

**Amazon EU S.à r.l.**  
**Société à responsabilité limitée**  
**Siège social: 5, rue Plaetis L-2338 Luxembourg**  
**Capital social: 37.500 EUR**  
**R.C.S. Luxembourg: B 101.818**  
**(la « Société »)**

**MENTION**

Nom de la société: Amazon EU S.à r.l.  
Siège social: 5, rue Plaetis L-2338 Luxembourg  
N° de Registre de Commerce: B 101.818

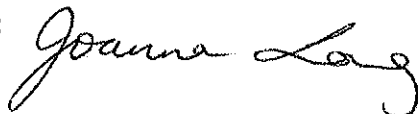
Les comptes annuels au 31 décembre 2011, ainsi que le rapport du réviseur d'entreprises agréé, ont été déposés au registre du commerce et des sociétés.

Pour mention aux fins de publication au Mémorial, Recueil Spécial des Sociétés et Associations.

Luxembourg, le 23 mai 2012

Pour Amazon EU S.à r.l.

Signature:



RCSL Nr. : B101818

Matricule : 2004 2413 314

## BALANCE SHEET

**Financial year from** <sup>01</sup> 01/01/2011 **to** <sup>02</sup> 31/12/2011 (in <sup>03</sup> EUR )

Amazon EU S.à r.l.  
5, Rue Plaetis  
L-2338 Luxembourg

### ASSETS

	Financial year	Previous financial year
<b>A. Subscribed capital unpaid</b>		
I. Subscribed capital not called	101 _____	102 _____
	103 _____	104 _____
II. Subscribed capital called but not paid	105 _____	106 _____
<b>B. Formation expenses</b>	107 _____	108 _____
<b>C. Fixed assets</b>	109 <u>914.933.187,00</u>	110 _____
I. Intangible assets	111 <u>1.689.395,00</u>	112 _____
1. Costs of research and development	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	115 <u>1.689.395,00</u>	116 _____
a) acquired for valuable consideration and need not be shown under C.I.3	117 <u>1.689.395,00</u>	118 _____
b) created by the undertaking itself	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	121 _____	122 _____
4. Payments on account and intangible fixed assets under development	123 _____	124 _____
II. Tangible assets	125 <u>5.312.303,00</u>	126 _____
1. Land and buildings	127 _____	128 _____
2. Plant and machinery	129 _____	130 _____
3. Other fixtures and fittings, tools and equipment	131 <u>5.312.303,00</u>	132 _____
4. Payments on account and tangible fixed assets in course of construction	133 _____	134 _____
III. Financial assets	135 <u>907.931.489,00</u>	136 _____
1. Shares in affiliated undertakings	137 <u>907.931.489,00</u>	138 _____
2. Loans to affiliated undertakings	139 _____	140 _____
3. Shares in undertakings with which the company is linked by virtue of participating interests	141 _____	142 _____
4. Loans to undertakings with which the company is linked by virtue of participating interests	143 _____	144 _____
5. Investments held as fixed assets	145 _____	146 _____
6. Loans and claims held as fixed assets	147 _____	148 _____
7. Own shares or own corporate units	149 _____	150 _____

RCSL Nr. : B101818

Matricule : 2004 2413 314

	Financial year	Previous financial year
<b>D. Current assets</b>		
I. Stocks	151 4.112.636.706,00	152
1. Raw materials and consumables	153 989.917.672,00	154
2. Work and contracts in progress	155 3.377.705,00	156
3. Finished goods and goods for resale	157	158
4. Payments on account	159 986.539.967,00	160
II. Debtors	161	162
1. Trade debtors	163 798.199.291,00	164
a) becoming due and payable after less than one year	165 539.692.454,00	166
b) becoming due and payable after more than one year	167 539.692.454,00	168
2. Amounts owed by affiliated undertakings	169	170
a) becoming due and payable after less than one year	171 233.361.575,00	172
b) becoming due and payable after more than one year	173 34.783.128,00	174
3. Amounts owed by undertakings with which the company is linked by virtue of participating interests	175 198.578.447,00	176
a) becoming due and payable after less than one year	177	178
b) becoming due and payable after more than one year	179	180
4. Other debtors	181	182
a) becoming due and payable after less than one year	183 25.145.262,00	184
b) becoming due and payable after more than one year	185 25.145.262,00	186
III. Investments	187	188
1. Shares in affiliated undertakings and in undertakings with which the company is linked by virtue of participating interests	189 1.181.891.014,00	190
2. Own shares or own corporate units	191	192
3. Other investments	193	194
IV. Cash at bank and in hand	195 1.181.891.014,00	196
	197 1.142.628.729,00	198
<b>E. Prepayments</b>	199 2.987.266,00	200
<b>TOTAL (ASSETS)</b>	201 5.030.557.159,00	202 0,00

RCSL Nr. : B101818

Matricule : 2004 2413 314

**LIABILITIES**

	Financial year	Previous financial year
<b>A. Capital and reserves</b>		
	301 185.000.645,00	302
I. Subscribed capital	303 37.500,00	304
II. Share premium and similar premiums	305 70.905.813,00	306
III. Revaluation reserves	307 41.402.162,00	308
IV. Reserves	309 1.874.425,00	310
1. Legal reserve	311 3.750,00	312
2. Reserve for own shares	313	314
3. Reserves provided for by the articles of association	315	316
4. Other reserves	317 1.870.675,00	318
V. Profit or loss brought forward	319 50.340.828,00	320
VI. Result for the financial year	321 20.439.917,00	322
VII. Interim dividends	323	324
VIII. Investment subsidies	325	326
IX. Immunised appreciation	327	328
<b>B. Subordinated creditors</b>	329	330
<b>C. Provisions</b>	331	332
1. Provisions for pensions and similar obligations	333	334
2. Provisions for taxation	335	336
3. Other provisions	337	338
<b>D. Non subordinated debts</b>	339 4.635.707.277,00	340
1. Debenture loans	341	342
a) Convertible loans	343	344
i) becoming due and payable after less than one year	345	346
ii) becoming due and payable after more than one year	347	348
b) Non convertible loans	349	350
i) becoming due and payable after less than one year	351	352
ii) becoming due and payable after more than one year	353	354
2. Amounts owed to credit institutions	355	356
a) becoming due and payable after less than one year	357	358
b) becoming due and payable after more than one year	359	360
3. Payments received on account of orders in so far as they are not shown separately as deductions from stocks	361	362
a) becoming due and payable after less than one year	363	364
b) becoming due and payable after more than one year	365	366
4. Trade creditors	367 2.186.741.901,00	368
a) becoming due and payable after less than one year	369 2.186.741.901,00	370
b) becoming due and payable after more than one year	371	372

RCSL Nr. : B101818

Matricule : 2004 2413 314

	Financial year	Previous financial year
5. Bills of exchange payable	373	374
a) becoming due and payable after less than one year	375	376
b) becoming due and payable after more than one year	377	378
6. Amounts owed to affiliated undertakings	379	380
a) becoming due and payable after less than one year	381	382
b) becoming due and payable after more than one year	383	384
7. Amounts owed to undertakings with which the company is linked by virtue of participating interests	385	386
a) becoming due and payable after less than one year	387	388
b) becoming due and payable after more than one year	389	390
8. Tax and social security	391	392
a) Tax	393	394
b) Social security	395	396
9. Other creditors	397	398
a) becoming due and payable after less than one year	399	400
b) becoming due and payable after more than one year	401	402
<b>E. Deferred income</b>	403	404
<b>TOTAL (LIABILITIES)</b>	405	406

0,00

RCSL Nr. : B101818

Matricule : 2004 2413 314

**PROFIT AND LOSS ACCOUNT****Financial year from** <sup>01</sup> 01/01/2011 **to** <sup>02</sup> 31/12/2011 (in <sup>03</sup> EUR )

Amazon EU S.à r.l.  
 5, Rue Plaetis  
 L-2338 Luxembourg

**A. CHARGES**

	Financial year	Previous financial year
<b>1. Raw materials and consumables</b>	<sup>601</sup> 7.078.444.925,00	<sup>602</sup> _____
<b>2. Other external charges</b>	<sup>603</sup> 2.144.109.387,00	<sup>604</sup> _____
<b>3. Staff costs</b>	<sup>605</sup> 23.443.653,00	<sup>606</sup> _____
a) Wages and salaries	<sup>607</sup> 20.035.766,00	<sup>608</sup> _____
b) Social security costs	<sup>609</sup> 3.407.887,00	<sup>610</sup> _____
c) Social security costs relating to pensions	<sup>611</sup> _____	<sup>612</sup> _____
d) Other social security costs	<sup>613</sup> _____	<sup>614</sup> _____
<b>4. Value adjustments</b>	<sup>615</sup> 56.162.371,00	<sup>616</sup> _____
a) on formation expenses and on tangible and intangible fixed assets	<sup>617</sup> 1.254.035,00	<sup>618</sup> _____
b) on elements of current assets	<sup>619</sup> 54.908.336,00	<sup>620</sup> _____
<b>5. Other operating charges</b>	<sup>621</sup> 503.177.892,00	<sup>622</sup> _____
<b>6. Value adjustments and fair value adjustments on financial fixed assets</b>	<sup>623</sup> 25.591.351,00	<sup>624</sup> _____
<b>7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities</b>	<sup>625</sup> _____	<sup>626</sup> _____
<b>8. Interest payable and similar charges</b>	<sup>627</sup> 60.532.481,00	<sup>628</sup> _____
a) concerning affiliated undertakings	<sup>629</sup> 44.638.269,00	<sup>630</sup> _____
b) other interest payable and similar charges	<sup>631</sup> 15.894.212,00	<sup>632</sup> _____
<b>9. Extraordinary charges</b>	<sup>633</sup> _____	<sup>634</sup> _____
<b>10. Tax on profit or loss</b>	<sup>635</sup> 8.224.025,00	<sup>636</sup> _____
<b>11. Other taxes not included in the previous caption</b>	<sup>637</sup> _____	<sup>638</sup> _____
<b>12. Profit for the financial year</b>	<sup>639</sup> 20.439.917,00	<sup>640</sup> 0,00
<b>TOTAL CHARGES</b>	<sup>641</sup> 9.920.126.002,00	<sup>642</sup> 0,00

RCSL Nr. : B101818

Matricule : 2004 2413 314

**B. INCOME**

	Financial year	Previous financial year
<b>1. Net turnover</b>	701 <u>9.130.144.077,00</u>	702 _____
<b>2. Change in inventories of finished goods and of work and contracts in progress</b>	703 _____	704 _____
<b>3. Fixed assets under development</b>	705 _____	706 _____
<b>4. Reversal of value adjustments</b>	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	709 _____	710 _____
b) on elements of current assets	711 _____	712 _____
<b>5. Other operating income</b>	713 <u>724.584.628,00</u>	714 _____
<b>6. Income from financial fixed assets</b>	715 <u>25.591.351,00</u>	716 _____
a) derived from affiliated undertakings	717 <u>25.591.351,00</u>	718 _____
b) other income from participating interests	719 _____	720 _____
<b>7. Income from financial current assets</b>	721 _____	722 _____
a) derived from affiliated undertakings	723 _____	724 _____
b) other income	725 _____	726 _____
<b>8. Other interests and other financial income</b>	727 <u>39.805.946,00</u>	728 _____
a) derived from affiliated undertakings	729 <u>4.680.285,00</u>	730 _____
b) other interest receivable and similar income	731 <u>35.125.661,00</u>	732 _____
<b>9. Extraordinary income</b>	733 _____	734 _____
<b>10. Loss for the financial year</b>	735 <u>0,00</u>	736 <u>0,00</u>
<b>TOTAL INCOME</b>	737 <u>9.920.126.002,00</u>	738 <u>0,00</u>

Amazon EU S.à r.l.  
5, rue Plaetis  
L-2338 Luxembourg

R.C.S. Luxembourg B 101.818

Annual accounts as of 31 December 2011, and  
Independent auditor's report



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Annual accounts as of 31 December 2011, and  
Independent auditor's report

**Table of contents**

	Pages
Independent auditor's report	1 - 2
Annual accounts	
- Balance sheet	3
- Profit and loss account	4
- Notes to the accounts	5 - 16



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## Independent auditor's report

To the Shareholders of  
Amazon EU S.à r.l.  
5, rue Plaetis  
L-2338 Luxembourg

### Report on the annual accounts

We have audited the accompanying annual accounts of Amazon EU S.à r.l. (the "Company"), which comprise the balance sheet as of 31 December 2011 and the profit and loss account for the year then ended, and a summary of significant accounting policies and other explanatory information.

#### *Board of Managers' responsibility for the annual accounts*

The Board of Managers is responsible for the preparation and fair presentation of these annual accounts in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts and for such internal control as the Board of Managers determines is necessary to enable the preparation and presentation of annual accounts that are free from material misstatement, whether due to fraud or error.

#### *Responsibility of the "réviseur d'entreprises agréé"*

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing as adopted for Luxembourg by the "Commission de Surveillance du Secteur Financier". Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the judgment of the "réviseur d'entreprises agréé", including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the "réviseur d'entreprises agréé" considers internal control relevant to the entity's preparation and fair presentation of the annual accounts in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Board of Managers, as well as evaluating the overall presentation of the annual accounts.



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

*Opinion*

In our opinion, the annual accounts give a true and fair view of the financial position of Amazon EU S.à r.l. as of 31 December 2011, and of the results of its operations for the year then ended in accordance with Luxembourg legal and regulatory requirements relating to the preparation and presentation of the annual accounts.

**Report on other legal and regulatory requirements**

The management report, which is the responsibility of the Board of Managers, and which is available at the registered address of the Company, is consistent with the annual accounts.

ERNST & YOUNG  
Société Anonyme  
Cabinet de révision agréé

A handwritten signature in black ink, consisting of a stylized 'O' followed by several vertical strokes and a horizontal line extending to the right.

Olivier LEMAIRE

Luxembourg, 16 April 2012

Amazon EU S.à r.l.  
Société à responsabilité limitée

**Notes to the accounts**  
As of 31 December 2011

**Note 1 – General**

Amazon EU S.à r.l. ("The Company") was incorporated in Luxembourg on 8 June 2004. The registered office is established at 5, rue Plaetis, L-2338 Luxembourg. The registration number is B 101.818.

The financial year begins on 1 January and ends on 31 December of each year.

The Company's principal purpose is to sell goods and services through certain websites. The Company also holds interests in other companies and other assets.

The Company's accounts are included within the consolidated accounts of Amazon.com, Inc., located in the United States at 410 Terry Avenue North, Seattle, Washington 98109-5210, USA. As Amazon.com, Inc., which is the ultimate parent, prepares consolidated accounts, the Company is exempt from preparing consolidated accounts. These consolidated accounts are available at the ultimate parent company's office located in the United States.

**Note 2 – Significant accounting policies**

*General principles*

The annual accounts are drawn up in conformity with the Luxembourg legal and regulatory requirements and according to generally accepted accounting principles applicable in Luxembourg.

*Presentation and basis of the financial statements:*

Certain modifications have been made to the format of the financial statements for the year ended 31 December 2011 in conformity with the changes brought by the law of 10 December 2010. These modifications affect the presentation of certain balances but they have no net impact on the result for the year ended 31 December 2011. The related changes in classifications of balances and transactions have only been applied prospectively for the year 2011 and therefore the 2010 annual accounts have not been reclassified.

The significant accounting policies are as follows:

*Tangible and intangible fixed assets*

Tangible and intangible fixed assets are stated at cost less accumulated amortisation and any impairment adjustments. Amortisation is calculated on a straight line basis over the estimated useful life of the assets (1 to 10 years). The carrying values of tangible and intangible fixed assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable.

Amazon EU S.à r.l.  
Société à responsabilité limitée

**Notes to the accounts (continued)**  
As of 31 December 2011

**Note 2 – Significant accounting policies (continued)**

*Financial fixed assets*

Shares in affiliated undertakings are valued at their historical acquisition cost.

When the management considers that a permanent impairment in value of financial fixed assets exists, a value adjustment is recognized, so that they are valued at the lower value to be attributed to them at the balance sheet date. These value adjustments may not be continued if the events for which the value adjustments were made have ceased to apply.

*Cash at bank*

Cash at bank includes cash with banks and short term, highly liquid investments that are readily convertible to known amounts of cash with original maturities of ninety days or less and that are subject to an insignificant risk of a change in value.

*Transferable securities*

Transferable securities primarily consist of government bonds, government agency securities and other investment grade securities including AAA-rated money market funds. They are valued at the lower of cost or market value.

*Debtors*

Debtors are recorded at their nominal value. A value adjustment is made when their reimbursement is partly or completely in doubt. These value adjustments may not be continued if the reasons for which the value adjustments were made have ceased to apply.

*Inventories*

Inventories are accounted for using the FIFO method, and are valued at the lower of cost or market value. This valuation requires the Company to make judgments, based on current available information, about the likely method of disposition, such as through sales to individual customers, returns to product vendors, or liquidations, and expected recoverable values of each disposition category. Based on this evaluation, the Company adjusts the carrying amount of goods for resale to lower of cost or market value.

Amazon EU S.à r.l.  
Société à responsabilité limitée

**Notes to the accounts (continued)**  
As of 31 December 2011

**Note 2 – Significant accounting policies (continued)**

*Foreign currency translation*

The Company maintains its books and records in EUR. Transactions in other currencies are translated into EUR at the rates of exchange prevailing on the dates of the transactions.

Non-monetary assets and liabilities denominated in other currencies are translated into EUR at the historical exchange rate. Other assets and liabilities denominated in other currencies are translated into EUR at the exchange rate at the balance sheet date. Realized exchange gains and losses and unrealized exchange losses are reflected in the profit and loss account. Unrealized exchange gains are reflected in revaluation reserves.

The Company has a business unit which transacts most of its business in Great Britain Pound ("GBP"). For purposes of including this business unit into the annual accounts of the Company, the balance sheet is translated from GBP to EUR using the closing rate method, including amounts owed between the GBP business unit and EUR business units. Profit and loss accounts are translated at average exchange rates prevailing throughout the period. Exchange differences arising from this translation are recorded in shareholder's equity under the caption revaluation reserves.

Realized currency gains or losses resulting from settlements and unrealized losses arising from the remeasurement of the balances between the business units are recorded to the profit and loss account. Unrealized exchange gains are reflected in revaluation reserves.

The following is a table of the currency translation rates from GBP to EUR as of 31 December 2011 and 2010, and the average rates for the years ended 31 December 2011 and 2010.

2011	31 December 2011	2010	31 December 2010
Average rate	Closing rate	Average rate	Closing rate
1.15	1.20	1.17	1.17

*Debts to trade creditors*

Debts are recorded at their repayment value.

Amazon EU S.à r.l.  
Société à responsabilité limitée

**Notes to the accounts (continued)**  
As of 31 December 2011

**Note 2 – Significant accounting policies (continued)**

*Revenue recognition*

The Company recognises revenues for product sold and other revenue when the following four recognition criteria are met: persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the selling price is fixed or determinable, and collectibility is reasonably assured.

Revenue primarily consists of net product sales and related revenues.

*Other external charges*

Other external charges include other ongoing costs related to the operations of the Company.

**Note 3 – Intangible fixed assets**

Intangible fixed assets mainly consist of acquired intellectual property.

	31 December 2011	31 December 2010
	TEUR	TEUR
Cost at the beginning of the year	---	---
Additions	1,761	---
Disposals	---	---
Cost at the end of the year	<u>1,761</u>	<u>---</u>
Accumulated amortisation at the beginning of the year	---	---
Amortisation charged during the year	(72)	---
Disposals	---	---
Accumulated amortisation at the end of the year	<u>(72)</u>	<u>---</u>
Net book value at the end of the year	<u>1,689</u>	<u>---</u>



Amazon EU S.à r.l.  
Société à responsabilité limitée

Notes to the accounts (continued)  
As of 31 December 2011

**Note 4 – Tangible fixed assets**

Tangible fixed assets consist of furniture and equipment, leasehold improvements and technology infrastructure.

	31 December 2011	31 December 2010
	TEUR	TEUR
Cost at the beginning of the year	5,846	3,978
Additions	3,703	2,173
Disposals	(137)	(305)
Cost at the end of the year	<u>9,412</u>	<u>5,846</u>
Accumulated amortisation at the beginning of the year	(3,055)	(2,828)
Amortisation charged during the year	(1,128)	(532)
Disposals	83	305
Accumulated amortisation at the end of the year	<u>(4,100)</u>	<u>(3,055)</u>
Net book value at the end of the year	<u>5,312</u>	<u>2,791</u>

Amazon EU S.à r.l.  
Société à responsabilité limitée

Notes to the accounts (continued)  
As of 31 December 2011

**Note 5 – Financial fixed assets**

Undertakings in which the Company holds at least 20% of their share capital are as follows:

Company name	Ownership		Cost of acquisition	
	31 December 2011 %	31 December 2010 %	31 December 2011 TEUR	31 December 2010 TEUR
Lovefilm International Limited, UK (1)	100.00%	44.85%	249,073	83,865
Joyo.com Limited, British Virgin Islands (2)	100.00%	100.00%	169,288	123,972
FinLux S.à r.l., Luxembourg (3)	100.00%	100.00%	88,380	51,463
Amazon.de GmbH, Germany	100.00%	100.00%	79,430	79,430
Amazon Data Services Ireland Limited, Ireland (4)	100.00%	100.00%	70,440	9,440
BuyVIP S.L., Spain	100.00%	100.00%	66,708	66,708
Amazon.co.uk Ltd, UK	100.00%	100.00%	61,621	61,621
Amazon.fr Holdings SAS, France	100.00%	100.00%	40,923	40,923
The Book Depository Ltd, UK (5)	100.00%	—	30,469	—
The Book Depository (International) Ltd, Cyprus (5)	100.00%	—	15,005	—
Amazon Joyo Co. Ltd., People's Republic of China	50.00%	50.00%	11,993	11,993
Push Button Holdings Limited, UK (6)	100.00%	—	8,229	—
Amazon CS Ireland Limited, Ireland	100.00%	100.00%	4,905	4,905
Dpreview.com Limited, UK	100.00%	100.00%	4,472	4,472
Amazon Payments Europe S.C.A., Luxembourg	99.98%	99.98%	4,000	4,000
Others	—	—	2,995	1,151
Total			907,931	543,943

- (1) In February 2011, the Company acquired the remaining shares of an existing affiliate, Lovefilm International Limited (Lovefilm), for approximately GBP 100M (TEUR 118,432), thus becoming the sole shareholder of Lovefilm. In April 2011, the Company received, as a contribution in kind, shares of a company of the Amazon Group for the EUR equivalent of GBP 41M (TEUR 46,776). The Company subsequently contributed these shares to its wholly-owned subsidiary Lovefilm.
- (2) In November 2011, the Company increased its investment in Joyo.com Limited, British Virgin Islands, by contributions in cash totaling HKD 484M (TEUR 45,316).

Amazon EU S.à r.l.  
Société à responsabilité limitée

**Notes to the accounts (continued)**  
As of 31 December 2011

**Note 5 – Financial fixed assets (continued)**

- (3) In July and December 2011, the Company increased its investment in FinLux S.à r.l., Luxembourg, by contributions totaling TEUR 36,918.
- (4) In December 2011, the Company increased its investment in Amazon Data Services Ireland Limited, Ireland, by contributions totaling TEUR 61,000.
- (5) In June 2011, the Company acquired 100% of the shares of The Book Depository (International) Ltd. (TBDI), Cyprus, for a total of GBP 35M (TEUR 40,596). The Company subsequently recorded a GBP 22M (TEUR 25,591) impairment in its investment on TBDI as a result of a restructuring by which the Company acquired from TBDI 100% of the shares of The Book Depository Ltd., UK, for TEUR 30,469, as well as certain other assets.
- (6) In July 2011, the Company acquired 100% of the shares of Push Button Holdings Limited, UK, for a total of GBP 7M (TEUR 8,229).

Art. 65 paragraph (1) 2° of the laws of the 19 December 2002 on the Trade Registry and Accounting and Annual Accounts of undertakings (the "law") requires the disclosure of the amount of capital and reserves and profit and loss for the last financial year of each affiliated undertaking. In conformity with Art 67 (3) of the law these details have been omitted since the undertakings are included in the consolidated annual accounts of Amazon.com, Inc..

**Note 6 – Inventories**

	31 December 2011	31 December 2010
	TEUR	TEUR
Inventories - gross	1,080,978	639,249
Provision for value adjustments	(91,060)	(48,320)
Inventories	<u>989,918</u>	<u>590,929</u>

The Company recorded value adjustments in respect of inventory amounting to TEUR 45,684 for the year ended 31 December 2011 (2010: TEUR 12,694).

Amazon EU S.à r.l.  
Société à responsabilité limitée

Notes to the accounts (continued)  
As of 31 December 2011

**Note 7 – Trade debtors**

	31 December 2011 TEUR	31 December 2010 TEUR
Outstanding billed revenues	551,345	378,235
Provisions for doubtful accounts	(11,653)	(11,739)
Trade debtors	<u>539,692</u>	<u>366,496</u>

The Company recorded value adjustments in respect of trade debtors amounting to TEUR 9,224 for the year ended 31 December 2011 (2010: TEUR 4,382).

**Note 8 – Amounts owed by affiliated undertakings**

Company name	becoming due and payable within 1 year TEUR	becoming due and payable after more than 1 year TEUR	Total 31 December 2011 TEUR	Total 31 December 2010 TEUR
Amazon Data Services Ireland Limited, Ireland				
Loan	---	134,092	134,092	47,534
Other receivable	1,330	---	1,330	17,523
FinLux S.à r.l., Luxembourg				
Loan	---	47,933	47,933	46,317
Interest	179	---	179	150
Other receivable	5,826	---	5,826	153
Amazon Joyo Co. Ltd, China				
Loan	---	16,554	16,554	---
Interest	77	---	77	---
Amazon Distribution GmbH, Germany	7,154	---	7,154	---
Amazon CS Ireland Ltd., Ireland	7,086	---	7,086	---
Amazon.de GmbH, Germany	5,639	---	5,639	---
Amazon Support Services Sarl, Morocco	1,747	---	1,747	---
Amazon.com Int'l Sales, Inc., USA	755	---	755	3,549
Amazon.fr Holdings SAS, France	2,568	---	2,568	2,128
Other	2,422	---	2,422	2,361
Total	<u>34,783</u>	<u>198,579</u>	<u>233,362</u>	<u>119,715</u>

The Company has received an amount of TEUR 4,680 as interest income for the year in relation to the above loans and receivable balances (2010: TEUR 2,014).

Amazon EU S.à r.l.  
Société à responsabilité limitée

Notes to the accounts (continued)  
As of 31 December 2011

**Note 9 – Transferable securities**

The following table summarizes transferable securities.

	31 December 2011 TEUR	31 December 2010 TEUR
Transferable securities	1,181,891	1,347,592

The market value of the transferable securities amounts to TEUR 1,194,280 as at 31 December 2011 (31 December 2010: TEUR 1,353,105).

**Note 10 – Capital and reserves**

	Balance as of 31 December 2010 TEUR	Increase of share premium TEUR	Allocation of results TEUR	Revaluation reserves TEUR	Results for the year TEUR	Balance as of 31 December 2011 TEUR
Subscribed capital	38	---	---	---	---	38
Share premium	24,130	46,776	---	---	---	70,906
Revaluation reserves	40,353	---	---	1,049	---	41,402
Legal reserve	4	---	---	---	---	4
Other reserves	902	---	969	---	---	1,871
Results brought forward	36,927	---	13,414	---	---	50,341
Results for the year	14,383	---	(14,383)	---	20,438	20,438
Total	116,737	46,776	---	1,049	20,438	185,000

*Subscribed capital*

As of 31 December 2011 and 2010 the subscribed capital amounts to TEUR 37.5 divided into 3 shares of TEUR 12.5 each.

*Legal reserve*

In accordance with the Luxembourg company law, the Company is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve. This requirement ceases to be necessary once the legal reserve reaches 10% of the issued subscribed capital. The legal reserve is not available for distribution to the shareholder.

Amazon EU S.à r.l.  
Société à responsabilité limitée

Notes to the accounts (continued)  
As of 31 December 2011

**Note 10 – Capital and reserves (continued)**

*Other reserves*

In accordance with Luxembourg tax law, the Company decided to allocate under non-distributable reserves (item "other reserves") an amount that corresponds to five times the amount of the Net Wealth Tax. This reserve is non-distributable for a period of five years from the year following the one during which the Net Wealth Tax was reduced.

**Note 11 – Debts to trade creditors**

All creditors are due and payable within a period of one year.

**Note 12 – Amounts owed to affiliated undertakings**

Company name	becoming due and payable within 1 year TEUR	becoming due and payable after more than 1 year TEUR	Total 31 December 2011 TEUR	Total 31 December 2010 TEUR
Amazon Europe Holding Technologies S.C.S., Luxembourg				
Loans	—	1,823,649	1,823,649	1,538,640
Amazon Services Europe S.à r.l., Luxembourg	100,509	—	100,509	54,605
Amazon Media EU S.à r.l., Luxembourg	57,427	—	57,427	7,393
Amazon.fr Logistique SAS, France	44,346	—	44,346	29,776
Amazon.co.uk Ltd, UK	37,005	—	37,005	35,590
NV Services, Inc., USA	8,209	—	8,209	13,059
Amazon.fr Sarl, France	6,610	—	6,610	16,017
Amazon Fulfillment Germany GmbH, Germany	4,025	—	4,025	—
Amazon FC Graben GmbH	3,868	—	3,868	—
Lovefilm Deutschland GmbH, Germany	3,777	—	3,777	—
Amazon Procurement, Inc., USA	2,199	—	2,199	—
Amazon.com Inc., USA	2,087	—	2,087	—
Lovefilm UK Ltd., UK	1,957	—	1,957	—
BuyVIP GmbH, Germany	1,891	—	1,891	—
BuyVIP SRL, Italy	1,509	—	1,509	—
Amazon Development Centre Ltd., South Africa	1,316	—	1,316	—
BuyVIP S.L., Spain	1,234	—	1,234	—
Amazon Logistik GmbH, Germany	482	—	482	615
The Book Depository (Intl) Ltd., UK	—	—	—	—
Loans	5,068	—	5,068	—
Amazon.de GmbH, Germany	—	—	—	13,575
Amazon CS Ireland Limited, Ireland	—	—	—	733
Amazon Distribution GmbH, Germany	—	—	—	594
Others	1,866	—	1,866	1,425
<b>Total</b>	<b>285,385</b>	<b>1,823,649</b>	<b>2,109,034</b>	<b>1,712,022</b>

Amazon EU S.à r.l.  
Société à responsabilité limitée

**Notes to the accounts (continued)**  
As of 31 December 2011

**Note 12 – Amounts owed to affiliated undertakings (continued)**

The amounts owed to affiliated undertakings mainly consist of payables for support services provided by group companies and cash pooling arrangements with group companies. In April 2011 the loan with Amazon Europe Holding Technologies S.C.S. was extended for a period longer than one year as of 31 December 2011.

The Company has incurred an amount of TEUR 44,638 as an interest expense for the year in relation to the above amounts (2010: TEUR 25,981).

**Note 13 – Tax and social security debts**

The Company is subject to all taxes applicable to Luxembourg commercial companies. The Company has secured approval, in conformity with, Article 164 bis of the new law on income tax, for the fiscal consolidation of the Company with Amazon Services Europe S.à r.l., Amazon Media EU S.à r.l. and Amazon Payments Europe S.C.A.

The Company is under examination, or may be subject to examination, by various tax authorities, including the French tax administration for the calendar year 2006 and thereafter. It is reasonably possible that the Company will receive tax assessments from various tax authorities in the future that may or may not ultimately result in payments of additional taxes.

**Note 14 – Other creditors**

Debts are recorded at their repayment value and summarized as follows:

	becoming due and payable within 1 year	becoming due and payable after more than 1 year	31 December 2011	31 December 2010
	TEUR	TEUR	TEUR	TEUR
Marketing and sales	168,773	---	168,773	89,640
Other	49,342	6,244	55,586	30,699
VAT (1)	---	---	---	58,357
Other creditors	<u>218,115</u>	<u>6,244</u>	<u>224,359</u>	<u>178,696</u>

- (1) Starting from 2011, amounts due in respect to VAT (2011: TEUR 112,726) are included within Tax and Social Security Debts.

Amazon EU S.à r.l.  
Société à responsabilité limitée

**Notes to the accounts (continued)**  
As of 31 December 2011

**Note 15 – Deferred income**

Deferred income is recorded when payments are received in advance of performing service obligations and consists of unredeemed gift certificates and other deferred income.

**Note 16 – Staff expenses**

The Company employed an average of 235 full time employees during the financial year 2011 (2010: 134).

**Note 17 – Emoluments**

No emoluments, advances or credits were granted to the Board of Managers during the financial year.

**Note 18 – Other operating charges**

Other operating charges consist primarily of charges related to license agreements and royalties with third parties and affiliated companies. In 2010 these charges were recorded in the caption Other external charges.

**Note 19 – Other operating income**

Other operating income is primarily related to revenue from license agreements with affiliated companies.

**Note 20 – Litigation**

The Company and its operations are subject to various lawsuits that have arisen in the course of business. Management is of the opinion that the ultimate outcome of such litigation is not anticipated to have a material adverse effect on the Company's annual accounts.

**Note 21 – Commitments and contingencies**

Future minimum payments under operating leases with initial terms of more than one year consist of the following as of 31 December 2011:

	2012 TEUR	2013 TEUR	2014 TEUR	Thereafter TEUR	Total TEUR
Facilities	3,213	3,164	3,292	10,339	20,008



**Amazon EU S.à r.l.**  
**Société à responsabilité limitée**  
**Siège social: 5, rue Plaetis, L-2338 Luxembourg**  
**Capital Social: 37.500 EUR**  
**RCS Luxembourg: B 101.818**  
**(la « Société »)**

L'associé unique a décidé par résolutions écrites du 23 avril 2012 d'affecter le résultat de la Société pour l'exercice social de l'année 2011, qui s'avère être un profit s'élevant à EUR 20.438.000, comme suit :

- |   |                  |
|---|------------------|
| - Réserve spéciale pour les besoins de l'impôt sur la fortune : | EUR 1.570.850,-  |
| - Profits à reporter sur l'exercice social 2011 :               | EUR 18.867.150,- |

L'affectation du résultat est conforme à la proposition du conseil de gérance.

Aux fins de dépôt au Registre de Commerce et des Sociétés de Luxembourg.

Luxembourg, le 23 mai 2012

Pour Amazon EU S.à r.l.

Signature:

