

**Amazon Europe Holding Technologies SCS**  
**Société en commandite simple**  
**Siège social: 65, boulevard Grande-Duchesse Charlotte,**  
**L-1331 Luxembourg**  
**Capital social: 3.864 EUR**  
**R.C.S. Luxembourg: B 101.270**  
**(la « Société »)**

**MENTION**

Nom de la société: Amazon Europe Holding Technologies SCS  
Siège social: 65, boulevard Grande-Duchesse Charlotte, L-1331 Luxembourg  
N° de Registre de Commerce: B 101.270

Les comptes annuels au 31 décembre 2011 ont été déposés au registre de 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 Europe Holding Technologies S.C.S.  
Signature:





RCSL Nr. : B101270

Matricule : 2004 2100 146

**BALANCE SHEET**

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

Amazon Europe Holding Technologies S.C.S.  
65, Boulevard Grande-Duchesse Charlotte  
L-1331 Luxembourg

**ASSETS**

	Financial year	Previous financial year
<b>A. Subscribed capital unpaid</b>		
I. Subscribed capital not called	101 _____	102 _____
II. Subscribed capital called but not paid	103 _____	104 _____
	105 _____	106 _____
<b>B. Formation expenses</b>	107 _____	108 _____
<b>C. Fixed assets</b>	109 <u>123.629.893,00</u>	110 _____
I. Intangible assets	111 <u>18.978.329,00</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>18.978.329,00</u>	116 _____
a) acquired for valuable consideration and need not be shown under C.I.3	117 <u>18.978.329,00</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 _____	126 _____
1. Land and buildings	127 _____	128 _____
2. Plant and machinery	129 _____	130 _____
3. Other fixtures and fittings, tools and equipment	131 _____	132 _____
4. Payments on account and tangible assets in course of construction	133 _____	134 _____
III. Financial assets	135 <u>104.651.564,00</u>	136 _____
1. Shares in affiliated undertakings	137 <u>104.651.564,00</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. : B101270

Matricule : 2004 2100 146

	Financial year	Previous financial year
<b>D. Current assets</b>		
I. Stocks	151 <u>1.833.946.691,00</u>	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 <u>1.833.863.159,00</u>	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 <u>1.833.862.763,00</u>	172 _____
b) becoming due and payable after more than one year	173 <u>10.219.649,00</u>	174 _____
3. Amounts owed by undertakings with which the company is linked by virtue of participating interests	175 <u>1.823.643.114,00</u>	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 <u>396,00</u>	184 _____
b) becoming due and payable after more than one year	185 <u>396,00</u>	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 <u>83.532,00</u>	198 _____
<b>E. Prepayments</b>	199 _____	200 _____
<b>TOTAL (ASSETS)</b>	201 <u>1.957.576.584,00</u>	202 <u>0,00</u>

RCSL Nr. : B101270

Matricule : 2004 2100 146

**LIABILITIES**

	Financial year	Previous financial year
<b>A. Capital and reserves</b>		
I. Subscribed capital	301 <u>1.891.317.855,00</u>	302 _____
II. Share premium and similar premiums	303 <u>3.864,00</u>	304 _____
III. Revaluation reserves	305 <u>464.362.698,00</u>	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 _____	318 _____
VI. Result for the financial year	319 <u>1.125.171.877,00</u>	320 _____
VII. Interim dividends	321 <u>301.779.416,00</u>	322 _____
VIII. Investment subsidies	323 _____	324 _____
IX. Immunised appreciation	325 _____	326 _____
	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 <u>66.258.729,00</u>	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 _____

RCSL Nr. : B101270

Matricule : 2004 2100 146

	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 <u>65.931.341,00</u>	380 _____
a) becoming due and payable after less than one year	381 <u>65.931.341,00</u>	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 <u>327.388,00</u>	398 _____
a) becoming due and payable after less than one year	399 <u>327.388,00</u>	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 <u>1.957.576.584,00</u>	406 <u>0,00</u>

Amazon Europe Holding Technologies S.C.S.  
Société en commandite simple  
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R.C.S. Luxembourg: B 101 270

Annual accounts  
as of  
December 31, 2011

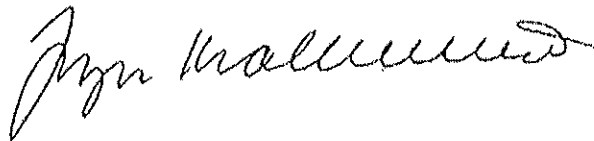
A handwritten signature in black ink, appearing to read "Jean-Marc", is positioned below the text. The signature is fluid and cursive.

Table of contents

	Pages
Annual accounts	
- Balance sheet	2
- Profit and loss account	3
- Notes to the accounts	4 - 8



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  
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**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. 65 paragraph (1) 2° of the laws of the 19<sup>th</sup> 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 TEUR	Total 2010 TEUR
Amazon EU S.à r.l., Luxembourg Loan	---	1,823,649	1,823,649	1,538,640
Amazon Eurasia Holdings S.à r.l., Luxembourg	10,200	---	10,200	---
Others	14	---	14	---
<b>Total</b>	<b>10,214</b>	<b>1,823,649</b>	<b>1,833,863</b>	<b>1,538,640</b>

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	---	---	1,125,172
Results for the financial year	440,699	(440,699)	---	301,780	301,780
<b>Total</b>	<b>1,542,763</b>	<b>---</b>	<b>46,776</b>	<b>301,780</b>	<b>1,891,319</b>

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 those 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**

<i>Company name</i>	<i>Total 2011 TEUR</i>	<i>Total 2010 TEUR</i>
Amazon Technologies, Inc., USA	61,032	33,856
A9.com, Inc., USA	4,288	2,917
Audible, Inc., USA	610	777
<b>Total</b>	<b>65,931</b>	<b>37,549</b>

**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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**Capital Social: 3.864 EUR**  
**R.C.S. Luxembourg: B 101.270**  
**(la « Société »)**

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:

A handwritten signature in black ink, appearing to read "Jean-Louis", written in a cursive style.