

100161/20

In accordance with
Regulation 32 of the
Overseas Companies
Regulations 2009

OS AA01

Statement of details of parent law and other
information for an overseas company



TUESDAY



RM 12/06/2012 #299
A08 COMPANIES HOUSE
07/06/2012 #268
COMPANIES HOUSE

☒ What this form is for
You may use this form to
accompany your accounts
disclosed under parent law

☐ What this form is for
You cannot use this form
for an alteration of management
with accounting requirements

Part 1 Corporate company name

FC 29791

Corporate name of
overseas company ①

ABILITY LUBECK RETAIL HOLDINGS S A R L

UK establishment
number

B R 0 1 4 7 7 4

→ Filling in this form
Please complete in typescript or in
bold black capitals

All fields are mandatory unless
specified or indicated by *

① This is the name of the company in
its home state

**Part 2 Statement of details of parent law and other
information for an overseas company**

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited

Legislation ②

LUX G A A P

② This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts

A2 Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box

☐ No Go to Section A3

☒ Yes Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3

③ Please insert the name of the
appropriate accounting organisation
or body

Name of organisation
or body ③

COMMISSION DES NORMES COMPATIBLES LUXEMBOURG ④

A3 Accounts

Accounts

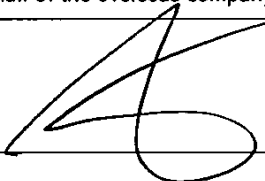
Have the accounts been audited? Please tick the appropriate box

☒ No Go to Section A5

☐ Yes Go to Section A4

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A4 Audited accounts		
Audited accounts	<p>Have the accounts been audited in accordance with a set of generally accepted auditing standards?</p> <p>Please tick the appropriate box</p> <p><input type="checkbox"/> No Go to Part 3 'Signature'</p> <p><input type="checkbox"/> Yes Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'</p>	<p>❶ Please insert the name of the appropriate accounting organisation or body</p>
Name of organisation or body ❶		
A5 Unaudited accounts		
Unaudited accounts	<p>Is the company required to have its accounts audited?</p> <p>Please tick the appropriate box</p> <p><input checked="" type="checkbox"/> No</p> <p><input type="checkbox"/> Yes</p>	
Part 3 Signature		
Signature	I am signing this form on behalf of the overseas company	
	<p>Signature</p> <p>X  X</p>	
	This form may be signed by Director, Secretary, Permanent representative	

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Statement of details of parent law and other information for an overseas company



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

NUMERA PARTNERS LLP

Address

6TH FLOOR

CHARLES HOUSE

108 - 110 FINCHLEY ROAD

Post town

LONDON

County/Region

Postcode

N

W

3

5

J

J

Country

DX

Telephone



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



Important information

Please note that all this information will appear on the public record



Where to send

You may return this form to any Companies House address:

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

20 FC 2979/ NM

Ability Lübeck Retail Holdings S.à r.l.
Société à responsabilité limitée

Registered office: 25, rue Philippe II, L-2340 Luxembourg
R.C.S. Luxembourg: B 123117
Share capital: EUR 162.500,00

Financial statements

for the period from 01 01 2010 to 31.12.2010



COMPANIES HOUSE



Fiduciaire
de l'Est

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Financial statements for the period from 01.01.2010 to 31.12.2010

BALANCE SHEET as at December 31, 2010

	Note(s)	31/12/2010 (EUR)	31/12/2009 (EUR)
ASSETS			
FORMATION EXPENSES			
FIXED ASSETS			
Intangible assets			
Tangible assets			
Financial assets	3	<u>271 113</u> 271 113	<u>271 000</u> 271 000
CURRENT ASSETS			
Stocks			
Debtors			
Transferable securities			
Cash at bank or in hand		<u>291</u> 291	<u>7 675</u> 7 675
PREPAYMENTS AND ACCRUED INCOME			
TOTAL ASSETS		<u><u>271 404</u></u>	<u><u>278 675</u></u>
LIABILITIES AND SHAREHOLDERS' EQUITY			
CAPITAL AND RESERVES	4		
Subscribed capital		162 500	162 500
Share premium account			
Legal reserve			
Profit/ (loss) brought forward		-319 151	-274 622
Profit/ (loss) for the financial period		-9 954	-44 529
Capital investment subsidies			
Gains which are temporarily not taxable		<u>-166 605</u>	<u>-156 651</u>
SUBORDINATED DEBT			
PROVISIONS FOR LIABILITIES AND CHARGES			
CREDITORS	5	438 008	435 275
ACCRUALS AND DEFERRED INCOME			
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		<u><u>271 404</u></u>	<u><u>278 625</u></u>

The accompanying notes form an integral part of these financial statements

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Ability Lübeck Retail Holdings S à r.l.
Société à responsabilité limitée

Financial statements for the period from 01.01.2010 to 31.12.2010

PROFIT AND LOSS ACCOUNT for the period from 01.01.2010 to 31.12.2010

	31/12/2010 (EUR)	31/12/2009 (EUR)
CHARGES		
Staff costs		
Value adjustment in respect of formation expenses and tangible and intangible fixed assets		
Value adjustments in respect of current assets		
Other operating charges	9 868	33 547
Value adjustments in respect of financial assets and of transferable securities held as current assets		
Interest payable and similar charges		
concerning affiliated undertakings	0	10 873
other interests payable and charges	150	109
Extraordinary charges	12 500	0
Tax on profit and loss		
Other taxes not shown above	50	0
TOTAL CHARGES	22 567	44 529
INCOME		
Other operating income		
Income from participating interests		
Income from other transferable securities and from loan forming part of fixed assets		
Other interest receivable and similar income		
derived from affiliated undertaking	113	0
other interests receivable and similar income		
Extraordinary income	12 500	0
Loss for the financial period	9 954	44 529
TOTAL INCOME	22 567	44 529

The accompanying notes form an integral part of these financial statements



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Ability Lübeck Retail Holdings S.à r.l.
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Financial statements for the period from 01.01.2010 to 31.12.2010

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 - GENERAL INFORMATION

Ability Lübeck Retail Holdings S à r l (hereafter the "Compagny") was incorporated on December 19, 2006 and organised under the laws of Luxembourg as a S à r l for an unlimited period of time

The object of the Company is the holding of participations, in any form whatsoever, in other Luxembourg or foreign companies, the control, the management, as well as the development of these participations

It may acquire any securities or rights by way of share participations, subscriptions, negotiations or in any manner, participate in the establishment, development and control of any companies or enterprises and render them any assistance

It may carry on any industrial activity and maintain a commercial establishment open to the public in general, it may take any controlling and supervisory measures and carry out any operation which it may deem useful in the accomplishment and development of its purpose

The accounting year of the Company begins on January 1 and terminates on December 31 of each year

Based on the criteria defined by the Luxembourg law, the Company is exempted from the obligation to draw up consolidated financial statements and consolidated management report for the period ended on December 31, 2010. Therefore, in accordance with the legal provisions, these annual financial statements were presented on a non-consolidated basis to be approved by the shareholders at the Annual General Meeting.

The 31st March 2010 the manager took the resolution in accordance with articles 12, 13 and 14 of the Company's Articles of Association to move the Company's effective place of management to the United Kingdom



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NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below.

These policies have been consistently applied to all years presented, unless otherwise stated.

2.1. Basis of preparation

These financial statements have been established in accordance with the laws and regulations in force in the Grand-Duchy of Luxembourg and with generally accepted accounting principles in Luxembourg

2.2 Significant accounting policies

Foreign currency translation

These financial statements are expressed in Euro (EUR)

The transactions made in a currency other than the Euro are translated into Euro at the exchange rate prevailing at the transaction date

The translation at the balance sheet date is made according to the following principles

- Formation expenses and long-term assets expressed in currencies other than Euro are translated into Euro at the exchange rate effective at the time of the transaction. At the balance sheet date, these assets remain translated at historic exchange rates,
- All other assets and liabilities expressed in a currency other than the Euro are translated separately at the lower, respectively at the higher of the value determined using the historical exchange rate or the value determined using the exchange rate prevailing at the balance sheet date,
- Income and charges expressed in a currency other than the Euro are translated into Euro at the exchange rate prevailing at the transaction date,
- Where there is an economic link between an asset and a liability, these are valued in total according to the method described above and the net unrealized loss is recorded in the profit and loss account

Consequently, only realized foreign exchange gains and losses and unrealized foreign exchange losses are taken into account in the profit and loss account

Formation expenses

The formation expenses are directly charged to profit and loss account as they occur

Ability Lübeck Retail Holdings S.à r.l.
Société à responsabilité limitée

Financial statements for the period from 01.01.2010 to 31.12.2010

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Financial assets

The participations and all other items defined as financial assets are valued individually, at purchase price (loans and claims) including the expenses incidental thereto.

In case of a durable depreciation in value according to the opinion of the Board of Managers, value adjustments are made in respect of these financial assets, so that they are valued at the lower figure to be attributed to them at the balance sheet date. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Debtors

Debtors are valued at their nominal value less provision for any permanent depreciation in 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.

Prepayments and accrued income

This asset item includes expenses incurred during the financial year relating to a subsequent financial year.

Provisions for liabilities and charges

Provisions for liabilities and charges are intended to cover losses or debts the nature of which is clearly defined and which, at the date of the balance sheet are either likely to be incurred or certain to be incurred but uncertain as to their amount or as to the date on which they will arise.

At the close of business, each year, the Board of Managers determines whether provisions should be set up to cover foreseeable liabilities and charges. Previous year's provisions are reassessed every year.

Accruals and deferred income

This liability item includes income received during the financial year but relating to a subsequent financial year.



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NOTE 3 - FINANCIAL ASSETS

As at period end, the financial assets are composed by the following elements

	Opening balance 01/01/2010 (EUR)	Additions (EUR)	Disposals (EUR)	Sales (EUR)	Closing balance 31/12/2010 (EUR)
Shares in affiliated undertakings (>50%)	271 000			-12 500	258 500
Participating interests (between 20%-50%)					
Securities held as fixed assets (<20%)					
Loans to affiliated undertakings	0	12 613			12 613
Loans to participating interests					
Other loans					
	<u>271 000</u>	<u>12 613</u>	<u>0</u>	<u>-12 500</u>	<u>271 113</u>

Share sale of Ability Finance Luxembourg S à r l to A P Holdings Limited The purchase price is set at an amount of 12 500,00 EUR
Ability Lübeck Retail Holdings S à r l held 100% of the issued share capital of
Ability Finance Luxembourg S à r l

The shares in affiliated undertakings are summarized as follows

Name	Country	Ownership %	Gross book value (EUR)	Value adjustments (EUR)	Net book value (EUR)
Ability Elsdorf Retail Sàrl	Luxembourg	100%	83 500		83 500
Ability Lübeck Retail Sàrl	Luxembourg	100%	162 500		162 500
Ability Rostock Retail Sàrl	Luxembourg	100%	12 500		12 500
			<u>258 500</u>	<u>0</u>	<u>258 500</u>



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Financial statements for the period from 01.01.2010 to 31.12.2010

NOTE 3 - FINANCIAL ASSETS (Continued)

The net equity of the affiliated undertakings as at December 31, 2010 is summarized below :

Name	Last balance sheet date	Portion held by the Company	
		Net equity at the last balance sheet date (EUR)	Result for the last financial year (EUR)
Ability Elsdorf Retail Sàrl	31/12/2010	-918 575	-196
Ability Lübeck Retail Sàrl	31/12/2010	-544 460	8 376
Ability Rostock Retail Sàrl	31/12/2010	-1 061 178	-138 384

NOTE 4 - CAPITAL AND RESERVES

	Share capital EUR	Share premium EUR	Legal reserve EUR	Other reserves EUR	Profit/ (loss) brought forward EUR	Profit/ (loss) the financial period EUR	Total EUR
At June 1, 2009	162 500				-274 622	-44 529	-156 651
Prior period result allocation					-44 529		0
At December 31, 2009	162 500	0	0	0	-319 151		-156 651
Movements in share capital for the period							0
Movements in share premium for the period							0
Dividends paid relating to N-1							0
Net profit/ (loss) for the period						-9 954	-9 954
At December 31, 2010	162 500	0	0	0	-319 151	-9 954	-166 605



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Ability Lübeck Retail Holdings S.à r.l.
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NOTE 4 - CAPITAL AND RESERVES (Continued)

The subscribed capital of the Company is set at EUR 162 500,00 divided into 6 500 shares having a nominal value of EUR 25 each

Own shares

As of and for the period ended December 31, 2010, the Company does not hold any of its own shares.

Legal reserve

In accordance with Luxembourg compagny law, the Company is required to appropriate a minimum of 5% of its profit after tax for the year to a legal reserve until the balance of such reserve is equal to 10% of the issued share capital. The legal reserve is not available for distribution to shareholders, except upon the dissolution of the Company

NOTE 5 - CREDITORS

As at December 31, 2010 the creditors comprise the following

	Less than 1 year (EUR)	More than 1 yr and less than 5 years (EUR)	More than 5 years (EUR)	Total 31/12/2010 (EUR)	Total 31/12/2009 (EUR)
Convertible bonds					
Non-convertible bonds					
Amounts owed to credit institutions					
Trade creditors	70			70	5 734
Bills of exchange payable					
Amounts owed to affiliated undertakings	4 228		429 541	433 769	429 541
Amounts owed to undertakings with which the Company is linked by virtue of participating interests	4 069			4 069	0
Tax and social security debts	100			100	50
Other creditors					
Total creditors	8 468	0	429 541	438 008	435 325



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NOTE 6 - MANAGERS' FEES

During the period, the Board of Managers of the Company did not receive any fee for their work

NOTE 7 - TAXATION

The Company is subject to all the taxes relevant to commercial companies in Luxembourg.

NOTE 8 - STAFF

The Company did not employ any staff during the period (as at December 31, 2010 0) .



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