SEED GLOBAL HEALTH AND AFFILIATES FOR THE SIX MONTHS ENDED MARCH 31, 2022

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors Seed Global Health and Affiliates Boston, Massachusetts

Opinion

We have audited the accompanying consolidated financial statements of Seed Global Health and Affiliates (a nonprofit organization), which comprise the consolidated balance sheet as of March 31, 2022, and the related consolidated statements of activities and changes in net assets, functional expenses, and cash flows for the six month period then ended, and the related notes to the financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Seed Global Health and Affiliates as of March 31, 2022, and the changes in their net assets and their cash flows for the six month period then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. 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 required to be independent of Seed Global Health and Affiliates and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Seed Global Health and Affiliates's ability to continue as a going concern within one year after the date that the consolidated financial statements are available to be issued.



Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated 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 absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. 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. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the consolidated financial statements.

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the consolidated financial statements.
- 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 Seed Global Health and Affiliates's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the consolidated financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Seed Global Health and Affiliates's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control related matters that we identified during the audit.

Aupany, LL IC ACCOUNTAI

Braintree, Massachusetts January 30, 2023

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SEED GLOBAL HEALTH AND AFFILIATES CONSOLIDATED STATEMENT OF FINANCIAL POSITION MARCH 31, 2022

ASSETS

Cash and cash equivalents Contributions receivable, net Prepaid expenses and other assets Property and equipment, net	\$	8,659,928 8,258,378 173,433 <u>34,087</u>
TOTAL ASSETS	\$_	17,125,826
LIABILITIES AND NET ASSETS		
Liabilities: Accounts payable Accrued expenses Total liabilities	\$	39,201 <u>319,702</u> <u>358,903</u>
Net assets: Without donor restrictions With donor restrictions	_	1,597,585 15,169,338
Total net assets	_	16,766,923
TOTAL LIABILITIES AND NET ASSETS	\$	17,125,826

SEED GLOBAL HEALTH AND AFFILIATES CONSOLIDATED STATEMENT OF ACTIVITIES AND CHANGES IN NET ASSETS FOR THE SIX MONTHS ENDED MARCH 31, 2022

		hout Donor estrictions	With Donor Restrictions	 Total
Operating activities:				
Revenue and support:				
Foundation and corporate contributions	\$	355,000	\$ 3,326,182	\$ 3,681,182
Individual contributions		123,613	-	123,613
In-kind contributions		3,460	-	3,460
Program service fees		30,000	-	30,000
Net assets released from donor restrictions		3,434,648	 (3,434,648)	
Total revenue and support		3,946,721	 (108,466)	 3,838,255
Expenses:				
Program		3,340,414	-	3,340,414
Administrative and general		483,385	-	483,385
Fundraising		260,474	 -	 260,474
Total expenses		4,084,273	 	 4,084,273
Changes in net assets from operating activities		(137,552)	 (108,466)	 (246,018)
Non-operating activities:				
Foreign currency exchange loss		(797)	 (101,723)	 (102,520)
Changes in net assets from non-operating activities	3	(797)	 (101,723)	 (102,520)
Changes in net assets		(138,349)	(210,189)	(348,538)
Net assets - beginning		1,735,934	 15,379,527	 17,115,461
NET ASSETS - ENDING	\$	1,597,585	\$ 15,169,338	\$ 16,766,923

SEED GLOBAL HEALTH AND AFFILIATES CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES FOR THE SIX MONTHS ENDED MARCH 31, 2022

	Program	nistrative General	Fund	raising	 Total
Educator and other employee compensation and related	\$ 2,115,335	\$ 289,713	\$	163,207	\$ 2,568,255
Consulting	237,553	118,708		76,149	432,410
Other operation cost	287,315	53,968		9,351	350,634
Travel	289,458	233		654	290,345
Other program costs	226,523	-		-	226,523
Occupancy	178,106	20,217		10,854	209,177
Depreciation	 6,124	 546		259	 6,929
TOTAL EXPENSES	\$ 3,340,414	\$ 483,385	\$	260,474	\$ 4,084,273

See accompanying notes to financial statements.

SEED GLOBAL HEALTH AND AFFILIATES CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE SIX MONTHS ENDED MARCH 31, 2022

Operating activities:	
Changes in net assets	\$ (348,538)
Adjustments to reconcile changes in net assets to	
net cash provided by operating activities:	
Depreciation	6,929
Changes in operating assets and liabilities:	
Contributions receivable	3,580,365
Prepaid expenses and other assets	35,732
Accounts payable	(92,430)
Accrued expenses	(6,413)
Deferred revenue	 (30,000)
Net cash provided by operating activities	 3,145,645
Investing activities:	
Purchase of property and equipment	 (12,019)
Net increase in cash and cash equivalents	3,133,626
Cash and cash equivalents - beginning	 5,526,302
CASH AND CASH EQUIVALENTS - ENDING	\$ 8,659,928

NOTE 1. ORGANIZATION

Seed Global Health is a nonprofit organization established in 2011 under the laws of the Commonwealth of Massachusetts. Seed Global Health's mission is to educate a rising generation of health professionals and health educators, bolstering the pipeline of healthcare providers who have local knowledge and deep ties to the region. By teaching local health professionals, entire communities and countries can benefit from the ripple effect created when more skilled clinicians are better prepared to care for the population and serve as educators themselves for and alongside their local peers. These skilled professionals also become leaders in their health system, advocating for better health in a positive feedback loop.

Seed Global Health maintains certain corporate structures in the counties in which they do business. Seed Global Health controls the activities of Seed Global Health Uganda Limited, Seed Global Health Malawi Limited, Seed Global Health Zambia Limited, and Seed Global Health Sierra Leone (the "Affiliates"), which were formed in Uganda, Malawi, Zambia and Sierra Leone respectively, in order to comply with country laws and regulations to transfer funding to support Seed Global Health's operations in the specified countries. These entities are wholly owned subsidiaries of Seed Global Health.

The Organization changed its fiscal year end from September 30 to March 31, effective for the six months ended March 31, 2022.

NOTE 2. <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES</u>

Basis of Consolidation

The consolidated financial statements include the accounts and transactions of Seed Global Health, Seed Global Health Uganda Limited, Seed Global Health Malawi Limited, Seed Global Health Zambia Limited, and Seed Global Health Sierra Leone (collectively the "Organization"). The consolidated financial statements of the Organization have been prepared on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP"). All significant intercompany transactions and accounts have been eliminated in consolidation.

Financial Statement Presentation

The Organization follows the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") Subtopic Presentation of Financial Statements of Not-for-Profit Entities. Net assets, revenues, expenses, gains and losses are classified based in the existence or absence of donor-imposed restrictions. Accordingly, net assets and changes therein are classified as follows:

Net assets without donor restrictions - Net assets that are not subject to donor-imposed restrictions and may be expended for any purpose in performing the primary objectives of the Organization. These net assets may be used at the discretion of the Organization's management and board of directors.

NOTE 2. <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

Financial Statement Presentation (continued)

Net assets with donor restrictions - Net assets subject to stipulations imposed by donors and grantors. Some donor restrictions are temporary in nature; those restrictions will be met by actions of the Organization or by the passage of time. Other donor restrictions are perpetual in nature, where by the donor had stipulated the funds be maintained in perpetuity. As of March 31, 2022, the Organization did not have net assets with donor restrictions that were perpetual in nature.

Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and Cash Equivalents

Cash and cash equivalents include cash on hand, demand deposits, and highly liquid investments with original maturities of three months or less.

Contributions Receivable

Contributions receivable represents grants and unconditional contributions awarded to the Organization for which collection is expected in the upcoming fiscal years. Management has evaluated the collectability of grants and contributions receivable and determined the receivables are fully collectible at March 31, 2022.

Property and Equipment

Property and equipment purchased for use by the Organization is recorded at cost or fair value, if received by donation, at the time such property and equipment are received. Expenditures in the nature of normal repairs and maintenance are expensed as incurred. Depreciation of property and equipment is provided over the estimated useful lives of the respective assets on a straight-line basis as follows:

Description	Years
Leasehold improvements	7
Website and development	3
Motor vehicles	5
Machinery and equipment	5

The Organization follows the practice of capitalizing all expenditures for property and equipment in excess of \$5,000.

NOTE 2. <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

Impairment of Long-Lived Assets

The Organization accounts for the valuation of long-lived assets in accordance with the FASB ASC Topic *Property, Plant and Equipment.* The FASB ASC Topic *Property, Plant and Equipment* requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of the long-lived asset is measured by a comparison of the carrying amount of the asset to future undiscounted net cash flows expected to be generated by the asset. If such assets are considered to be impaired, the impairment to be recognized is measured by the amount by which the carrying amount of the assets exceeds the estimated fair value of the assets. Assets to be disposed of are reportable at the lower of the carrying amount or fair value, less costs to sell. At March 31, 2022, the Organization has determined that no long-lived assets are impaired.

Revenue Recognition

Program Services

The Organization follows FASB ASC Topic 606, Revenue from Contracts with Customers ("Topic 606"). Revenue is measured based on the consideration specified in a contract with a customer, and excludes any amounts collected on behalf of third parties. Under Topic 606, the Organization recognizes revenue when it satisfies performance obligations by transferring control over a product or service to a customer. Program service fees are offered throughout the year by the Organization, and are recognized over time as services are rendered. The Organization's services represent a bundle of services that are not capable of being distinct and as such, are treated as a single performance obligation that is satisfied as the services are rendered. The Organization determines the transaction price based on contractually agreed upon rates, adjusted for variable consideration, if any.

Contributions

Contributions, including unconditional promises to give, are recognized as revenues in the period received. Conditional promises to give are not recognized until they become unconditional, that is, at the time when the conditions on which they depend are substantially met. Contributions to be received after one year are discounted at an appropriate discount rate commensurate with the risk involved. Amortization of the discount is recorded as additional contribution revenue in accordance with donorimposed restrictions, if any, on the contributions. An allowance for uncollectible contributions receivable can be provided based upon management's judgment of potential defaults. The determination includes such factors as prior collection history, type of contribution and nature of fundraising activity.

Contributions received with donor-imposed restrictions are reported as increases in net assets with donor restrictions. When a restriction expires, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported on the consolidated statement of activities and changes in net assets as net assets released from donor restrictions.

NOTE 2. <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

Revenue Recognition (continued)

Contributions (continued)

Contributions of services that create or enhance non-financial assets or that require specialized skills, which are provided by individuals possessing those skills and would typically need to be purchased if not provided by donation, are recorded at their fair values in the period received. The fair value of equipment and services donated by hospitals, doctors, technology and legal firms is reflected in the consolidated financial statements.

Disaggregation of Revenue

The Organization provides program services to healthcare partnerships and receives grants and contributions. The Organization's viability is dependent on the strength of the economy and its ability to collect funds related to these revenue sources.

Functional Expenses

The costs of providing various programs and other activities have been summarized on a functional basis in the accompanying consolidated statements of activities and changes in net assets. The consolidated statements of functional expenses present the natural classification detail of expenses by function. Directly identifiable expenses are charged to programs and supporting services. Expenses related to more than one function are allocated to programs and supporting services based on actual or estimated usage. Educator and other employee compensation and related, consulting, travel and other operation cost expenses are allocated based on time and effort spent on each function. Occupancy and depreciation are allocated on a square footage basis.

Foreign Currency Translation

The foreign currency transaction loss resulting from exchange rate fluctuations on transactions denominated in a currency other than the functional currency totaled \$102,520 during the six months ended March 31, 2022. \$101,723 of the total foreign currency translation loss resulted from the receipt of a foreign donation during the six months ended March 31, 2022. These losses have been reported separately in the accompanying statements of activities and changes in net assets.

Concentration of Credit Risk

Financial instruments that expose the Organization to credit risk consist primarily of cash. The Organization maintains its cash in bank deposit accounts, both in the United States and Africa. Cash accounts maintained in foreign countries are not federally insured and amounts held in U.S. banks may, at times, exceed insured limits. The Organization has not experienced any losses in such accounts. The Organization maintains its cash in highly rated financial institutions and management believes it is not exposed to significant credit risk on cash. At March 31, 2022 cash held in foreign bank accounts totaled \$71,377.

NOTE 2. <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

Income Taxes

The Organization is a tax-exempt organization as described in Section 501(c)(3) of the Internal Revenue Code (the "IRC") and accordingly, no provision for income taxes has been recorded in the accompanying consolidated financial statements. The Organization is subject to federal and state income taxes on unrelated business income, if any. The Organization files informational tax returns as required by the IRC.

Seed Global Health Uganda Limited, Seed Global Health Malawi, Seed Global Health Zambia Limited, and Seed Global Health Sierra Leone Limited may be responsible for certain local taxes in their respective countries. There are no material amounts incurred for local taxes in the six months ended March 31, 2022.

The Organization accounts for uncertain tax positions in accordance with FASB ASC Topic *Income Taxes*. The Topic prescribes a recognition threshold and measurement process for consolidated financial statement recognition of uncertain tax positions taken or expected to be taken in a tax return. The Topic also provides guidance on recognition, derecognition, classification, interest and penalties, accounting in interim periods, disclosure and transition. Management believes that the Organization has no material uncertain tax positions.

Measure of Operations

The statements of activities reports all changes in net assets, including changes in net assets from operating and non-operating activities. Operating activities consist of those items attributable to the Organization's ongoing activities. Non-operating activities are limited to resources that generate return from activities considered to be of a more unusual or nonrecurring nature.

Recently Implemented Accounting Pronouncements

In-kind Contributions - In September 2020, FASB issued ASU No. 2020-07, Not-for-Profit Entities (Topic 958): Presentation and Disclosures by Not-for-Profit Entities for Contributed Nonfinancial Assets ("ASU 2020-07"), which is intended to increase the transparency of contributed nonfinancial assets for not-for-profit entities through enhancements to presentation and disclosure. This ASU is effective for annual periods beginning after June 15, 2021, with early adoption permitted. The Organization has determined that the application of the amendments of ASU 2020-07 did not have a material impact on the Organization's consolidated financial statements and related disclosures.

NOTE 2. <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)</u>

Recently Issued But Not Yet Effective Accounting Pronouncements

Leases - In February 2016, the FASB issued Accounting Standards Update ("ASU") No. 2016-02, Leases ("ASU 2016-02"). This update requires all leases with a term greater than 12 months to be recognized on the statement of position through a right-of-use asset and a lease liability and enhanced disclosures regarding the amount, timing, and uncertainty of cash flows arising from leases. In July 2018, the FASB issued ASU No. 2018-10, Codification Improvements to Topic 842 and ASU No. 2018-11, Leases: Targeted *Improvements* which provided narrow amendments to clarify how to apply certain aspects of the new leases standard and options regarding transition. The standard requires either a modified retrospective transition approach with application in all comparative periods presented, or an alternative transition method, which permits the Agency to use its effective date as the date of initial application without restating the comparative period consolidated financial statements and recognizing any cumulative effect adjustment to the opening balance sheet. In June 2020, the FASB issued ASU No. 2020-05 Revenue from Contracts with Customers (Topic 606) and Leases (Topic 842). ASU 2020-05 amended the effective date for ASU 2016-02 and related amendments. ASU 2016-02, as amended, is effective for fiscal years beginning after December 15, 2021. The Organization is evaluating the effect that ASU 2016-02 will have on its consolidated financial statements and related disclosures.

Subsequent Events

The Organization has evaluated all events subsequent to the consolidated statement of financial position date of March 31, 2022, through the date which the consolidated financial statements were available to be issued, January 30, 2023, and has determined that there are no subsequent events that require disclosure under FASB ASC Topic *Subsequent Events*.

NOTE 3. <u>AVAILABILITY AND LIQUIDITY</u>

The following represents the Organization's financial assets as of March 31, 2022:

Cash and cash equivalents Contributions receivable, net	\$	8,659,928 8,258,378
Total financial assets Less financial assets with donor restrictions	_	16,918,306 <u>(15,169,338</u>)
Financial assets available to meet general expenditures within one year	\$	1,748,968

The Organization's goal is generally to maintain readily available assets to meet three month's of general expenditures. General expenditures are defined by the Organization as programmatic and administrative expenses which are not covered by grants and contributions which are specified for various programs or other purposes. As part of management's liquidity plan, cash is maintained in checking and certificates of deposit accounts and is readily available for use.

NOTE 4. <u>CONTRIBUTIONS RECEIVABLE</u>

Contributions receivable represent unconditional gifts to be received in future periods and are discounted to their present value based on anticipated payment streams. The discount rates related to contributions receivable range from 1.69% - 3.32%. Unconditional contributions receivable at March 31, 2022, are as follows:

Contributions receivable	\$	8,365,407
Less unamortized discount		107,029
Net contributions receivable	\$	8,258,378
Gross contributions:	¢	() () ()
Receivable in less than one year Receivable in one to five years	\$	6,244,424 2,120,983
	\$	8,365,407

NOTE 5. <u>PROPERTY AND EQUIPMENT</u>

Property and equipment consisted of the following as of March 31, 2022:

Motor vehicles Machinery and equipment Website and development		24,793 12,019 <u>5,993</u>
Less accumulated depreciation Property and equipment, net		91,066 (56,979) 34,087

NOTE 6. <u>NET ASSETS</u>

Net assets with donor restrictions are restricted for the following purposes:

Program specific	\$	13,713,128
Time restricted		740,070
Country specific		591,140
Policy	_	125,000
Total net assets with donor restrictions	\$	15,169,338

NOTE 6. <u>NET ASSETS (CONTINUED)</u>

Net assets are released from donor restrictions by the passage of time and incurring expenses or costs satisfying the restricted purpose or by the occurrence of events specified by the donors. Net assets released from donor restrictions during the six months ended March 31, 2022 consisted of the following:

Purpose restricted	\$ 3,284,648
Time restricted	 150,000
Total net assets released from donor restrictions	\$ 3,434,648

Net assets without donor restrictions for the six months ended March 31, 2022 are as follows:

Undesignated	\$	1,587,585
Board designated	_	10,000
	\$	1,597,585

The board of directors has designated \$10,000 for a general reserve to be considered for investment into a future endowment for the Organization.

NOTE 7. <u>IN-KIND CONTRIBUTIONS</u>

The value of in-kind donations for the six months ended, is as follows:

Textbooks	\$ 2,755
Legal services	 705
Total	\$ 3,460

Donations of textbooks are valued at the estimated U.S. wholesale prices of identical or similar products using pricing data under a "like-kind" methodology considering the goods' condition and utility for use at the time of the contribution.

Donations of legal services are valued at the number of hours worked and hourly rate charged by the law firm for services performed.

NOTE 8. <u>CONCENTRATION OF REVENUE</u>

For the six months ended March 31, 2022, one donor's five year revenue commitment accounted for 63% of the Organization's total foundation, corporate and individual contribution revenue. Contributions receivable due from this donor at March 31, 2022 was \$1,944,644.

NOTE 9. <u>RENT</u>

The Organization has a lease agreement for office space in Boston, Massachusetts which expires in April 2023. The Organization also leases housing space for educators abroad and short term office space for country offices. Rental payments for the six months ended March 31, 2022 were \$198,327.

Minimum lease commitments under the office lease agreement for each fiscal year ended March 31 are as follows:

Year	Amount	
2023 2024	\$ 251,100 127,100	
	 378,200	

NOTE 10. <u>RETIREMENT PLAN</u>

The Organization offers a qualified defined contribution retirement plan (the "Plan") for all eligible employees. The Plan is designed in accordance with the provisions of Section 401(k) of the Internal Revenue Code. Contributions are made by the Plan participants based on participant elections. Under the Plan, employees may contribute up to the IRS indexed maximum amount for each calendar year. In addition, the Organization makes matching contributions to the plan up to 4% of the employees' salaries. The Organization's contributions for the six months ended March 31, 2022 were \$20,336.