a significant amount of their time. As such, the directors do not consider that they have received any remuneration for their incidental services to the company for the years ended 31 December 2014 and 31 December 2013.

5. Staff costs

	2014	2013
	£'000	£'000
Wages and salaries	958	792
Social security costs	103	92
Other pension costs	24	27
	1,085	911

Included in wages and salaries is a total expense for share-based payments of £9k (2013: £9k). All transactions are accounted for as equity settled transactions.

Notes to the financial statements

at 31 December 2014

5. Staff costs (continued)

The average monthly number of employees during the year was made up as follows:

	2014	*2013*
	No.	*No.*
Billing	5	5
Marketing	14	14
Administration	2	2
	21	21

6. Interest receivable and similar income

	2014	*2013*
	£'000	*£'000*
Group interest receivable	167	160
Bank deposit interest	6	18
	173	178

7. Tax

(a) Tax on profits on ordinary activities

The tax charge is made up as follows:

	2014	*2013*
	£'000	*£'000*
Current tax:		
UK corporation tax on the profits for the year	402	436
Under provision in prior years	-	1
Prior year tax refund	(7,690)	-
Total current tax (note 7(b))	(7,288)	437
Deferred tax: (note 7(c))	(2)	3
Tax for the year	(7,290)	440

Notes to the financial statements

at 31 December 2014

7. Tax (continued)

(b) Factors affecting current tax charge for the year

The tax assessed for the year differs from the standard rate of corporation tax in the UK of 21.50% (2013 – 23.25%). The differences are explained below:

	2014	*2013*
	£'000	*£'000*
Profit on ordinary activities before tax	1,850	1,865
Profits on ordinary activities multiplied by standard rate of corporation tax in the UK of 21.50% (2012 – 23.25%)	397	435
Effects of:		
Expenses not deductible for tax purposes	4	1
Capital allowances in excess of depreciation	(2)	(1)
Other timing differences	3	1
Under provision	-	1
Prior year tax refund	(7,690)	-
Total current tax (note 7(a))	(7,288)	437

(c) Deferred tax

The deferred tax included in the balance sheet is as follows:

	2014	*2013*
	£'000	*£'000*
Included in debtors (note 10)	12	10
Movement in the year:		
At the beginning of the year	10	13
Profit and loss account movement arising during the year (note 7(a))	2	(3)
At the end of the year	12	10
Deferred tax is analysed as follows:		
Decelerated capital allowances	9	9
Other timing differences	3	1
	12	10

Notes to the financial statements

at 31 December 2014

7. Tax (continued)

(c) Deferred tax (continued)

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period when the asset is realised or the liability settled, based on tax rates that have been enacted or substantively enacted at the statement of financial position date.

The Finance Act 2012, which includes a reduction in the UK corporate tax rate to 24% from April 2012 and 23% from April 2013 has now been enacted and so UK deferred tax assets and liabilities have been calculated accordingly at 23%.

The UK government intends to reduce the UK corporate income tax rate further, to 21% by 1 April 2014 and 20% by 1 April 2015, which will be enacted in subsequent Finance Bills. Consequently, the Company will only recognise the impact of the rate change which is substantively enacted at that time in its financial statements. The further reduction in tax rate will affect both the future current and deferred tax charge of the Company. However, for indicative purposes only, the company has shown the effect of the proposed reduction in the corporate income tax rate for each year on the gross deferred tax balance as follows

31 December 2012 (substantively enacted tax rate = 20%)	£10,767
31 December 2013 (substantively enacted tax rate = 20%)	£10,767
31 December 2014 (substantively enacted tax rate = 20%)	£10,767

8. Dividends

	2014	*2013*
	£'000	*£'000*
Dividends declared and paid	1,500	2,750
	1,500	2,750

Notes to the financial statements

at 31 December 2014

9. Tangible fixed assets

	Plant and machinery £'000	Fixtures and fittings £'000	Total £'000
Cost:			
At 1 January and 31 December 2014	239	204	443
At 1 January 2014	237	159	396
Charge for the year	1	18	19
At 31 December 2014	238	177	415
Net book value:			
At 31 December 2014	1	27	28
At 1 January 2014	2	45	47

10. Debtors

	2014 £'000	2013 £'000
Trade debtors	2,489	3,286
Amounts owed by group undertakings	22,088	17,762
Other debtors	11	6
Deferred tax asset (note 7(c))	12	10
Prepayments and accrued income	158	127
Corporation tax	7,918	
	32,676	21,191

11. Creditors: amounts falling due within one year

	2014 £'000	2013 £'000
Trade creditors	865	122
Amounts owed to group undertakings	12,368	10,644
Corporation tax	-	82
Social security costs and other taxes	1,334	1,631
Accruals and deferred income	12,853	12,886
	27,420	25,365

12. Issued share capital

Allotted, called up and fully paid	*No. '000*	*2014 £'000*	*No. '000*	*2013 £'000*
Ordinary shares of £1 each	50	50	50	50

Notes to the financial statements

at 31 December 2014

13. Reconciliation of shareholders' funds and movements on reserves

	Share capital	*Profit and loss account*	*Total share-holders' funds*
	£'000	*£'000*	*£'000*
At 1 January 2013	50	1,727	1,777
Profit for the year	–	1,416	1,416
Dividend	–	(2,750)	(2,750)
At 1 January 2014	50	393	443
Profits for the year		1,450	1,450
Prior year tax refund		7,690	7,690
Dividend	–	(1,500)	(1,500)
At 31 December 2014	50	8,033	8,083

14. Pensions

The company operates a group personal pension scheme. Contributions payable for the year are charged in the profit and loss account (note 5). The participating employees have the flexibility to choose the funds in which these contributions are invested and the pension scheme is independently managed by Scottish Widows on behalf of the employees. The assets of the scheme are held separately from those of the company.

The outstanding contributions at the yearend were £nil (2013 – £nil).

15. Other financial commitments

At 31 December 2014 the company had annual commitments under non-cancellable operating leases as set out below:

	Land and buildings	
	2014	*2013*
	£'000	*£'000*
Operating leases which expire:		
Within one year	72	72
In two to five years	72	212
	144	284

16. Ultimate parent undertaking and controlling party

The ultimate parent undertaking and controlling party is United Internet AG, a company incorporated in Germany. The immediate parent undertaking for which group financial statements are prepared is 1&1 Internet SE, which is a subsidiary undertaking of United Internet AG, the ultimate parent. 1&1 Internet SE is incorporated in Germany. A copy of the financial statements of the parent can be obtained from Elgendorfer Strabe 57, 56410 Montabaur, Germany.