

Charles  
Russell  
Speechlys

# Data Centre Services

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Introduction to  
Charles Russell Speechlys

## Overview

Charles Russell Speechlys is one of the few law firms able to provide integrated legal services with a sector-specific focus on data centres and technology infrastructure, including managed services and cloud services.

We have a strong track record acting for operators who negotiate with enterprise and hyperscale customers, funders, and management of data centre investment platforms. M&A is a strong feature of the market, and we have been involved in some of the most significant investments and transactions in recent times, supported by expert commercial due diligence teams.

We also offer a leading real estate and construction team to assist those developing, letting or fitting out a data centre.

We provide highly specialised environmental, health and safety, facilities management, data protection and information security, employment, and tax advice to support core operations, whilst our market-leading banking practice can assist lenders and borrowers in the sector. We also provide support for head office services including, management services and group arrangements, trade mark and branding and IT and sourcing contracts.

Our deep understanding of the sector helps us advise and facilitate negotiations using innovative negotiation techniques, including building robust contracts with a strong emphasis on effective corporate governance.

Please do not hesitate to reach out to discuss anything in this document in further detail.



**Gareth Mills**  
*Partner*

gareth.mills@crsblaw.com  
+44 (0)1483 252 583



**Mark Hill**  
*Partner, Head of Commercial, TMT & IP, Middle East*

mark.hill@crsblaw.com  
+97142461921



**Christopher O'Brien**  
*Senior Associate*

christopher.obrien@crsblaw.com  
+97450323696



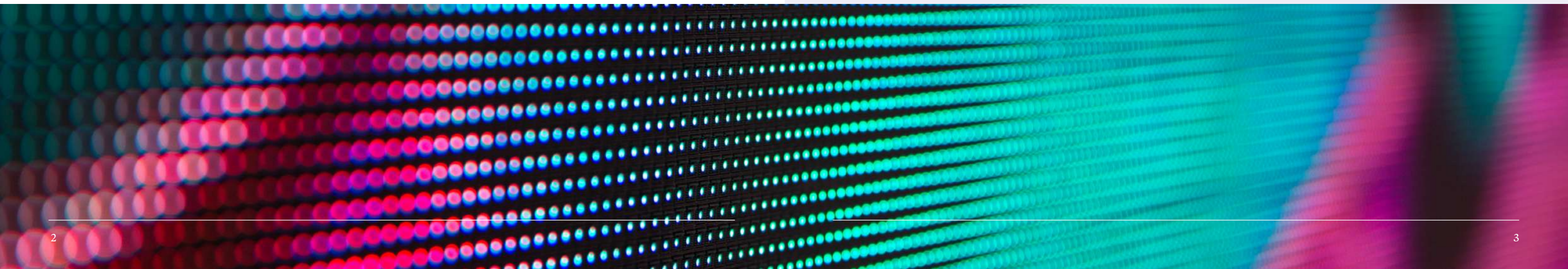
**Mark Bailey**  
*Partner, Head of Commercial, UK*

mark.bailey@crsblaw.com  
+44 (0)7887 523 460



**Jonathan Fisher**  
*Senior Associate*

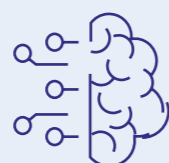
jwfisher@crsblaw.com  
+973 3604 2288



## Sector Focus

Our specialist data centre advice covers:

- Land acquisition and development for data centre projects, including projects for land bank acquisition.
- Construction of data centres internationally, advising on best practice for construction across European jurisdictions.
- Commercial contracts, including customer terms of business, joint ventures and contracts with hyperscalers and customer templates.
- Facilities management and maintenance for data centres, which requires a strong understanding of the operational environment and of the multiple standards and certifications required to operate a mission critical environment.
- Network & Telecommunications agreements, including agreements for submarine cabling, connectivity to data centres, and wireless contracts for both telecommunications operators and purchasers of services (we also act for regulators in the Middle East, providing insight into the policy environment).
- Outsourcing for cloud and data centres, including compliance with financial services and other regulated sectors.
- Banking and finance using telecommunications and data centre expertise for due diligence.



### Gulf Data Centre Association

We are an inaugural sponsor of the Gulf Data Centre Association (GDCA), a trade organisation established to create a region-wide forum to support the growth and future of the Arabian data centre industry.



### techUK

We are heavily involved with techUK, where Commercial Partner Mark Bailey is a member of the Data Centres Council, influential in guiding policy on data centres and providing advice to government on the sector in the UK.

“...pronounced industry expertise in relation to outsourcing and systems procurement in financial services, digital media, education, retail and hospitality. Recommended for advice on data centre projects.”



Chambers, Information Technology

## Construction & Real Estate

We frequently assist clients with the developing, letting, and fitting out of alternative asset-class facilities such as data centres, life sciences laboratory spaces, logistics warehouses and commercial offices.

We provide the full range of construction services required for these projects, including advising on procurement, negotiating construction contracts, support whilst the project is on site, and dispute avoidance and management advice.

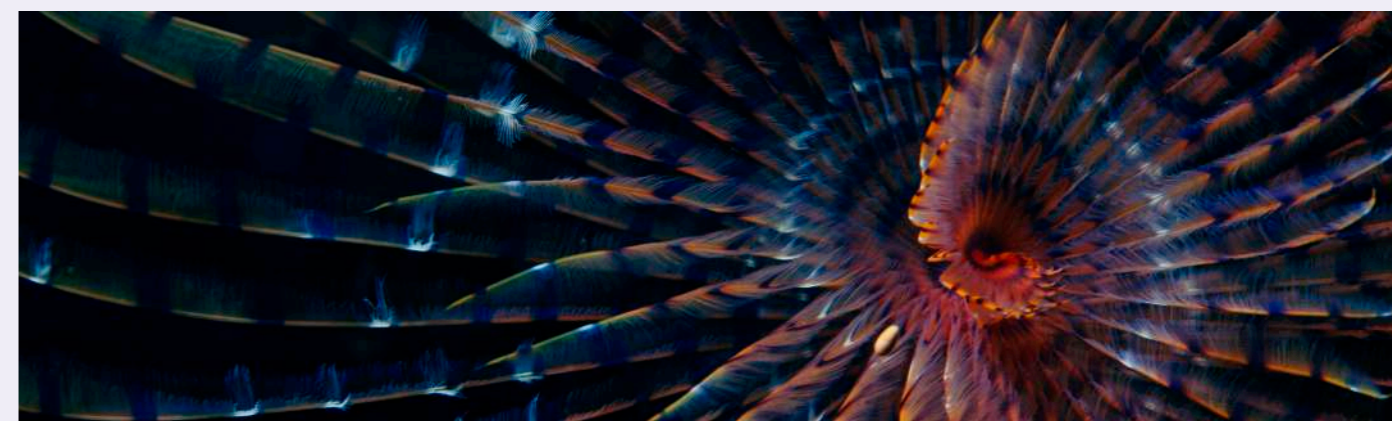
Our property experts frequently assist data centre clients with land acquisition; power and planning; terms of occupation/letting including security of tenure – lease v licence; title, planning and environmental; physical access/security; collateral warranties and construction package; sustainability and future legislative implications; and health and safety to support core operations.

We seek to understand your risk profile and experience on previous projects to draft construction documents that reflect your immediate and wider business requirements. We can also set up framework agreements with your usual supply team or use your previous agreements with them to enhance the efficiency of negotiations. Our lawyers work closely with your project managers to ensure that our advice is rooted in the project’s demands.

“The team has the required expertise to fully advise on projects from start to finish. They are unique in this respect as they offer a ‘one stop’ solution for all our needs. Their real estate team works seamlessly with other practice areas to deliver comprehensive advice.”



Legal 500 EMEA 2023



# Work Highlights

## *Construction & Real Estate*



### Data Centre Operator

Advising a major international data centre operator backed by institutional private equity and sovereign wealth on construction and real estate, corporate governance matters, equity and debt financing rounds, commercial contracts, employment and incentive arrangements and many other day-to-day ancillary elements.



### Data Centre Operator

We assisted with property and construction contracts for the acquisition of a site for the construction of a new data centre with four data halls, including the acquisition of freehold, planning due diligence, preparing and negotiating lease with tenant and Agreement for Lease, and negotiating and preparing title pack for the letting.



### Data Centre Provider

Advising global Data Centre provider on global deal under Civil law jurisdiction including co-location and managed services facilities across the UK, US and Australasia. Providing support for meetings and client negotiations.



### Confidential

Advising on lease and option arrangements and marketing services agreement in relation to data centre project, with regeneration finance scheme.



### Data Centre Developer

Advising on land acquisition for a possible powered shell or 'power and planning' deal for a major corporate customer.



### Data Centre Operator

We advised a Data Centre operator on dispute arising from service outage allegedly caused by failure of fail-over to disaster recovery site. We are advising on the technical response and settlement negotiations.



### International Data Centre Business

Advising international data centre business on set up of venture for Dublin data centre. We have advised on shareholder agreements, remuneration structure, construction and facilities management.



### Data Centre Operators

Preparing standard terms and conditions for retail co-location for a number of data centre providers including UK listed data centre operators, a global operator and UK private businesses.

## Commercial

Our property and commercial teams work together regularly on data centre projects. We do not regard data centres as purely property assets: the data centre's function as the engine of the economy makes its operations essential to all business sectors.

This increasingly requires a sophisticated understanding of the role of the data centre as a network hub or data factory, and the application of regulation relating to outsourcing, data, information security and sector specific requirements.

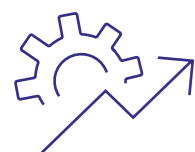
Our commercial contracting specialists have significant experience advising on a broad range of commercial agreements, often of an international and complex nature, and frequently advise clients on colocation service agreements, hyperscaler procurement, managed and outsourced services, facilities management, cloud services (including PaaS and IaaS and offsite capacity projects), and legal due diligence on data centre investment and M&A.

We also have a strong telecommunications practice, with a wealth of experience advising on all associated legal aspects, including on the implementation of the infrastructure supporting IT; service delivery models; provision and installation of hardware and apps that run services; and the content and services operated using technology.



# Work Highlights

## Commercial



### High Growth Data Centre Operator

Advising on suite operations contracts, including facilities management agreements, for a high growth data centre operator.



### International Data Centre Operators

We have acted for international data centre operators on multi megawatt master colocation agreements negotiations with hyperscaler customers and subsequently on interpretation questions on these agreements.



### Telco/Cloud Operator

We advised a Middle Eastern based operator on a complete overhaul of its full suite of MSA and service agreements, including telco, network, colocation and managed IT services.



### Data Centre Provider

We advised a data centre provider on colocation agreements with cloud and telecommunications operator, including detailed material adverse change and reporting clauses.



### UK Managed Services Provider

We have acted for a UK listed managed services provider in respect of commercial, data protection and contract matters for several years, involving numerous data centre agreements, sophisticated service issues and detailed technical knowledge of the underlying IT and FM infrastructure.



### Data Centre Operator

Providing in-house secondment for overflow commercial contract advice. Work included negotiations on “back-to-back” contracts where the operator was purchasing additional capacity for specific client requirements in other jurisdictions; analysing G Cloud Framework Agreements; and negotiating with customers on complex co-location SLA's. We provided a further secondment the same year.



### Global Data Centre Provider

Advising a global data centre provider with over 50 Data Centres worldwide on benchmarking its commercial co-location and managed service terms against current market positions.



### International Data Centre Operator

We advised a growing international data centre operator on mission-critical facilities management agreements for data centre operators' maintenance and facilities management services.

## M&A & Tax

Mergers, acquisitions and joint ventures are all significant stages in a business's life-cycle, none of which come without risks and pitfalls.

Our M&A team handles the full range of transactions: from domestic and cross-border acquisitions and divestments to complex reorganisations and restructurings; joint ventures; management buy-outs and buy-ins; and corporate rescues and distressed transactions.

Our clients include international quoted and private companies, financial services organisations, management teams and entrepreneurs. For each transaction, we build bespoke partner-led teams delivering integrated advice from specialists across the firm.

We offer businesses setting up in the UK a full corporate service from incorporation to sale, identifying commercial objectives to achieve a tax-efficient corporate structure in a global context. We also advise on technical issues raised by or in dispute with HM Revenue & Customs.

Our involvement in business sales starts at the pre-sale planning stage and continues through to negotiating the tax aspects of the sale with the purchaser's solicitors. For sales with overseas connections, we also devise and implement share reconstructions and pre-sale reorganisations. We regularly advise companies on structuring issues prior to third party investments.

"Charles Russell Speechlys is a firm that combines a local and UK focus on private clients with larger offshore trust work. They have good litigation support too."



Legal 500 UK 2023



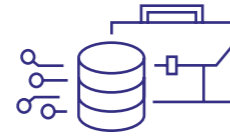
# Work Highlights

## *M&A and Tax*



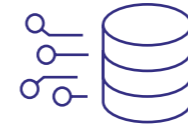
### Data Centre Industry Figure

Acting for well-known data centre industry figure on establishment of new UK and international data centre business, including advice on initial equity and debt transaction with complex debt waterfall with venture debt, public and charity funding, numerous construction matters, and step in provisions for funder requirements.



### Data Centre Business

Advising on the sale of a data centre operator for approximately USD \$550million, with operations in the UK and Germany.



### Data Centres Group

We acted for a data centres group on the restructuring of its share capital and a significant equity capital injection and the implementation of a new management incentive plan.



### High Profile Data Centre Platform

We advised a high profile data centre platform on an initial investment from a US private equity firm. We have also advised the management team at another data centre platform on corporate and commercial matters, including disposal to a US based data centre owner and operator.



### Swiss Data Centre Business

Advising on the disposal of Swiss data centre business with a highly secretive Swiss facility.



### Specialised Venture Fund

We have advised a specialised venture fund on the lifecycle of two investments in the data centre sector, including initial structuring, investment, and a large debt facility for a fast growing UK operator.



### European Infrastructure Fund

Advised a European Infrastructure Fund on their investment into a new Baltic region data centre platform.

“Technical leaders in their field of expertise. Technically proficient advice delivered in a highly personable manner.”



Legal 500 UK 2023



## Finance

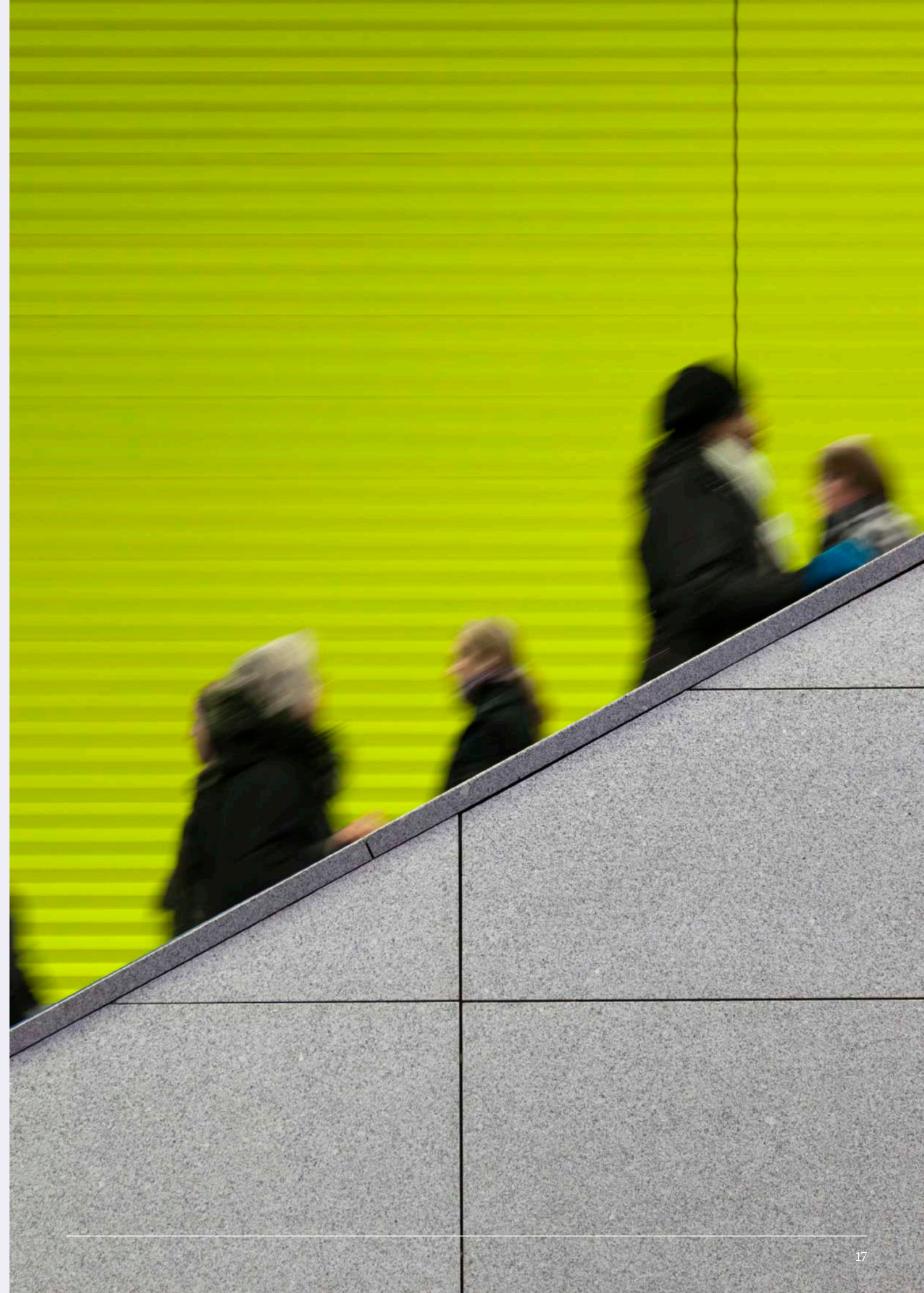
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We advise on the entire range of financing transactions including securitisation and structured finance, real estate and leveraged finance. We have a strong and balanced client base, acting for bank and borrower clients.

As a full-service firm, we advise on complex transactions to a very tight timescale. We have extensive experience advising the borrowers and lenders including asset finance lenders, private equity and venture funds who specialise in the data centre industry and technology and communications.

We help our clients achieve the results they need; whether structuring real estate backed debt, advising on debt financing structures, ensuring tax efficient transactions or resolving banking or finance related disputes. Our specialist data centre knowledge enables us to provide a practical solution to complex aspects of the transaction, including in relation to step in and duty of care issues and funding triggers.

Our experts provide quoted and privately owned companies, and the people who run them, with a wide range of commercial taxation advice - both transactional and pure advisory. This includes company acquisitions and disposals, corporate reconstructions, venture capital and private equity transactions and indirect tax planning. We also have experience of acting for lenders and borrowers on specialist data centre funding.



# Work Highlights

## Finance



### Lender

Acted for lender, in relation to a £22m development facility for the development of Data Campus. The team advised on the loan and security package, real estate and construction matters in what was a complex digital infrastructure development project.



### Confidential

Structuring and advising on a total return swap creating a synthetic subordinated interest in a loan secured on a Data Centre facility.



### Data Centre Operator

Acting for a data centre operator on a crowd funding structure on a data centre investment in order to take out a line of secured bank finance.



### Loan Development Facility

Representing UK bank as lender to of a development facility for a data centre in Canary Wharf, London. We advised on the facility agreement and the security package, and also liaised with foreign counsel in Guernsey and Mauritius on foreign security.



### Data Centre Operator

Acting for data centre operator on loan facility for fit out of data centre. This involved complex requirements around the operation of facilities management at the site and detailed customer contract due diligence.



### UK Bank

Acting for UK Bank on numerous data centre loan facilities, including advising on facility agreement and security package for UK data centre of up to £75 million and step in and intercreditor agreements. This included full site due diligence, duty of care arrangements with key providers, and consideration of step in arrangements with major tenants.



### Start-up Business

Acting for a start-up business on acquisition of former government control centre as base for an innovative data centre operator.



### International Bank

Acting for International Bank on proximity co-location agreements with various European and South American Stock Exchanges, reviewing internal bank tax and structuring advice and negotiating contracts with exchange providers including Interxion, Equinix and exchange providers in Italy, Brazil and Spain.

## Dispute Resolution

Our dispute resolution practice have represented clients in some of the most significant cross-border, complex and high-value corporate and commercial disputes.

Drawing on the strength of a 200+ strong team based in our offices in the UK, Europe, the Middle East and Asia and our established global network of firms, we offer an international multidisciplinary team of specialists.

Working alongside governments and regulatory bodies, multinational businesses and some of the wealthiest and most dynamic families, we deliver pragmatic and strategic advice that is tailored to each client's needs.

We are committed to resolving disputes as swiftly and efficiently as possible, whether through litigation and arbitration or negotiation, mediation and alternative dispute resolution. We often achieve success for our clients through a combined approach.

We understand the regulatory, criminal, civil, and reputational risks that failures in supervision and surveillance can create, which a thorough internal investigation can prevent. We provide objective advice on compliance with laws, regulations, internal policies and whistleblowing procedures across multiple jurisdictions.

"They're head and shoulders above the competition."



Chambers Global

# Work Highlights

## *Dispute Resolution*



### Data Centre Operator

We advised a Data Centre Operator on purported wrongful termination of managed hosting services agreement. This included advice on parallel negotiation of new services agreement with the customer to replace existing service agreement and settlement negotiations. Ultimately litigation on the matter was avoided.



### Confidential

We successfully acted in a complex USD 100 million construction / engineering arbitration case seated in Doha, Qatar, originally before the ICC, before continuing as an ad hoc arbitration in Doha after successfully contesting the jurisdiction of the ICC proceedings.



### Multinational Data Centre Operator

Advising multinational data centre provider on dispute with mechanical and engineering supplier over a period of approximately 2 years.



### UK Managed Services Provider

We advised a UK listed managed services provider on a dispute and contract renegotiation with one of its cloud services suppliers who wanted to terminate their agreement as a result of a change of control clause.



### Telecommunications Provider

We acted for major Qatari telecommunications provider in relation to a USD 680 million LCIA Arbitration.



### Data Centre entrepreneur

We conducted an investigation into a fraud committed against a high-profile data centre entrepreneur, including tracing assets purchased with his monies, obtaining freezing injunctions and representing the individual in complex Commercial Court proceedings.



### Data Centre Operator

Advising data centre operator on dispute with competitor regarding issues arising on exit from colocation agreements following corporate acquisition.



### Data Centre Operator

Advising data centre operator on power disputes with power networks. Successfully retaining priority of supply for our client.

## International Capabilities

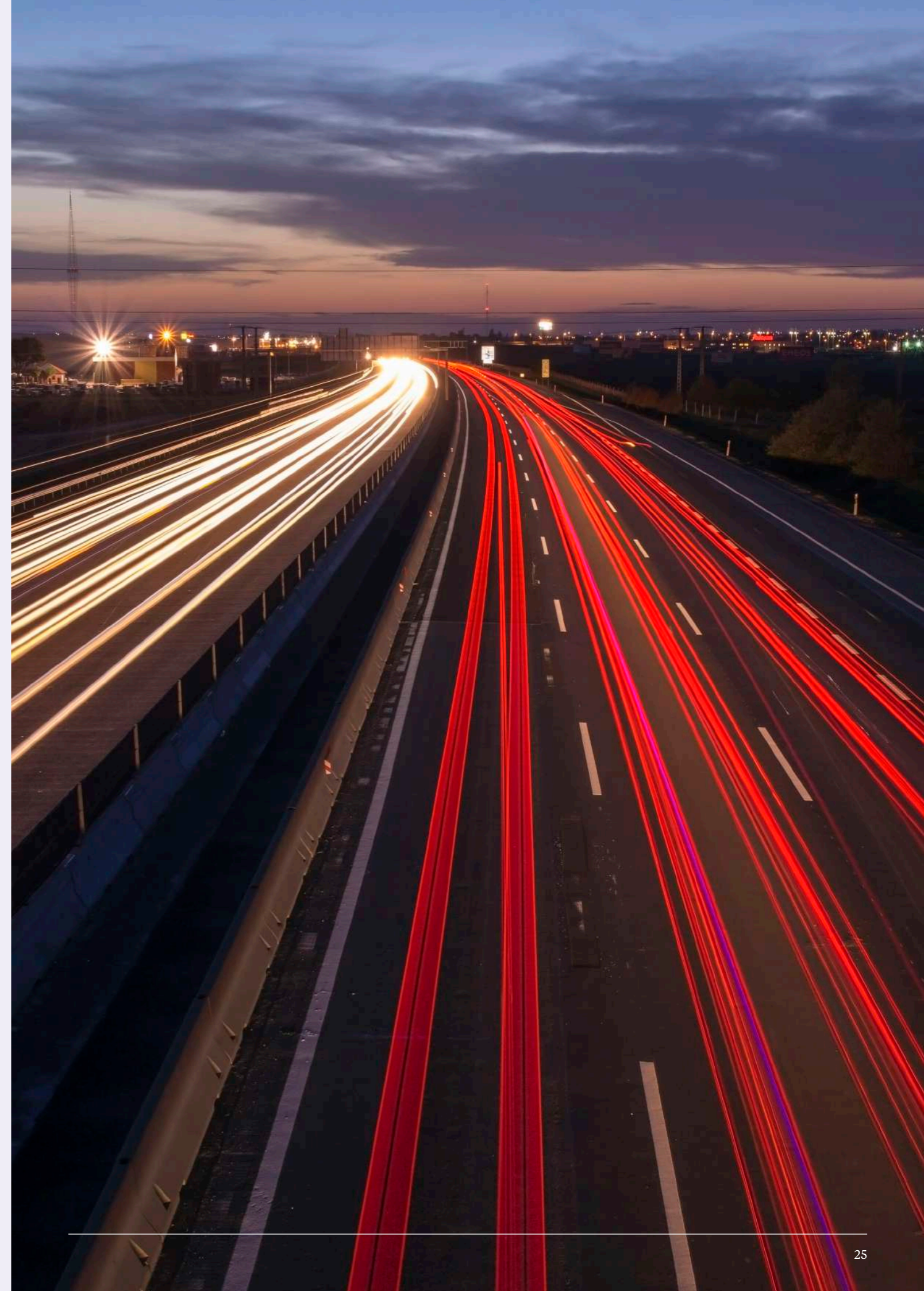
Increasing global urbanization is creating exciting market opportunities for data centre operators, but new political and regulatory environments can often feel like barriers to growth.

We have extensive experience advising data centre operators across numerous jurisdictions and can help you to achieve your international ambitions. Our team can support you on a global scale, offering on-the-ground specialist data centre advice to support all functions of your business using our offices in the UK, Europe, the Middle East and Asia.

Where we do not have offices, we refer to our network of firms, which covers almost 200 jurisdictions worldwide, and our regional teams work with leading local law firms to support clients from or doing business in other countries, can project manage international advice or introduce you directly to local lawyers when needed.

### Middle East

We have significant experience advising international and local corporates, institutions, regulatory authorities, investors and individuals on their infrastructure interests across numerous jurisdictions in the Middle East. We can assist you in relation to data centre legal issues across Corporate and M&A, Real Estate and Construction, Litigation and Dispute Resolution services from our offices in Dubai, Qatar and Bahrain.



## Our Firm *at a glance*

Increasing global urbanization is creating exciting market opportunities for data centre operators, but new political and regulatory environments can often feel like barriers to growth.

Services we provide:

Banking & Finance  
 Commercial (including IT outsourcing)  
 Construction, Engineering & Projects  
 Corporate (including public company M&A & ECM)  
 Corporate Tax  
 Data Protection  
 Employment

Immigration  
 Family  
 Financial Services, Regulation & Funds  
 Intellectual Property  
 Litigation & Dispute Resolution  
 Personal Tax & Succession Planning  
 Real Estate

We have been working with clients in the in the GCC region for over 30 years and operating on the ground in the Middle East for over 15 years. With both English and Arabic speaking lawyers, our experienced Middle East team understand your specific requirements and the nuances of each market place in the region.

**+1000** staff

**170** partners

**+40** languages

We have a global reach covering nearly **200** jurisdictions

Best friend law firms in **+150** countries

**Tier 1** in 21 work type/ Geographical categories (LEGAL 500 UK 2024)

Operating in the Middle East **+15 years**

In the last year we've worked with clients in over **100** countries

Regionally qualified lawyers  
**157** Individual rankings  
 By Legal 500 across our offices

Ranked in **48** legal and geographical categories of Chambers UK 2024

Recommended in **8** categories in The Times Best Law Firms 2024

**50** ranked lawyers in Chambers and Partners High Net Worth 2023

**114** lawyers are listed as leading individuals

**Arabic** speaking lawyers across our Middle East offices



The Charles Russell Speechlys team is fantastic. And I can honestly say *their excellence level did not slip one bit* during all of the challenges of the past year.”

“I find the firm to be *more pragmatic* than certain of its competitors in the legal advice market. In-house lawyers need *clear, concise, and commercial advice* from external legal counsel; they do not have time to deal with ambiguity or an overly-academic approach.”

Legal 500 UK

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If you have an queries, please contact:

*London*

5 Fleet Place  
London  
EC4M 7RD  
United Kingdom  
+44 (0)20 7203 5000

*Doha*

Level 18, Unit 1805,  
Burj Al Fardan Building 157,  
Street 301, Zone 69, Lusail,  
Doha, Qatar  
+974 4429 2433

*Dubai*

Index Tower, West Entrance  
Level 20, Unit 2002, DIFC  
Dubai, P.O. Box 507226  
UAE, Qatar  
+971 4 246 1900

*Manama*

Floor 24  
Bahrain World Trade Centre  
East Tower, Isa Al Kabeer Avenue  
Manama, Kingdom of Bahrain  
+973 17 133200

[charlesrussellspeechlys.com](https://www.charlesrussellspeechlys.com)

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