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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



Companies House

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

☐ **What this form is NOT for**
You cannot use this form
for an alteration of manner of
with accounting requirements

THURSDAY



A33

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30/01/2014

#176

COMPANIES HOUSE

Part 1 Corporate company name

Corporate name of overseas company ① ABILITY ELSDORF RETAIL SARL

UK establishment number B R 0 1 4 7 7 2

→ **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 GAAP

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**

Name of organisation or body ③ COMMISSION DES NORMES COMPATIBLES LUXEMBOURG

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

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

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

☐**No** Go to **Part 3 'Signature'**☐**Yes** Please enter the name of the organisation or other body which issued those standards below, and then go to **Part 3 'Signature'****①** Please insert the name of the appropriate accounting organisation or bodyName of organisation or body **①****A5**

Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box

☒**No**☐**Yes**

Part 3

Signature

I am signing this form on behalf of the overseas company

Signature

Signature

X**X**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

Abillty Elsdorf Retail S.à r.l.
Société à responsabilité limitée

Registered office :	25, rue Philippe II, L-2340 Luxembourg
R.C.S Luxembourg :	B 125433
Share capital :	EUR 83.500,00

Financial statements

for the period from 01.01 2011 to 31.12.2011

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Ability Elsdorf Retail S.à r.l.
Société à responsabilité limitée

Financial statements for the period from 01.01.2011 to 31.12 2011

BALANCE SHEET as at December 31, 2011

	Note(s)	31/12/2011 (EUR)	31/12/2010 (EUR)
ASSETS			
FIXED ASSETS			
Intangible assets			
Tangible assets	3	3 889 788	3 979 630
Financial assets			
		<u>3 889 788</u>	<u>3 979 630</u>
CURRENT ASSETS			
Stocks			
Debtors	4	56 645	20 050
Investments			
Cash at bank or in hand		80 273	107 228
		<u>136 918</u>	<u>127 278</u>
PREPAYMENTS AND ACCRUED INCOME			
		1 986	2 102
TOTAL ASSETS		<u><u>4 028 692</u></u>	<u><u>4 109 010</u></u>
LIABILITIES			
CAPITAL AND RESERVES			
	5		
Subscribed capital		83 500	83 500
Share premium and similar premiums			
Revaluation reserves			
Reserves			
Profit or loss brought forward		-1 002 075	-1 001 879
Resultat for the financial year		-25 840	-196
Interim dividends			
Investment subsidies			
Immunised appreciation			
		<u>-944 415</u>	<u>-918 575</u>
SUBORDINATED CREDITORS			
PROVISIONS			
		3 904	5 049
NON SUBORDINATED DEBTS			
	6	4 925 007	4 977 106
ACCRUALS AND DEFERRED INCOME			
		44 196	45 430
TOTAL LIABILITIES		<u><u>4 028 692</u></u>	<u><u>4 109 010</u></u>

The accompanying notes form an integral part of these financial statements

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Ability Elsdorf Retail S.à r.l.
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Financial statements for the period from 01.01.2011 to 31.12.2011

PROFIT AND LOSS ACCOUNT for the period from 01.01 2011 to 31.12.2011

	31/12/2011 (EUR)	31/12/2010 (EUR)
CHARGES		
Raw materials and consumables		
Other external charges		
Staff costs		
Value adjustments in respect of formation		
expenses and tangible and intangible fixed assets	89 842	89 842
Value adjustments in respect of elements of current assets		
Other operating charges	81 551	108 263
Value adjustments in respect of financial assets		
Value adjustments in respect of financial current assets		
Interest payable and others financial charges		
concerning affiliated undertakings		
other interests payable and similar charges	200 318	208 591
Extraordinary charges		
Tax on profit or loss	25	25
Other taxes not shown above		

Profit for the financial period

TOTAL CHARGES	371 736	406 720
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INCOME

Net turnover		
Change in inventories of finished goods & of work & contracts in progress		
Fixed assets under development		
Reversals of value adjustments		
Other operating income	345 896	406 524
Income from financial fixed assets		
derived from affiliated undertakings		
other income from participating interests		
Income from financial current assets		
derived from affiliated undertakings		
other income		
Other interests and other financial income		
derived from affiliated undertakings		
other interests receivable and similar income		
Extraordinary income		

Loss for the financial period	25 840	196
TOTAL INCOME	371 736	406 720

The accompanying notes form an integral part of these financial statements

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Ability Elsdorf Retail S.à r.l.
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Financial statements for the period from 01.01.2011 to 31.12.2011

NOTES TO THE FINANCIAL STATEMENTS

NOTE 1 - GENERAL INFORMATION

Ability Elsdorf S à r l (hereafter the "Compagny") was incorporated on March 5th, 2007 and organised under the laws of Luxembourg as a S à r l for an unlimited period of time

The Company may carry out all transactions pertaining directly or indirectly to the taking of participating interests in any enterprises in whatever form, as well as the administration, the management, the control and the development of such participating interests

The Company may particularly use its funds for the setting-up, the management, the development and the disposal of a portfolio consisting of any securities and patents of whatever origin, participate in the creation, the development and the control of any enterprise, acquire by way of contribution, subscription, underwriting or by option to purchase and any other way whatever, any type of securities and patents, realise them by way of sale, transfer, exchange or otherwise, have developed these securities and patents. The Company may grant assistance (by way of loans, advances, guarantees or securities or otherwise) to companies or other enterprises in which the Company has an interest or which form part of the group of companies to which the Company belongs (including shareholders or affiliates)

In general, the Company may carry out any financial, commercial, industrial, personal or real estate transactions, take any measure to safeguard its rights and make any transactions whatsoever which are directly or indirectly connected with its purposes or which are liable to promote their development or extension

The Company may borrow in any form and proceed to the issuance of bonds or any other instruments which may be convertible

The accounting year of the Company begins on January 1st and terminates on December 31st 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 31 12 2011. 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 30th March 2010 the manager take 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

Ability Elsdorf Retail S.à r.l.
Société à responsabilité limitée

Financial statements for the period from 01.01.2011 to 31.12.2011

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 Elsdorf Retail S à r.l.
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Financial statements for the period from 01.01.2011 to 31.12.2011

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Tangible fixed assets

Tangible fixed assets are stated at cost, less accumulated depreciation. These assets are depreciated on a straight-line basis over their economical life as defined hereafter.

The economic useful lives used are as follows:

Category	Depreciation (years)
Buildings	33,33

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

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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Financial statements for the period from 01.01 2011 to 31.12.2011

NOTE 3 -TANGIBLE FIXED ASSETS

As at December 31, 2011, the tangible fixed assets are composed of commercial properties located in Germany

The movements for the period are as follows

	Land and buildings (EUR)	Machinery and equipment (EUR)	Total (EUR)
Gross book value - opening balance	4 278 201		4 278 201
Additions for the period	0		0
Disposals for the period	0		0
Transfers for the period	0		0
Gross book value - closing balance	4 278 201	0	4 278 201
Depreciation - opening balance	298 571		298 571
Depreciation for the period	89 842		89 842
Reversals for the period			
Transfers for the period			
Depreciation - closing balance	388 413	0	388 413
Net book value - closing balance	3 889 788	0	3 889 788

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Financial statements for the period from 01.01 2011 to 31.12.2011

NOTE 4 - DEBTORS

As at December 31, 2011 the debtor balances comprise the following

	Less than 1 year (EUR)	More than 1 year (EUR)	TOTAL 31/12/2011 (EUR)	TOTAL 31/12/2010 (EUR)
Trade debtors	1 256		1 256	1 160
Amounts owed by affiliated undertakings	55 390		55 390	18 890
Amounts owed by undertakings with which the Company is linked by virtue of a participating interest				
Other debtors				
Total debtors	56 646	0	56 646	20 050

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Financial statements for the period from 01.01.2011 to 31.12.2011

NOTE 5 - CAPITAL AND RESERVES

	Share capital EUR	Share premium EUR	Legal reserve EUR	Other reserves EUR	Profit/ (loss) brought forward EUR	Profit/ (loss) for the financial period EUR	Total EUR
At January 01, 2010	83 500				-1 001 878		-918 378
Prior period result allocation					-196		-196
At December 31, 2010	83 500				-1 002 074		-918 574
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 year/ period						-25 840	-25 840
At December 31, 2011	83 500	0	0	0	-1 002 074	-25 840	-944 414

The subscribed capital of the Company is set at EUR 83 500,00 divided into 3 340 shares having a nominal value of EUR 25 each

Own shares

As of and for the period ended December 31, 2011, 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

Ability Elsdorf Retail S.à r.l.
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Financial statements for the period from 01.01.2011 to 31.12.2011

NOTE 6 - NON SUBORDINATED DEBTS

As at December 31, 2011 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 31/12/2011 (EUR)	Total 31/12/2010 (EUR)
Debenture loans					
Amounts owed to credit institutions		3 442 500		3 442 500	3 496 500
Payments received on account of orders					
Trade creditors	140			140	0
Bills of exchange payable					
Amounts owed to affiliated undertakings	28 508		1 438 391	1 466 899	1 463 746
Amounts owed to undertakings with which the Company is linked by virtue of participating interests					
Tax and social security debts	15 468			15 468	16 860
Other creditors					
Total creditors	44 116	3 442 500	1 438 391	4 925 007	4 977 106

NOTE 7 - MANAGERS' FEES

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

NOTE 8 - TAXATION

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

NOTE 9 - STAFF

The Company did not employ any staff during the period (as at December 31, 2011 0)