

**Charitable organization “Foundation of Olena Pinchuk” and
“Elena Pinchuk Antiaids Foundation” (United Kingdom)**

Combined Statement of Cash Receipts and Disbursements

*For the year ended 31 December 2018 and
cumulative as at that date
with Independent auditor’s report*

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Independent auditor's report

To the Founders of Charitable organization "Foundation of Olena Pinchuk" and "Elena Pinchuk Antiaids Foundation" (United Kingdom)

Opinion

We have audited the combined statement of cash receipts and disbursements of Charitable organization "Foundation of Olena Pinchuk" and "Elena Pinchuk Antiaids Foundation" (United Kingdom) ("the Foundations") for the year ended 31 December 2018 and cumulatively from the commencement to 31 December 2018, including a summary of significant accounting policies ("the financial statements").

In our opinion, the accompanying financial statements are prepared, in all material respects, in accordance with the cash receipts and disbursements basis of accounting described in Note 2.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs). Our responsibilities under those standards are further described in the *Auditor's responsibilities for the audit of the financial statements* section of our report. We are independent of the Foundations in accordance with the International Ethics Standards Board for Accountants' (IESBA) Code of Ethics for Professional Accountants (including International Independence Standards) (IESBA Code) together with the ethical requirements that are relevant to our audit of the financial statements in Ukraine, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of matter - basis of accounting

We draw attention to Note 2 to the combined statement of cash receipts and disbursements, which describes the basis of accounting. The combined statement of cash receipts and disbursements is prepared to provide information to the founders and management of the Foundations. As a result, the combined statement of cash receipts and disbursements may not be suitable for another purpose. Our opinion is not modified in respect of this matter.

Responsibilities of management and the Supervisory Board for the financial statements

Management is responsible for the preparation of the financial statements in accordance with the cash receipts and disbursements basis of accounting described in Note 2, and for such internal control as management determines is necessary to enable the preparation of the financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Foundations' ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Foundations or to cease operations, or has no realistic alternative but to do so. The Supervisory Board is responsible for overseeing the Foundations' financial reporting process.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- ▶ Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ▶ Obtain an understanding of internal control relevant to the audit 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 Foundations' internal control.
- ▶ Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- ▶ Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Foundations' ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Foundations to cease to continue as a going concern.

We communicate with the Supervisory Board regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



Kyiv, Ukraine

18 September 2020

Charitable organization "Foundation of Olena Pinchuk" and
"Elena Pinchuk Antiaids Foundation" (United Kingdom)

Combined Statement of Cash Receipts and Disbursements
For the year ended 31 December 2018 (in US dollars)

	Notes	2018	2017	Cumulative from commencement to 31 December 2018
Cash balance as at 1 January		233,798	87,556	-
Cash receipts collected:				
Contributions received from legal entities, including the founders' affiliates		1,324,003	1,043,693	21,427,316
Contributions received from the founders and other individuals		38,849	34,511	2,165,526
Founders' contributions to the Charter Fund		-	-	10,010
Bank interest		4,972	5,603	63,559
Total collected		1,367,824	1,083,807	23,666,411
Program disbursements made:				
"Veteran Hub" project		(268,441)	-	(268,441)
Informational and educational campaigns on HIV/AIDS		(224,994)	(79,459)	(5,541,076)
Material aid paid to people with HIV/AIDS, medical establishments and orphanages		(197,858)	(243,502)	(4,998,066)
International co-operation "Inspiration. Opportunities. Success." project	1	(183,219)	(253,169)	(9,256,325)
Other charitable programs		(34,132)	(166,404)	(313,678)
Total program disbursements		(1,072,868)	(832,376)	(20,631,652)
Administrative expenses	3	(94,316)	(104,410)	(2,422,800)
Total disbursements		(1,167,184)	(936,786)	(23,054,452)
Foreign exchange and translation differences		2,994	(779)	(174,527)
Cash balance as at 31 December		437,432	233,798	437,432

Signed and authorized for release on behalf of the Foundations on 18 September 2020:

Director

Olga Rudneva

Chief Accountant

Nataliia Kucherina



The accompanying notes are an integral part of this Combined Statement

**Charitable organization “Foundation of Olena Pinchuk” and
“Elena Pinchuk Antiaids Foundation” (United Kingdom)**

Notes to the Combined Statement of Cash Receipts and Disbursements
For the year ended 31 December 2018 (in US dollars)

1. General information

The Charitable organization “Foundation of Olena Pinchuk” (previously “Foundation of Olena Pinchuk “ANTIAIDS”) (“the Foundation”) was founded by three Ukrainian citizens, including Mrs. Olena Pinchuk jointly with her spouse, Mr. Victor Pinchuk, in September 2003. The registered office of the Foundation is at 2, Mechnikova Street, Kyiv, Ukraine.

“Elena Pinchuk Antiaids Foundation” (“the UK Foundation”) was registered by The Companies House of England and Wales on 13 October 2010. The UK Foundation was established by Mrs. Olena Pinchuk to facilitate the achievement of the Foundation’s goals through international cooperation.

All the activities of the foundations, hereinafter collectively referred to as “the Foundations”, are governed by the Foundation management appointed by and reporting to the founders. The governing power to the Foundation management is provided by virtue of the respective agreements between the Foundation and the UK Foundation.

The initial goals of the Foundation, as stated in their founding documents, were to combat the HIV/AIDS epidemic in Ukraine, to reduce its escalation, to support people living with HIV/AIDS by improving their quality of life, and to bring to Ukraine the best international experience in combating HIV/AIDS.

On 6 December 2017, the Foundation announced that the scope of its activities would be expanded going forward. In addition to combatting the HIV/AIDS epidemic, which would remain one of its top priorities, the Foundation would also focus on promoting a healthy lifestyle, educational projects for young girls and women, and bringing the best international experience in the humanitarian area to Ukraine. The legal name of the Foundation was changed accordingly.

The Foundations’ projects implemented during 2003-2016 were mainly focused on the following areas:

- Informational and educational campaigns;
- Support to people with HIV/AIDS, medical establishments and orphanages;
- “Inspiration. Opportunities. Success.” project;
- “Veteran Hub” project;
- International co-operation.

“Inspiration. Opportunities. Success.” project is aimed at strengthening of women’s role in society. Its main purpose is to prove that woman in Ukraine is able to become successful in any sphere. Successful and famous women who have inspiring stories joined the project to become an example for girls and motivate them to look for the new opportunities. Under the project the most active and motivated girls will be selected for formation and preparation of the team of young women-coaches who will be able to continue the project work within their communities helping girls to believe in themselves and to choose the proper role model.

“Veteran Hub” - is a joint project funded by Olena Pinchuk, Victor Pinchuk and NGO Pobratimy created to provide centralized services to veterans, security sector employees, their families and relatives, as well as to support their integration into civilian life. This is a space for civil society organizations working in the field of veterans' affairs, which combines an administrative center for providing psychosocial services and a platform for educational activities. Veteran Hub started on November 1, 2018 and is currently in the test mode.

International co-operation mainly related to the Foundations’ participation in the joint project of the UK Foundation with the Elton John AIDS Foundation.

Cooperation with The Elton John AIDS Foundation (“the EJAF”) started in 2007. In 2018 and 2017 Foundations’ cash disbursements of USD 183,219 and USD 253,169 correspondingly were used by the Elton John AIDS Foundation to support a project targeted at prevention of HIV transmission among street children in Ukraine through affiliate organizations as well as an arrangement of services for identification of HIV infection new cases.

During 2018 cash receipts of USD 311,371 and disbursements of USD 182,495 were made through the UK Foundation’s bank accounts (2017: cash receipts of USD 277,550 and disbursements of USD 253,169).

**Charitable organization “Foundation of Olena Pinchuk” and
“Elena Pinchuk Antiaids Foundation” (United Kingdom)**

Notes to the Combined Statement of Cash Receipts and Disbursements

For the year ended 31 December 2018 (in US dollars)

2. Summary of significant accounting policies

Basis of accounting

The Foundations’ combined statement of cash receipts and disbursements (“the Combined Statement”) is prepared on the cash receipts and disbursements basis of accounting, which represents a special purpose framework and which is not intended to be a presentation in conformity with International Financial Reporting Standards or accounting principles generally accepted in any other country, including Ukraine or the UK, where the Foundations are registered. On this basis of accounting, income is recognized when collected in cash, and expenses are recognized when paid rather than when incurred.

For tax and other statutory purposes, the Foundations prepare their separate reporting.

Basis of combination

The Combined Statement of cash receipts and disbursements of the Foundations is presented on a combined basis, which management considered appropriate for entities under its control exercised as described above in the Note 1. The Combined Statement comprises individual statements of the Foundations for the year ended and cumulatively through 31 December 2018. The separate statements of the Foundations are prepared as of the same reporting date, using consistent accounting policies. All cash receipts and disbursements between the Foundations have been eliminated in full.

Foreign Currencies

The presentation currency for the purpose of this Combined Statement of cash receipts and disbursements is the United States dollar (“US dollar”). The functional currency of the Foundation is the national currency of Ukraine - hryvnia (“UAH”). The functional currency of the UK Foundation is US dollar. Accordingly, transactions included in the Combined statement that were not already measured in US dollars have been premeasured into US dollars using the official exchange rate established by the National Bank of Ukraine (“NBU”) at the date of transaction. The remaining cash balance as at the reporting date is translated into the presentation currency using the closing exchange rate at that date (27.6883 UAH for 1 US dollar as at 31 December 2018 (2017: 28.0672 UAH for 1 US dollar)).

Differences between the contractual exchange rate of a transaction in a foreign currency and the NBU exchange rate on the date of the transaction are also included in gains / losses from foreign currencies.

3. Administrative expenses

Administrative expenses represent cash disbursements related to general management of the projects and arrangement of the Foundations’ activities and comprise the following expenses:

	<u>2018</u>	<u>2017</u>
Payroll and related expenses	63,485	71,006
Rent of premises	19,771	17,752
Other expenses	11,060	15,652
	<u>94,316</u>	<u>104,410</u>

4. Operating environment

The operations of the Foundations are significantly influenced by operating environment of Ukraine. The Ukrainian economy while deemed to be of market status continues to display characteristics consistent with that of an economy in transition. These characteristics include, but are not limited to, certain structural imbalances, low capital market liquidity, relatively high inflation and a significant level of domestic and foreign state debt.

Following the significant decline in 2014 – 2016, the Ukrainian economy started to demonstrate certain signs of recovery and growth. Main risks affecting the sustainability of the emerging economic trends are represented by the continuing tensions in geopolitical relations with the Russian Federation; lack of the clear consensus as to the directions of the institutional reforms, including public administration, judiciary system and reforms in core sectors of the economy; acceleration of labor emigration and low level of capital inflow.

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Notes to the Combined Statement of Cash Receipts and Disbursements
For the year ended 31 December 2018 (in US dollars)

5. Tax and regulatory compliance

The Foundations have the status of non-for-profit organizations and are generally exempt from income tax and other taxes, which would otherwise be applicable to their activity, including passive income earned, subject to their continued compliance with this status.

Management believes that its interpretation of the relevant applicable legislation is appropriate and that the Foundations have complied with all regulations and continues to maintain their non-for-profit status. All due statutory taxes and withholdings, including employment related, have been paid timely and properly. At the same time it is possible that transactions and interpretations those have not been challenged in the past may be challenged by the authorities in the future, although this risk significantly diminishes with passage of time. It is not practical to determine the amount of unasserted claims that may manifest, if any, or the likelihood of any unfavourable outcome.

6. Other commitments and contingencies

Legal

In the ordinary course of activities, the Foundations may become subject to legal actions and complaints. Management believes that the ultimate liability, if any, arising from such actions or complaints would not have a material adverse effect on the financial condition or the future operations of the Foundations.

Appropriation of donations

Prior to entering into the projects, management evaluates the compliance of the proposed project activities with the statutory goals of the Foundations as well as with the statutory requirements for the charitable and non-for-profit activities. Further, in course of the projects' implementation, management monitors, to the extent practical and possible, their alignment with the declared goals based on the reports and other documentation provided by the participants of the projects and donation recipients as well as selective inspections.

However, because of the inherently limited ability of the Foundations' management to assess and monitor eligibility and actual appropriation of the funding by the other project participants and the donation recipients, misappropriation of the funds extended to the projects by the Foundations may take place and not be detected. As with other contingencies, management believes that the ultimate liability of the Foundations arising from such cases, if any, will not have a material adverse effect on the financial condition or the future operations of the Foundations.

7. Subsequent events

Activities after the reporting date

In March 2019, the Foundations' management decided to suspend financing of the Foundations activities through the UK Foundation, thus further operations are financed by inflows to the Foundation in Ukraine.

Coronavirus pandemic in 2020

In 2020, in response to a rapidly developing coronavirus (COVID-19) pandemic many countries, including Ukraine, have implemented quarantine measures, which had a significant effect on the overall business scale. Both the pandemic and the mitigating measures are expected to possibly affect businesses in quite a few areas. The Foundations deems the pandemic to be a non-adjusting event after the reporting period, which quantitative effect cannot be estimated with reasonable certainty.

As part of the activities, the Foundations have joined the response to the coronavirus pandemic in Ukraine by support of the charity organizations, medical facilities and the media to inform on the COVID-19 threat.

The Foundations are now analyzing possible effect of the changing micro- and macroeconomic conditions on its financial position and performance and take measures to prevent any negative impact to the extent possible.