## Notes to the consolidated financial statements

continued

# Note 40 – List of Group entities continued

The Dutch Antilles	Activity	Remarks
Directly wholly owned Dreamland Entertainment N.V.	Inactive	
Cypius — India	Åctivity	Remarks
Directly wholly owned PC India Holdings Public Company Ltd.	Holding company	
Indirectly or jointly owned Permindo Ltd.	Holding company	100% held by PC India Holdings Public Company Ltd. Holds 99.9% of Anuttam Developers Pvt. Ltd. Koregaon Park Plaza project
Anuttam Developers Pvt. Ltd.	Holding company of 23 subsidiaries	99.9% held by Permindo Ltd. All subsidiaries are held in connection with
Abhayang Developers Pvt, Ltd.	Owns plot of land	Koregaon Park Plaza project Wholly owned subsidiary of Anuttam Developers Pvt, Ltd.
Achal Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt, Ltd.
Agmesh Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Ajakshya Developers Pvt, Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Ajanu Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Akhula Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Amartya Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Amraprabhu Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Amrutansh Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Anahat Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Anantshree Developers Pvt, Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt, Ltd.
Animish Developers Pvt. Ltd,	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Antarmukh Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt, Ltd.
Apramad Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Aprameya Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Apratirath Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Asankhya Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Athang Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Atmavan Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.
Atrushya Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of Anuttam Developers Pvt. Ltd.

Cyprus - India (continued)	Activity	Remarks
Avyaja Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of
		Anuttam Developers Pvt. Ltd.
Avyang Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of
		Anuttam Developers Pvt. Ltd.
Avyaya Developers Pvt. Ltd.	Owns plot of land	Wholly owned subsidiary of
		Anuttam Developers Pvt. Ltd.
Spiralco Holdings Ltd.	Holding company	100% held by PC India Holdings Public
		Company Ltd.
P-One Infrastructure Pvt. Ltd.	Real estate	50% held by Spiralco Holdings Ltd.
		50% held by Indian-based company
		Kharadi Plaza and Trivandrum Plaza projects
Rebeldora Ltd.	Holding company	100% held by PC India Holdings Public
		Company Ltd.
HOM India Management Services Pvt. Ltd.	Management company	99.9% held by PC India Holdings Public
		Company Ltd.
Rosesmart Ltd.	Inactive	100% held by PC India Holdings Public
		Company Ltd.
Xifius Services Ltd.	Inactive	100% held by PC India Holdings Public
		Company Ltd.
Dezimark Ltd,	Inactive	100% held by PC India Holdings Public
		Company Ltd.
Elbit Plaza India Real Estate Holdings Ltd.	Holding company	47.5% held by Plaza Centers N.V.
Polyvendo Ltd.	Holding company	100% held by Elbit Plaza India Real Estate
		Holdings Ltd.
Elbit Plaza India Management Services Pvt. Ltd.	Management company	99.999% held by Polyvendo Ltd.
Kadayanthra Builders Pvt. Ltd.	Mixed-used project	80% held by Elbit Plaza India Real Estate
		Holdings Ltd.
		Chennal (SipCot) project
Aayas Trade Services Pvt. Ltd.	Mixed-used project	100% held by Elbit Plaza India Real Estate
	14. 14. 14. 14. 14. 14. 14. 14. 14. 14.	Holdings Ltd.
		Bangalore project
Elbit India Architectural Services Ltd.	Inactive	100% held by Elbit Plaza India Real Estate
		Holdings Ltd.

# Notes to the consolidated financial statements

continued

# Note 40 – List of Group entities continued

United States of America	Activity	Remarks
Indirectly or jointly owned		
Elbit Plaza USA LP	Holding company	50% held by Plaza Centers N.V.
		50% held by Elbit Imaging Ltd.
Plaza USA LLC	Holding company	100% held by Elbit Plaza USA LP
EPN GP LLC	Holding company	21.64% held by Plaza USA LLC
		The remainder of shares are held by
		US and Israeli partners
EPN EDT Holdings II LLC	Holding company	23.64% held by Plaza USA LLC
		The remainder of shares are held by
		US and Israeli partners
EDT Retail Trust Management LLC (US MGR)	Holding company	50% held by EPN GP LLC
		50% held by US-based partner
EDT Australian Services Ltd. (Aus)	Management company	100% held by EDT Retail Trust Management LLC
		(US MGR)
EDT US Services LLC (US)	Management company	100% held by EDT Retail Trust Management LLC
		(US MGR)
EDT Retail Management Ltd. (ERML)	Management company	100% held by EDT Retail Trust Management LLC
		(US MGR)
EDT Retail Trust	Inactive	52.18% held by EPN EDT Holdings II LLC
		47.82% held by EPN GP LLC
EDT U.S, Trust INC. (US REIT I)	Holding company	52.18% held by EPN EDT Holdings II LLC
		47.82% held by EPN GP LLC
EDT Fund LLC (US LLC)	Holding company	100% held by EDT US Trust INC. (US REIT)
EDT U.S. Trust II INC; (US REIT II)	Holding company	52.18% held by EPN EDT Holdings II LLC
		47.82% held by EPN GP LLC
DDR MDT PS LLC (MV LLC)		50% held by EDT US Trust II INC. (US REIT II)
		50% held by US-based partner
DDR MDT MV LLC (PS LLC)		90.3362% held by EDT US Trust II (NC. (US REIT II)
DDI MIDI MIVECCO SECO		9.663% held by US-based partner
EPN Investment Management LLC	Management company	50% held by Elbit Plaza USA LP
Ern myesimen managemen i.c.	Management Company	50% held by US-based partner
EPN Fund GP LLC	Holding company	50% held by Elbit Plaza USA LP
ET INT GROUP ELC.	nolung company	50% held by US-based partner
EPN Real Estate Fund LP (Fund)	Holding company	99.8% held by Israeli-based partner
ELIA VGGI EZIGIG LAHA FL (LAHA)	riolomy company	0.2% held by EPN Fund GP LLC
EDN Book Estate Fund Holdings LLC		100% held by EPN Real Estate Fund LP (Fund)
EPN Real Estate Fund Holdings LLC		100% Held by Erin Heal Estate rulid EP (Fund)

COMPANY BALANCE SHEET As at December 31, 2011 After appropriation of result

			2011	2010
	Notes	€ thousands	€ thousands € thous	ands €thousands
ASSETS			· · · ·	
Non-current assets				
Tangible fixed assets	1		2,171	3,969
Other non-current assets			·	·
Participations	2	809,471	787	7,993
Charges participations	3	24,550	1	1,872
Other assets	4	69,607		4,619
		•	903,628	924,484
Total non-current assets			905,799	928,453
CURRENT ASSETS				
Other receivables and prepayments	5		33,368	45,625
Short-term deposits and cash at ban	k 6		44,839	115,225
Total current assets			78,207	160,850
Total			984,006	1,089,303

## **EQUITY AND LIABILITIES**

For the year ended December 31, 2011

			2011	2010
<u></u>	Notes	€ thousands	€ thousands € thousands	€ thousands
SHAREHOLDERS' EQUITY				
Issued share capital	7	2,972	2,967	
Share premium	8	261,773	261,773	
Foreign currency translation reserve	9	(10,672)	8,074	
Revaluation reserve	10	16,152	55,587	
Other capital reserves	11	12,612	31,272	
Retained earnings	12	259,285	240,522	
			542,122	600,195
PROVISIONS				
Provisions participations	13	96,115	58,323	
LIABILITIES				
Long-term liabilities	14	224,244	312,888	
Deferred taxes	14	12,197	•	
		·	332,556	371,211
CURRENT LIABILITIES				
Other liabilities and accruals	15		109,328	117,897
Total			984,006	1,089,303

## COMPANY PROFIT AND LOSS ACCOUNT

For the year ended December 31, 2011

			2011		2010
	Notes	€ thousands	€ thousands € thou	sands	€ thousands
Other operating income	16	(1,163)		468	
Gross operating result			(1,163)		468
General expenses	17	7,637		6,929	
Total operating costs			7,637		6,929
Operating result			(8,800)		(6,461)
Financial income and expenses	18		80,817		(12,369)
<b>RESULT FROM ORDINARY ACT</b>	IVITIES				
Before taxation			72,017		(18,830)
Results participations	19		(50,029)		27,502
Income taxes	20		(12,642)		1,601
Result after taxation			9,346		10,273

## NOTES TO THE COMPANY FINANCIAL STATEMENTS

For the year ended December 31, 2011

#### **GENERAL**

#### **ACTIVITIES AND OWNERSHIP**

Plaza Centers N.V. (the "Company") is a company domiciled in the The Netherlands. The Company is a subsidiary of Elbit Ultrasound B.V. which holds 62.5% of the Company's shares, as of balance sheet date. The ultimate shareholder of the Company is Elbit Imaging Limited which is indirectly controlled by Mr.Mordechay Zisser, a director of the Company. The Company is listed on the main stock exchange market ("LSE") in London, United Kingdom commencing October 27, 2006and starting October 19, 2007, the Company's shares are also listed in the Warsaw Stock Exchange ("WSE"). The Company owns subsidiary companies in Central and Eastern Europe, India and in the US which purchase, develop, hold and sale real estate assets.

## ACCOUNTING POLICIES IN RESPECT OF THE VALUATION OF ASSETS AND LIABILITIES

The Company financial statements have been prepared in accordance with accounting principles generally accepted in the Netherlands, applying the accounting principles of the consolidated financial statements as set out in Article 362, Sub 8 of Part 9, Book 2, of the Netherlands Civil Code. The valuation of assets and liabilities and the calculation of the net result conform with the accounting principles applied in the consolidated annual accounts, except for participations which are valued at net asset value rather than at cost. This means that Plaza Centers N.V.'s shareholders' equity and net result are the same as in the consolidated accounts.

The Company financial statements are denominated in thousands of euros.

The company income statement has been prepared in accordance with the provisions of Section 402, Book 2, of the Netherlands Civil Code.

We refer to the notes of the consolidated financial statements, unless indicated otherwise.

#### **FINANCIAL NON-CURRENT ASSETS**

The participating interest in which the Company is able to exert a significant influence on policy are included at the amount of the Group's share in the net asset value of the interests concerned. The net asset value is calculated according to the same policies as have been applied to these annual accounts. The other participating interests are stated at cost.

Provisions have been formed for negative net asset values of the interests concerned.

## Note 1 – Tangible fixed assets

## **NON-CURRENT ASSETS**

Movements in tangible fixed assets are broken down as follows:

	Other fixed
	assets €thousands
Balance as at January 1, 2011	
Actual cost airplanes	4,737
Accumulated depreciation	(768)
Actual net cost airplanes	3,969
Depreciation and impairment airplane 2011	(1,798)
Balance as at December 31, 2011	
Actual cost airplane	4,737
Accumulated depreciation	(2,566)
Book value	2,171
Depreciation rate	2.7%

The depreciation rate is based on the estimated economic useful lives of the tangible fixed assets concerned. The depreciation applicable for 2011 was 2.7%.

## Note 2 – Participations

Movements in participations are broken down as follows:

	2011	2010
	€thousands	€ thousands
Balance as at January 1	787,993	647,054
New investments, net of redemptions	(2,092)	43,063
Finance capitalized to investments	4,344	8,477
Reclassified	59,078	15,529
Translation reserve effect	(18,449)	17,714
Transaction with minority effect	(19,342)	-
Investment disposed	-	1,178
Result for the year	(2,061)	54,978
Balance as at December 31	809,471	787,993

Included under this heading are the following participating interests:

Name	Registered office	Share in issued capital as percentage
'Kerepesi 5 Irodaépület	Budapest, Hungary	100%
Ingatlanfeilesztő Kft.		
HOM IngatlanfejlesztésiésVezetésiKft. ("HOM")	Budapest, Hungary	100%
Plaza House Ingatlanfejlesztési Kft.	Budapest, Hungary	100%
TatabányaPlaza Ingatlanfejlesztési Kft.	Budapest, Hungary	100%
Szombathely 2002 IngatlanhasznosítóésVagyonkezelőKft	Budapest, Hungary	100%
Szeged 2002 Ingatlanhasznosító és Vagyonkezelő Kft.	Budapest, Hungary	100%
Ercorner Kft.	Budapest, Hungary	50%
Plasi Invest 2007 Ingatlanforgalmazo kft	Budapest, Hungary	70%
EDP Sp.zo.o	Warsaw, Poland	50%
Bytom Plaza Sp.z.o.o	Warsaw, Poland	100%
Bydgoszcz Plaza Sp.zo.o	Warsaw, Poland	100%
Zgorzelec Plaza Sp.z.o.o.	Warsaw, Poland	100%
Gdansk Centrum Plaza Sp.zo.o	Warsaw, Poland	100%
Lublin Or Sp.zo.o	Warsaw, Poland	50%
Gliwice Plaza Sp.z.o.o.	Warsaw, Poland	100%
Gorzów Wielkopolski Plaza Sp.z.o.o.	Warsaw, Poland	100%
Jelenia Gora Plaza Sp.zo.o	Warsaw, Poland	100%
Katowice Plaza Sp.zo.o	Warsaw, Poland	100%
Suwałki Plaza Sp.zo.o	Warsaw, Poland	100%
EDMC Sp.zo.o	Warsaw, Poland	100%
Legnica Plaza Sp.zo.o	Warsaw, Poland	100%
Lodz Centrum Plaza Sp.zo.o	Warsaw, Poland	100%
Plaza Centers (Poland) Sp.z.o.o.	Warsaw, Poland	100%
Kielce Plaza Sp. z.o.o	Warsaw, Poland	100%
Olsztyn Plaza Sp.zo.o	Warsaw, Poland	100%
Opole Plaza Sp.zo.o	<u>Warsaw, Poland</u>	100%
Plock Plaza Sp.zo.o	Warsaw, Poland	100%
Radom Plaza Sp.zo.o	Warsaw, Poland	100%
Hokus Pokus Rozrywka Sp. zo. o.	Warsaw, Poland	50%
Byalistok Plaza Sp.zo.o	Warsaw, Poland	100%
Gdinya Plaza Sp.zo.o	Warsaw, Poland	100%
Torun Plaza Sp.zo.o	Warsaw, Poland	100%
Tychy Plaza Sp.zo.o	Warsaw, Poland	100%
Wlocławek Plaza Sp.zo.o	<u>Warsaw, Poland</u>	100%
Zabrze Plaza Sp.zo.o	Warsaw, Poland	100%
Leszno Plaza Sp.zo.o	<u>Warsaw, Poland</u>	100%

Name	Registered office	Share in issued
		capital as
		percentage
Praha Plaza S.R.O.	Prague, Czech Republic	100%
Plaza Centers Czech Republic S.R.O.	Prague, Czech Republic	100%
P4 Plaza S.R.O.	Prague, Czech Republic	100%
Plaza Housing S.R.O	Prague, Czech Republic	100%
S.C. CENTRAL PLAZA SRL	Bucharest, Romania	100%
S.C. GREEN PLAZA S.R.L.	Bucharest, Romania	100%
S.C. ELITE PLAZA SRL.	Bucharest, Romania	100%
S.C. PLAZA CENTERS	Bucharest, Romania	100%
MANAGEMENT ROMANIA SRL		
S.C. NORTH GATE PLAZA SRL	Bucharest, Romania	100%
S.C. SOUTH GATE PLAZA SRL	Bucharest, Romania	100%
S.C. WEST GATE PLAZA SRL	Bucharest, Romania	100%
S.C. EASTERN GATE PLAZA SRL	Bucharest, Romania	100%
S.C. NORTH WEST PLAZA SRL	Bucharest, Romania	100%
S.C. NORTH EASTERN PLAZA SRL	Bucharest, Romania	100%
S.C.SOUTHWESTPLAZA SRL	Bucharest, Romania	100%
S.C. SOUTH EASTERN PLAZA SRL	Bucharest, Romania	100%
S.C. WHITE PLAZA SRL	Bucharest, Romania	100%
S.C. GOLDEN PLAZA SRL	Bucharest, Romania	100%
S.C. BLUE PLAZA SRL	Bucharest, Romania	100%
S.C. RED PLAZA SRL	Bucharest, Romania	100%
S.C. PALAZZO DUCALE SRL	Bucharest, Romania	100%
S.C.MOUNTAIN GATE SRL	Bucharest, Romania	100%
Plaza &Snegiri Ltd.	Nicosia, Cyprus	50%
ShumenPlaza E.O.O.D	Sofia, Bulgaria	100%
Plaza Centers Development E.O.OD	Sofia, Bulgaria	100%
Plaza Centers Management Bulgaria	Sofia, Bulgaria	100%
E.O.OD		
Elbit Plaza India Real Estate Holding	Nicosia, Cyprus	47.5%
Limited		
PC India Holdings Public Company	Nicosia, Cyprus	100%
limited		
Helios Plaza S.A.	Athens, Greece	100%
Elbit Plaza USA L.P	Delaware, USA	50%
SIA Diksna	Riga, Latvia	50%
PC Ukraine Holdings Limited	Nicosia, Cyprus	100%

Name	Registered office	Share in issued
		capital as
		percentage
Plaza Centers Management B.V.	Amsterdam, the Netherlands	100%
Plaza Centers (Ventures) B.V.	Amsterdam, the Netherlands	100%
Plaza Centers (Estates) B.V	Amsterdam, the Netherlands	100%
Plaza Centers Foundations B.V	Amsterdam, the Netherlands	100%
Plaza Centers Establishment B.V	Amsterdam, the Netherlands	100%
S.S.S Project Management B.V	Amsterdam, the Netherlands	100%
Plaza Centers Logistics B.V	Amsterdam, the Netherlands	100%
Obuda B.V.	Amsterdam, the Netherlands	100%
Plaza-BAS B.V.	Amsterdam, the Netherlands	51%
Plaza Dambovita Complex B.V.	Amsterdam, the Netherlands	100%
Plaza Centers Engagements B.V	Amsterdam, the Netherlands	100%
Plaza Centers Administrations B.V	Amsterdam, the Netherlands	100%
Plaza Centers Connection B.V	Amsterdam, the Netherlands	100%
Plaza-On Holding B.V	Amsterdam, the Netherlands	100%
Plaza Centers Corporation B.V	Amsterdam, the Netherlands	100%
Dambovita Center Holdings B.V.	Amsterdam, the Netherlands	100%
Mulan B.V.	Amsterdam, the Netherlands	100%
(FantasyPark Enterprises B.V.)		
Dreamland N.V	Curacao, the Dutch Antilles	100%
Linkage D.O.O	Belgrade, Serbia	l 100%
Plaza Centers Management D.O.O	Belgrade, Serbia	100%
I.C.S Plaza Centers Prodev SRL	Chishinau, Moldova	100%
Plaza Centers Slovak Republic s.r.o	Bratislava, Slovakia	100%

Note 3 - Charges to associates

N	2011	2010
Name	€ thousands	€ thousands
Green Plaza S.R.L.	132	132
Dambovita S.R.L	445	445
Elite Plaza S.R.L	68	68
North gate Plaza S.R.L	116	116
South gate Plaza S.R.L	55	55
North west Plaza S.R.L	38	38
Mountain gate S.R.L	43	43
Dambovita Centers Holding B.V	90	90
Ercorner Kft.	1,316	1,174
Helios Plaza S.A.	3,992	3,928
Elbit Plaza India real estate holdings Ltd.	12,663	-
Suwalki Plaza Sp.zo.o	446	594
Zgorzelec Plaza Sp.zo.o.		375
Olsztyn Plaza Sp.zo.o	331	267
Fantasy Park B.V	107	118
Plaza Housing S.R.O.	2.018	1,934
B1 Plaza S.R.O	6	6
	21	21
P4 Plaza S.R.O.	496	325
SIA Diksna	53	29
PC India Holdings Ltd.	2,095	2,095
Other	19	19
<u>Total</u>	24,550	11,872

The charges to participations bear an interest varying between 0% and one year EURIBOR + 5%.

## Note 4 - Other assets

	2011	2010
	<u>€thous</u> ands	€ thousands
Uncharged costs – Romania	3,919	3,779
Uncharged costs – Greece	2,461	2,461
Uncharged costs – Serbia	2,296	1,722
Uncharged costs – India	4,090	2,715
Uncharged costs – other projects	3,379	3,479
Long term investments - structures	50,697	52,017
Security deposit for SWAP and long term structures	2,765	16,336
Derivative		42,110
Total	69,607	96,233

## **CURRENT ASSETS**

Note 5 - Other receivables and prepayments

	2011	2011	2010	2010
	€thousands €	€ thousands €	thousands	€ thousands
CDPM Poland Sp.z.o.o	406		402	
Andrassy 25 Kft	(62)		53	
CCB N.V	825		825	
Jet Link Ltd.	15		15	
Astrid Plaza N.V	6		6	
Total related parties		1,190		1,301
Derivative		•		10,535
Interest receivable from banks		1,653		1,950
Investment in bonds		25,568		27,098
Advance payment in respect of property purch	ase	4,957		4,741
Total		33,368		45,625

Note 6 - Short-term deposits and cash at bank

Manage	2011	2010
Name	€ thousands	€ thousands
InvestKredit bank AG	784	9,489
Mizrachi Bank	10,934	-
FIBI UK	39	13,855
Investec Bank Ltd.	6,095	13,110
ING Bank	-	3,018
MKB Bank	319	14,080
BAWAG	27	27
ABN-AMRO	540	20,454
OTP Bank	2,031	10,210
ERSTE Bank	2,006	•
FHB Bank	2,017	10,073
Merrill Lynch	11,854	5,090
Swedbank(Latvia)	•	9,123
	11	11
UBS Bank	817	101
Union bank Ltd. (Israel)	20	113
Bank Leumi Ltd. (Israel)	7,328	2,070
Bank Hapoalim Ltd.	17	4,401
Total	44,839	115,225

As of December 31, 2011, an amount of EUR 13 million (December 31, 2010 – EUR 13.1 million) is restricted primarily due to financial instruments investment activity.

## SHAREHOLDERS' EQUITY

## Note 7 - Issued share capital

	2011 €thousands	2010 € thousands
The issued share capital can be specified as follows:	- CHIOGOGHAO	e inousanus
Balance as at January 1	2,967	2,942
Exercise - share-based plan	5	2,342
Balance as at December 31	2,972	2,967

- a. The number of shares authorized as of December 31, 2011 was 1 billion with a EUR 0.01 par value.
- b. In the course of the 2 years ended December 31, 2011, the following share capital increases occurred:
- 1. In the course of 2011, 951,564 vested options were exercised into 452,386 shares of EUR 0.01.
- 2. In the course of 2010, 3,954,541 vested options were exercised into 2,526,429 shares of EUR 0.01.

## Note 8 - Share premium

	2011 €thousands	2010 € thousands
Balance as at January 1 and December 31	261,773	261,773
Note 9 – Foreign currency translation reserve		
	2011	2010
	€thousands	€ thousands
The table below presents the movements in the translation reserve:		
Balance as at January 1	8,074	(9,640)
Movement	(18,746)	17,714
Balance as at December 31	(10,672)	8,074

The movement concern the translation reserve resulted from the operation in India and in the US. The reserve is considered a legal reserve which is not distributable (if more than nil).

#### Note 10 - Revaluation reserve

	2011	2010
	€thousands	€ thousands
Balance as at January 1	55,587	23,034
Realized revaluations	(15,305)	32,465
Movement	(24,130)	88
Balance as at December 31	16,152	55,587

As of December 31, 2011 and 2010, the Company had a direct holding in one investment property (Prague 3 logistic center) which was fair valued at €13.6 million and €13.6 million, respectively. The book value recorded in December 31, 2011 and 2010 was €9.4 million and €9.5 million, respectively. In addition, the Company has 49 indirectly held investment property in the US, which generated in 2011 revaluation of EUR 8.3 million (2010 -EUR 4.4 million).

The reserve is considered a legal reserve which is not distributable (if more than nil).

Note 11 - Other capital reserves

	2011	2010
	€thousands	€ thousands
The table below presents the movements in other capital reserve:		
Balance as at January 1	31,272	28,888
Movement due to available for sale securities	(1,759)	(179)
Movement due to transaction with Non-controlling interest	(19,342)	` -
Movement due to share option plan	2,441	2,563
Balance as at December 31	12,612	31,272

The movement concern share-based payment as a result of the Employee Share Option Plan which was adopted by the Company on October 26, 2006. On the same date, 26,108,602 non-negotiable options ("Options") over Ordinary Shares have been granted, the terms and conditions of which (except for the exercise price) will be regulated by the Share Option Scheme. No Options vested at that date. Options will vest annually in three equal parts. One-third of Options granted to an Eligible Grantee (see below) will vest one year after the date of grant, another third of granted Options will vest two years after the date of grant and the last third will vest three years after the date of grant. Options expire, unless otherwise determined by the Board, on the fifth anniversary of the date of grant. The total amount of options in the Share Option Plan is 33,834,586 options. For grants, exercise and forfeiture of options in 2011, refer to other information below.

Capital reserve in respect of available for sale securities relates to debt and equity securities purchased by the company as an investment starting the second half of 2008.

Capital reserve in respect of transaction with Non-controlling interest relates to acquisition of Non-controlling interest in one of the Company's US indirectly held subsidiary.

#### Note 12 - Retained earnings

-	2011	2010
	thousands	€ thousands
The table below presents the movements in the retained earnings:		
Balance as at January 1	240,522	262,802
Profit in the period	24,651	(22,192)
Dividend distributed in the period	(30,018)	-
Transfer to revaluation reserve	24,130	(88)
Balance as at December 31	259,285	240,522

The movement is reflecting the 2011 and 2010 results, dividend distributed, as well as the movements in revaluation reserve due to investment properties.

## **NON-CURRENT LIABILITIES**

## Note 13 - Provisions to associates

Movements in Provisions participations are broken down as follows:

	2011	2010
	€thousands	€ thousands
Balance as at January 1	58,323	27,463
New investments, net of redemptions	(56,229)	(1,948)
Finance capitalized to investments	(12,690)	(9,751)
Reclassified	59,078	15,529
Charges participations reclassification	(335)	(446)
Result for the year	47,968	27,476
Balance as at December 31	96,115	58,323

## Note 14 - Long term liabilities

	2011	2010
Name	€thousands	€ thousands
Long-term debentures at fair value	110,320	211,998
Long-term debentures at amortized cost	108,850	97,978
Derivatives	2,242	· -
Long term loans – GeFa	2,832	2,912
Total	224,244	312,888

For more details on the debentures (and in specific to the buyback programme) refer to note 21 and 22 of the consolidation financial statements.

## **CURRENT LIABILITIES**

Note 15 - Other liabilities and accruals

	December 31, 2011	December 31, 2011	December 31, 2010	December 31, 2010
	€thousands		€ thousands	
CDPM Hungary Kft.	241		241	
C/A Elbit Imaging Ltd.	1,210		1.393	
C/A Elbit Ultrasound B.V.	387		387	
C/A Elbit Plaza India real estate holdings	Ltd. <b>280</b>		703	
Other small charges participations	188		646	
Total related parties		2,306		3,370
Bank loan FIBI		6,866		8,046
Interest to pay – banks and investors		371		344
Bank loan - Merrill Lynch		36,225		36,225
Current portion of debentures and long to	erm loans	63,197		69,261
Suppliers		363		261
Accruals and other creditors		=		390
<u>Total</u>		109,328		117,897

## **PROFIT AND LOSS**

## Note 16 - Other operating income

		December 31,	-	•
	2011	2011	2010	2010
	€thousands	€ thousands	€ thousands	€ thousands
Gain from selling subsidiaries				
Opava transaction	-		(197)	
Total from selling of subsidiaries				(197)
Release of old debtor to P&L		_		(102)
Release of old supplier to P&L		-		`462
Impairment airplane		(1,588)		**
Profit from subsidiaries –				
Management fees on invoices		6		14
Profit from subsidiaries –				
late payment interest		419		291
Total		(1,163)		468

The number of employees in the Group (in the Company) was 185 (2) as of December 31, 2011. As of December 31, 2010 the number of the employees was 163 (2).

## Note 17 – General expenses

	2011	2010
0-1	€thousands	€ thousands
Salary and salary related expenses	4,124	4,122
Travelling expenses	525	369
Audit, legal and consultancy expenses	2,285	2,098
Other expenses Total	703	340
<u>I Olai</u>	7,637	6,929
Note 18 – Financial income and expenses		
Note 10 - I mandial income and expenses		
	2011	2010
	€ thousands	€ thousands
Interest income from bank deposits	2,822	1,743
Gain from bonds repurchase	2,005	· <u>-</u>
Profit from call options strategy	5,212	-
Derivative	(15,305)	37,307
Costs of raising bonds	4	(133)
Foreign exchange difference	16,196	(42,691)
Change in fair value of bonds	59,891	(17,729)
Income from structures and AFS financial instruments	7,253	7,469
Change in fair value of small structure	(1,320)	1,065
Preference shares accrued dividend	5,107	539
Gain from loan redemption in respect of US transaction	-	821
Interest expenses on bank loans - structures,		
Available for Sale financial instruments	(876)	(710)
()ther hank avagage and charage	(172)	(50)
Other bank expenses and charges		
Total	80,817	(12,369)
Total		
	80,817	(12,369)
Total	80,817 2011	(12,369) 2010
Total  Note 19 – Results participations	80,817 2011 €thousands	(12,369) 2010 € thousands
Total  Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft.	80,817 2011 €thousands 6	(12,369) 2010 € thousands (14)
Total  Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft	80,817 2011 €thousands 6 (867)	(12,369)  2010 € thousands (14) (75)
Total  Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft.	80,817 2011 €thousands 6 (867) (49)	(12,369)  2010 € thousands (14) (75) (102)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft.	80,817 2011 €thousands 6 (867) (49) (1)	(12,369)  2010 € thousands (14) (75) (102) (2)
Total  Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft.	80,817 2011 €thousands 6 (867) (49) (1) (1)	2010 € thousands (14) (75) (102) (2) (1)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft.	80,817 2011 €thousands 6 (867) (49) (1) (1) 4,818	(12,369)  2010 € thousands (14) (75) (102) (2) (1) 44,921
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P	80,817  2011 €thousands  6 (867) (49) (1) (1) 4,818 (1,035)	(12,369)  2010 € thousands (14) (75) (102) (2) (1) 44,921 (655)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A.	80,817  2011 €thousands  6 (867) (49) (1) (1) 4,818 (1,035) (41)	(12,369)  2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o.	80,817  2011 €thousands  6 (867) (49) (1) (1) 4,818 (1,035)	(12,369)  2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o.	80,817  2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273)	(12,369)  2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o.	80,817  2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o.	80,817  2011 €thousands  6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o.	80,817  2011 €thousands  6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94)	(12,369)  2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o. Kielce PlazaSp.z.o.o.	2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94)	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147) (41) (74) (27)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o. Kielce PlazaSp.z.o.o. Leszno Plaza Sp.z.o.o.	2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94) (74) (1,759)	(12,369)  2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147) (41) (74) (27) 668
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o. Kielce PlazaSp.z.o.o. Leszno Plaza Sp.z.o.o. Bytom Plaza Sp.z.o.o.	2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94) (74) (1,759) (2)	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147) (41) (74) (27) 668 (4)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o. Kielce PlazaSp.z.o.o. Leszno Plaza Sp.z.o.o. Bytom Plaza Sp.z.o.o. Wiocławek Plaza Sp.z.o.o.	2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94) (74) (1,759) (2) (169)	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147) (41) (74) (27) 668 (4) (290)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM Ingatlanfejlesztésiés VezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 Ingatlanhasznosítóés VagyonkezeloKft. Szombathely 2002 Ingatlanhasznosítóés VagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o. Kielce Plaza Sp.z.o.o. Bytom Plaza Sp.z.o.o. Wlocławek Plaza Sp.z.o.o. Plaza Centers (Poland) Sp.z.o.o.	2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94) (74) (1,759) (2) (169) 1,047	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147) (41) (74) (27) 668 (4) (290) (55)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM Ingatlanfejlesztésiés VezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 Ingatlanhasznosítóés VagyonkezeloKft. Szombathely 2002 Ingatlanhasznosítóés VagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o. Kielce PlazaSp.z.o.o. Leszno Plaza Sp.z.o.o. Bytom Plaza Sp.z.o.o. Plaza Centers (Poland) Sp.z.o.o. Hokus Pokus Rozrywka Sp.z.o.o.	2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94) (74) (1,759) (2) (169) 1,047	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147) (41) (74) (27) 668 (4) (290) (55) (137)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o. Kielce PlazaSp.z.o.o. Leszno Plaza Sp.z.o.o. Bytom Plaza Sp.z.o.o. Wlocławek Plaza Sp.z.o.o. Plaza Centers (Poland) Sp.z.o.o. Praha Plaza S.R.O.	2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94) (74) (1,759) (2) (169) 1,047 (77) (131)	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147) (41) (74) (27) 668 (4) (290) (55) (137) 677
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM Ingatlanfejlesztésiés VezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 Ingatlanhasznosítóés VagyonkezeloKft. Szombathely 2002 Ingatlanhasznosítóés VagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o. Kielce PlazaSp.z.o.o. Leszno Plaza Sp.z.o.o. Bytom Plaza Sp.z.o.o. Wlocławek Plaza Sp.z.o.o. Plaza Centers (Poland) Sp.z.o.o. Praha Plaza S.R.O. Plaza Centers S.R.O.	2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94) (74) (1,759) (2) (169) 1,047	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147) (41) (74) (27) 668 (4) (290) (55) (137) 677 (272)
Note 19 – Results participations  Tatabánya Plaza IngatlanfejlesztésiKft. HOM IngatlanfejlesztésiésVezetésiKft Plaza House IngatlanfejlesztésiKft. Szeged 2002 IngatlanhasznosítóésVagyonkezeloKft. Szombathely 2002 IngatlanhasznosítóésVagyonkezeloKft. Elbit Plaza US L.P Helios Plaza S.A. Katowice Plaza Sp.z.o.o. Lodz Centrum Plaza Sp.z.o.o. Torun Plaza Sp.z.o.o. Suwalki Plaza Sp.z.o.o. Zgorzelec Plaza Sp.z.o.o. Radom Plaza Sp.z.o.o. Olsztyn Plaza Sp.z.o.o. Kielce PlazaSp.z.o.o. Leszno Plaza Sp.z.o.o. Bytom Plaza Sp.z.o.o. Wlocławek Plaza Sp.z.o.o. Plaza Centers (Poland) Sp.z.o.o. Praha Plaza S.R.O.	2011 €thousands 6 (867) (49) (1) (1) 4,818 (1,035) (41) (273) 97 202 (3,744) (25) (94) (74) (1,759) (2) (169) 1,047 (77) (131)	2010 € thousands (14) (75) (102) (2) (1) 44,921 (655) (30) (242) (305) 96 (1,147) (41) (74) (27) 668 (4) (290) (55) (137) 677

Plaza housing S.R.O. (5)	(1)
Tanoli Enterprises Ltd. 5,973	-
Ercorner Kft. (665)	(462)
Dreamland N.V. (980)	(394)
PCM E.O.O.D (116)	113
SIA Diksna (8,596)	(2,100)
Green Plaza S.R.L. (3,101)	(1,156)
Mountain gate S.R.L. (7,330)	(697)
Plaza On Holdings B.V (1,087)	(766)
North Eastern Plaza S.R.L	
North West Plaza S.R.L (3,161)	(28)
Plasi investKft. (625)	, ,
Kerepesi 5 Kft. 194	
Shumen Ltd. (2,851)	(26)
Obuda B.V. (58)	, ,
PC India Holdings Ltd. (1,971)	
Plaza Centers venture B.V. (1,140)	· · · /
Plaza Centers estates B.V. (655)	
EDP Sp.z.o.o. (2,969)	
Plaza Dambovita Complex (FinCo) 26,969	
Plaza Bas B.V. (6,023)	
PCM d.o.o (303)	
PC Ukraine holdings Ltd.	(129)
Dombovita Center Holding B.V. (21,459)	
Plaza Centers holdings B.V (1,059)	
Elbit Plaza India real estate holdings Ltd. (5,933)	• •
PCM s.r.l. (370)	
Elite residence esplanada S.R.L. 121	
North gate s.r.l. (2,623)	
South gate s.r.l. (4,344)	
Palazzo du Calle s.r.l.	
(50,029)	

## Note 20 - Income taxes

Note 20 - income taxes		
	2011	2010
	€thousands	€ thousands
Deferred tax asset – structure B devaluation	(77)	12
Deferred tax asset – debentures devaluation	14,573	3,965
Deferred tax asset – Derivative	1,390	(7,112)
Deferred tax asset – Losses carry forward	(3,244)	1,534
Total	12,642	(1,601)

The applicable tax rate is 25%. The Company is currently not subjected to corporate tax payments as it is enjoying participation exemption.

The tax loss carry-forward for the Company's one tax unit is approximately €13 million as of December 31, 2011.

The last filing of corporate tax return relates to the fiscal year 2009.

#### **AUDIT FEES**

The total audit fees charged by the statutory auditor amount to EUR 48,800 (2010: 48,400). These relate only to the audit of the statutory financial statements.

#### Note 21 - Remuneration

2011	Salary and fees €′000	Share incentive plan <sup>1</sup> €'000	related remuneration	performance related remuneration
Executive directors	€ 000	€ 000	€,000	€'000
Non-performance related remuneration				
Mr. Mordechay Zisser	238	290	528	***
Mr Ran Shtarkman	463	790	1,253	100
Total	701	1,080	1,781	100
Non-executive directors				
Non-performance related remuneration				
Mr Shimon Yitzchaki	-	388	388	_
Mr Marius van Eibergen Santhagens	53	_	53	-
Mr Edward Paap	-	_	-	_
Mr Marco Wichers	53		53	_
Total	106	388	494	
Total – all directors	807	1,468	2,275	100

<sup>(1)</sup> Accounting non-cash expenses recorded in the Company's income statement in connection with the share option plan.

### SERVICE ARRANGEMENTS

The executive directors have rolling service contracts with the Company, which may be terminated on 12 months' and three month notice in the cases of Mr. Zisser and the CEO/President respectively.

The non-executive directors have specific terms of reference. Their letters of appointment state an initial 12-month period, terminable by either party on three months written notice. Save for payment during respective notice periods, these agreements do not provide for payment on termination.

#### **BONUSES**

The Company has a performance-linked bonus policy for senior executives and employees, under which up to 3% of net annual profits are set aside for allocation by the directors to employees on an evaluation of their individual contributions to the Company's performance. In addition, the Board can award ad hoc bonuses to project managers, area managers and other employees on the successful completion and/or opening of each project. The directors also have the authority to award discretionary bonuses to outstanding employees which are not linked to the Company's financial results.

## Note 21 - Remuneration (cont.)

#### **SHARE OPTIONS**

The Company adopted its Share Option Scheme on October 26, 2006. At the same time, 26,108,602 non-negotiable options over Ordinary Shares were granted, the terms and conditions of which (except for the exercise price) are regulated by the Share Option Scheme. Regarding the modification of Share Option Scheme refer to note 26 of the consolidated report. For the exercise and forfeiture of options refer to the table below.

		Number	Exercise
		vested as at	price of
	Number	December 31,	options
	of options	2011	£
Mr. Mordechay Zisser	3,907,895	3,907,895	0.43
Mr. Ran Shtarkman	10,150,376	7,089,151	0.43
Mr. Shimon Yitzchaki	2,116,541	794,361	0.43
Mr. Marius van			
Eibergen Santhagens	_		N/A
Mr. Edward Paap	_		N/A
Mr. Marco Wichers		<del></del>	N/A

options as at
December 31,
2011
47,834,586
44,120,174
8,312,263
(8,902,779)
12,617,191

Amsterdam, April 30, 2012 The Board of Directors

Mordechay Zisser

Ran Shtarkman

Shimon Yitzchaki

Marius Willem van Eibergen Santhagens

Marco Habib Wichers

**Edward Paap** 

Number of

## OTHER INFORMATION

# PROVISION IN THE ARTICLES OF ASSOCIATION CONCERNING THE APPROPRIATION OF PROFITS

In accordance with the Company's Articles of Association the result for the year is at the disposal of the Annual General Meeting of shareholders.

#### APPROPRIATION OF RESULT

It is proposed that the 2011 profit of €9.3 million will be added to the other reserves. The annual accounts have been prepared on the assumption that this profit appropriation will be adopted by the Annual General Meeting of shareholders.

#### REMUNERATION POLICY

Plaza Centers' remuneration policy is designed to attract, motivate and retain the high-caliber individuals who will enable the Company to serve the best interests of shareholders over the long term, through delivering a high level of corporate performance. Remuneration packages are aimed at balancing both short-term and long-term rewards, as well as performance and non-performance related pay.

The Remuneration Committee reviews base salaries annually. Increases for all employees are recommended by reference to cost of living, responsibilities and market rates, and are performed at the same time of year.

The Remuneration Committee believes that any director's total remuneration should aim to recognize his or her worth on the open market and to this end pays base salaries in line with the market median supplemented by a performance-related element with the capacity toprovide more than 50% of total potential remuneration.

#### SUBSEQUENT EVENTS

We refer to the notes to the consolidated financial statements on page 123



## INDEPENDENT AUDITOR'S REPORT

To: the shareholders of Plaza Centers N.V.

## REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements 2011 of Plaza Centers N.V., Amsterdam. The financial statements include the consolidated financial statements and the company financial statements. The consolidated financial statements comprise the consolidated statement of financial position as at 31 December 2011, the consolidated statements of comprehensive income, changes in equity and cash flows for the year then ended, and notes, comprising a summary of the significant accounting policies and other explanatory information. The company financial statements comprise the company balance sheet as at 31 December 2011, the company profit and loss account for the year then ended and the notes, comprising a summary of the accounting policies and other explanatory information.

#### MANAGEMENT'S RESPONSIBILITY

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code, and for the preparation of the Directors' report, in accordance with Part 9 of Book 2 of the Dutch Civil Code. Furthermore management is responsible for such internal control as it determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

#### AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with Dutch law, including the Dutch Standards on Auditing. This requires that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

in making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements 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 account-





ing estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

## OPINION WITH RESPECT TO THE CONSOLIDATED FINANCIAL STATEMENTS

In our opinion, the consolidated financial statements give a true and fair view of the financial position of Plaza Centers N.V. as at 31 December 2011, its result and its cash flows for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union and with Part 9 of Book 2 of the Dutch Civil Code.

## OPINION WITH RESPECT TO THE COMPANY FINANCIAL STATEMENTS

in our opinion, the company financial statements give a true and fair view of the financial position of Plaza Centers N.V. as at 31 December 2011 and of its result for the year then ended in accordance with Part 9 of Book 2 of the Dutch Civil Code.

#### REPORT ON OTHER LEGAL REQUIREMENTS

Pursuant to the legal requirement under Section 2:393 sub 5 at e and f of the Dutch Civil Code, we have no deficiencies to report as a result of our examination whether the Directors' report, to the extent we can assess, has been prepared in accordance with Part 9 of Book 2 of this Code, and whether the information as required under Section 2:392 sub 1 at b-h has been annexed. Further we report that the Directors' report, to the extent we can assess, is consistent with the financial statements as required by Section 2:391 sub 4 of the Dutch Civil Code.

Amsterdam, 30 April 2012

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MAZARS PAARDEKOOPER HOFFMAN ACCOUNTANTS N.V.

Was signed drs. R.C.H.M. Horsmans RA RV



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Torun Plaza in Poland, the Group's 31st completed shopping and entertainment center, opened to the public on November 14, 2011

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