

Amazon Europe Holding Technologies S.C.S.
Société en commandite simple
Siège social : 65, boulevard Grande-Duchesse Charlotte
L-1331 Luxembourg
Capital social : 3.864 EUR
R.C.S. Luxembourg : B101270
(la « Société »)

MENTION

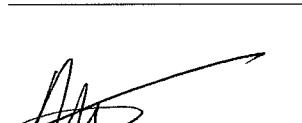
Nom de la société : Amazon Europe Holding Technologies S.C.S.
Siège social : 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg
Numéro de Registre de Commerce : B101270

Le dépôt rectificatif des comptes annuels au 31 décembre 2011 a été déposé au registre de commerce et des sociétés, qui remplace la version antérieure déposée le 24 mai 2012 sous la référence L120084775.

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

Luxembourg, le 3 novembre 2012.

Pour Amazon Europe Holding Technologies S.C.S.



BALANCE SHEET

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

Amazon Europe Holding Technologies S.C.S.

65, Boulevard Grande-Duchesse Charlotte
L-1331 Luxembourg

ASSETS

	Financial year	Previous financial year
A. Subscribed capital unpaid		
I. Subscribed capital not called	101 _____	102 _____
II. Subscribed capital called but not paid	103 _____ 105 _____	104 _____ 106 _____
B. Formation expenses	107 _____	108 _____
C. Fixed assets		
I. Intangible assets		
1. Costs of research and development	109 123.629.893,00	110 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	111 18.978.329,00 113 _____	112 _____ 114 _____
a) acquired for valuable consideration and need not be shown under C.I.3	115 18.978.329,00 117 18.978.329,00	116 _____ 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		
1. Land and buildings	125 _____	126 _____
2. Plant and machinery	127 _____	128 _____
3. Other fixtures and fittings, tools and equipment	129 _____	130 _____
4. Payments on account and tangible assets in course of construction	131 _____	132 _____
III. Financial assets		
1. Shares in affiliated undertakings	135 104.651.564,00	136 _____
2. Loans to affiliated undertakings	137 104.651.564,00	138 _____
3. Shares in undertakings with which the company is linked by virtue of participating interests	139 _____	140 _____
4. Loans to undertakings with which the company is linked by virtue of participating interests	141 _____	142 _____
5. Investments held as fixed assets	143 _____	144 _____
6. Loans and claims held as fixed assets	145 _____	146 _____
7. Own shares or own corporate units	147 _____ 149 _____	148 _____ 150 _____

Financial year**Previous financial year****D. Current assets**

I. Stocks	151	1.833.946.691,00	152
1. Raw materials and consumables	153		154
2. Work and contracts in progress	155		156
3. Finished goods and goods for resale	157		158
4. Payments on account	159		160
II. Debtors	161		162
1. Trade debtors	163	1.833.863.159,00	164
a) becoming due and payable after less than one year	165		166
b) becoming due and payable after more than one year	167		168
2. Amounts owed by affiliated undertakings	169		170
a) becoming due and payable after less than one year	171	1.833.862.763,00	172
b) becoming due and payable after more than one year	173	10.219.649,00	174
3. Amounts owed by undertakings with which the company is linked by virtue of participating interests	175	1.823.643.114,00	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	396,00	184
b) becoming due and payable after more than one year	185	396,00	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		190
2. Own shares or own corporate units	191		192
3. Other investments	193		194
IV. Cash at bank and in hand	195		196
	197	83.532,00	198
E. Prepayments	199		200

TOTAL (ASSETS)201 **1.957.576.584,00**202 **0,00**

LIABILITIES

	Financial year	Previous financial year
A. Capital and reserves		
I. Subscribed capital	301 1.891.317.855,00	302 _____
II. Share premium and similar premiums	303 3.864,00	304 _____
III. Revaluation reserves	305 464.362.698,00	306 _____
IV. Reserves	307 _____	308 _____
1. Legal reserve	309 _____	310 _____
2. Reserve for own shares	311 _____	312 _____
3. Reserves provided for by the articles of association	313 _____	314 _____
4. Other reserves	315 _____	316 _____
V. Profit or loss brought forward	317 1.125.171.877,00	318 _____
VI. Result for the financial year	319 301.779.416,00	320 _____
VII. Interim dividends	321 _____	322 _____
VIII. Investment subsidies	323 _____	324 _____
IX. Immunised appreciation	325 _____	326 _____
327 _____	328 _____	329 _____
B. Subordinated creditors	330 _____	
C. Provisions	331 _____	332 _____
1. Provisions for pensions and similar obligations	333 _____	334 _____
2. Provisions for taxation	335 _____	336 _____
3. Other provisions	337 _____	338 _____
D. Non subordinated debts	339 66.258.729,00	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 _____	368 _____
a) becoming due and payable after less than one year	369 _____	370 _____
b) becoming due and payable after more than one year	371 _____	372 _____

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	Financial year	Previous financial year
5. Bills of exchange payable		
a) becoming due and payable after less than one year	373 _____	374 _____
b) becoming due and payable after more than one year	375 _____	376 _____
6. Amounts owed to affiliated undertakings	377 _____	378 _____
a) becoming due and payable after less than one year	379 _____	380 _____
b) becoming due and payable after more than one year	381 _____	382 _____
7. Amounts owed to undertakings with which the company is linked by virtue of participating interests	383 _____	384 _____
a) becoming due and payable after less than one year	385 _____	386 _____
b) becoming due and payable after more than one year	387 _____	388 _____
8. Tax and social security	389 _____	390 _____
a) Tax	391 _____	392 _____
b) Social security	393 _____	394 _____
9. Other creditors	395 _____	396 _____
a) becoming due and payable after less than one year	397 _____	398 _____
b) becoming due and payable after more than one year	399 _____	400 _____
	401 _____	402 _____
E. Deferred income	403 _____	404 _____
TOTAL (LIABILITIES)	405 1.957.576.584,00	406 0,00

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

Amazon Europe Holding Technologies S.C.S.

65, Boulevard Grande-Duchesse Charlotte
L-1331 Luxembourg**A. CHARGES**

	Financial year	Previous financial year
1. Raw materials and consumables	601 _____	602 _____
2. Other external charges	603 _____ 980.217,00	604 _____
3. Staff costs	605 _____	606 _____
a) Wages and salaries	607 _____	608 _____
b) Social security costs	609 _____	610 _____
c) Social security costs relating to pensions	611 _____	612 _____
d) Other social security costs	613 _____	614 _____
4. Value adjustments	615 _____ 1.826.201,00	616 _____
a) on formation expenses and on tangible and intangible fixed assets	617 _____ 1.826.201,00	618 _____
b) on elements of current assets	619 _____	620 _____
5. Other operating charges	621 _____ 229.374.383,00	622 _____
6. Value adjustments and fair value adjustments on financial fixed assets	623 _____	624 _____
7. Value adjustments and fair value adjustments on financial current assets. Loss on disposal of transferable securities	625 _____	626 _____
8. Interest payable and similar charges	627 _____ 1.210.560,00	628 _____
a) concerning affiliated undertakings	629 _____ 1.210.560,00	630 _____
b) other interest payable and similar charges	631 _____	632 _____
9. Extraordinary charges	633 _____	634 _____
10. Tax on profit or loss	635 _____	636 _____
11. Other taxes not included in the previous caption	637 _____	638 _____
12. Profit for the financial year	639 _____ 301.779.416,00	640 _____
TOTAL CHARGES	641 _____ 535.170.777,00	642 _____ 0,00

B. INCOME

	Financial year	Previous financial year
1. Net turnover	701 _____	702 _____
2. Change in inventories of finished goods and of work and contracts in progress	703 _____	704 _____
3. Fixed assets under development	705 _____	706 _____
4. Reversal of value adjustments	707 _____	708 _____
a) on formation expenses and on tangible and intangible fixed assets	709 _____	710 _____
b) on elements of current assets	711 _____	712 _____
5. Other operating income	713 _____ 491.107.234,00	714 _____
6. Income from financial fixed assets	715 _____	716 _____
a) derived from affiliated undertakings	717 _____	718 _____
b) other income from participating interests	719 _____	720 _____
7. Income from financial current assets	721 _____	722 _____
a) derived from affiliated undertakings	723 _____	724 _____
b) other income	725 _____	726 _____
8. Other interests and other financial income	727 _____ 44.063.543,00	728 _____
a) derived from affiliated undertakings	729 _____ 44.063.543,00	730 _____
b) other interest receivable and similar income	731 _____	732 _____
9. Extraordinary income	733 _____	734 _____
10. Loss for the financial year	735 _____ 0,00	736 _____
TOTAL INCOME	737 _____ 535.170.777,00	738 _____ 0,00

Amazon Europe Holding Technologies S.C.S.
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R.C.S. Luxembourg; B 101 270

Annual accounts
as of
December 31, 2011

Jyoti Malani

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Amazon Europe Holding Technologies S.C.S.
Société en commandite simple

Notes to the accounts
As of December 31, 2011
UNAUDITED

Note 1 – General

Amazon Europe Holding Technologies S.C.S. ("The Company") was incorporated in Luxembourg on June 7, 2004. The registered office is established at 65, Boulevard Grande-Duchesse Charlotte, L-1311 Luxembourg. The registration number is B 101 270.

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

The Company is a holding company that 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

The significant accounting policies are as follows:

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:

Intangible assets

Intangible assets acquired separately from a business are capitalised at cost. Intangible assets, excluding development costs, created within the business are not capitalised and expenses are charged against profits in the year in which they are incurred.

Amazon Europe Holding Technologies S.C.S.
Société en commandite simple

Notes to the accounts
As of December 31, 2011
UNAUDITED

Note 2 – Significant accounting policies (continued)

The carrying values of Intangible assets are reviewed for impairment when events or changes in circumstances indicate that the carrying value may not be recoverable. Intangible assets are amortised over their expected useful lives (2 to 10 years).

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 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.

Debtors

Debtors are recorded at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Creditors

Debts are recorded at their repayment value.

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 statement. Unrealized exchange gains are reflected in revaluation reserves.

Amazon Europe Holding Technologies S.C.S.
Société en commandite simple

Notes to the accounts
As of December 31, 2011
UNAUDITED

Note 3 - Intangible fixed assets

Intangible fixed assets mainly consist of intellectual property owned by the company.

	Total 2011 TEUR	Total 2011 TEUR
Cost at the beginning of the year	---	---
Additions	20,804	---
Cost at the end of the year	<u>20,804</u>	<u>---</u>
Accumulated amortisation at the beginning of the year	---	---
Amortisation charged during the year	(1,826)	---
Accumulated amortisation at the end of the year	<u>(1,826)</u>	<u>---</u>
Net book value at the end of the year	<u>18,978</u>	<u>---</u>

Note 4 - Financial fixed assets

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

Company name	Ownership %	Cost of acquisition	
		Total 2011 TEUR	Total 2010 TEUR
Amazon EU S.à r.l., Luxembourg	100%	70,948	24,171
Amazon Eurasia Holdings S.à r.l., Luxembourg	100%	33,704	18,005
Total		<u>104,652</u>	<u>42,176</u>

In 2011, the Company has increased its investment into Amazon Eurasia Holdings S.à r.l., Luxembourg, by contributions in kind of EUR 15.7M EUR in total. 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 (EUR 47M). The Company subsequently contributed these shares to its wholly-owned subsidiary Amazon EU S.à r.l.

The Board of Managers considers that there is no permanent impairment in the value of the participation as of December 31, 2011.

Art. 66 paragraph (1) 2° of the laws of the 19th 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.

Amazon Europe Holding Technologies S.C.S.
Société en commandite simple

Notes to the accounts
As of December 31, 2011
UNAUDITED

Note 5 – 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 2011	Total 2010
			TEUR	TEUR
Amazon EU S.à r.l., Luxembourg				
Loan	...	1,823,649	1,823,649	1,530,640
Amazon Eurasia Holdings S.à r.l., Luxembourg	10,200	---	10,200	---
Others	14	---	14	---
Total	10,214	1,823,649	1,833,863	1,530,640

In April 2011, the loan with Amazon EU S.à r.l. was extended for a period longer than one year as of 31 December 2011.

Note 6 – Capital and reserves

	Balance as of December 31, 2011 TEUR	Allocation of results TEUR	Contribution In kind TEUR	Results for the year TEUR	Balance as of December 31, 2010 TEUR
Subscribed capital	4	---	---	---	4
Share premium account	417,587	---	46,776	---	464,363
Results brought forward	684,473	440,699	---	---	1,126,172
Results for the financial year	440,699	(440,699)	---	301,780	301,780
Total	1,842,763	---	46,776	301,780	1,891,319

As of December 31, 2011 and 2010 the subscribed capital is represented by 1 unlimited share with a par value of EUR 1 and 3,863 limited shares with a value of EUR 1 each.

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 (EUR 47M). The Company subsequently contributed these shares to its wholly-owned subsidiary Amazon EU S.à r.l.

Amazon Europe Holding Technologies S.C.S.
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Notes to the accounts
As of December 31, 2011
UNAUDITED

Note 7 – Amounts owed to affiliated undertakings

Company name	Total 2011 TEUR	Total 2010 TEUR
Amazon Technologies, Inc., USA	61,032	33,856
A9.com, Inc., USA	4,289	2,917
Audible, Inc., USA	610	777
Total	<u>65,931</u>	<u>37,549</u>

Note 8 – Other operating Income

Other operating Income is based on agreements with affiliated companies.

Note 9 – Staff expenses

The Company did not employ staff during the financial year 2011 or 2010.

Note 10 – Other operating charges

Other operating charges consist primarily of charges related to agreements with affiliated companies. In 2010 these charges from affiliated companies were recorded in the caption Other external charges.

Note 11 – Emoluments

No emoluments, advances or credits were granted to the Board of Managers during the financial year 2011 or 2010.

Note 12 – Subsequent event

In January 2012, the Company increased its investment in its fully owned subsidiary Amazon Eurasia Holdings S.à r.l., Luxembourg, by means of a contribution in kind amounting to EUR 10.2M.

In February 2012 the Company acquired certain intellectual property from other companies of the Amazon group for a total amount of GBP 23M (EUR 27.4M)

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Les associés ont décidé par résolutions écrites du 27 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 301.780.000 comme suit:

- Bénéfices à reporter sur l'exercice social 2011 : EUR 301.780.000,-

L'affectation du résultat est conforme à la proposition du gérant unique.

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

Luxembourg, le 23 mai 2012

Pour Amazon Europe Holding Technologies S.C.S.
Signature:

