

**OCEANA BRASIL**

INDEPENDENT AUDITOR'S REPORT  
ON THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED ON DECEMBER 31<sup>ST</sup>, 2022

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**INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS  
REPORT DF - 2022/001**

To the Management of  
**OCEANA BRASIL**  
Brasília – DF

**Opinion**

We have audited the financial statements of OCEANA BRASIL (“Association”), which comprise the balance sheet as of December 31st, 2022, and Statements of surplus / deficit, statement of changes in net assets and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Association as of December 31st, 2022, and its financial performance and its cash flows for the year then ended in accordance with accounting practices adopted in Brazil.

**Basis for Opinion**

We conducted our audit in accordance with Brazilian and international standards on auditing. 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 Association in accordance with the Ethics Standards for Accountants’ Code together with the ethical requirements that are relevant to our audit of the financial statements in Brazil, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

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

**Responsibilities of Management and those charged with governance for the financial statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting practices adopted in Brazil, applicable to non-profit organizations (ITG 2002), and for such internal control as Management determines is necessary to enable the preparation of 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 Association’s 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 Association or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Association’s 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 Brazilian and international standards on auditing 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 Brazilian and international standards on auditing, 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 Association's 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 Association's 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 Association to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance 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.

Brasília, April 24<sup>h</sup>, 2023.



**Cristina Braga de Oliveira**

Accountant CRC/MG 079.371/O-6

**Baker Tilly Brasil MG Auditores Independentes**

CRC/MG 005.455/O-1

**Table 1**
**OCEANA BRASIL**
**BALANCE SHEET**
**AS OF DECEMBER 31, 2022 AND 2021**
**(In thousands of Reais)**

<b>Assets</b>	<b>Notes</b>	<b>2022</b>	<b>2021</b>	<b>Liabilities</b>	<b>Notes</b>	<b>2022</b>	<b>2021</b>
<b>Current</b>				<b>Current</b>			
Cash and cash equivalents	<b>5</b>	2.338	2.635	Labor liabilities	<b>7</b>	497	397
Advances to third parties		54	61	Other current liabilities	<b>8</b>	1.595	1.961
Advances to suppliers		1	-	<b>Total current liabilities</b>		<b>2.092</b>	<b>2.358</b>
Advances to employees		113	22				
Prepaid expenses		171	-				
<b>Total current assets</b>		<b>2.677</b>	<b>2.718</b>				
<b>Non-current assets</b>				<b>Net assets</b>			
Property and equipment	<b>6</b>	228	323	Unrestricted	<b>9.a</b>	685	534
Intangible		1	2	Excess of revenues over expendit	<b>9.b</b>	129	151
<b>Total non-current assets</b>		<b>229</b>	<b>325</b>	<b>Total net assets</b>		<b>814</b>	<b>685</b>
<b>Total of assets</b>		<b>2.906</b>	<b>3.043</b>	<b>Total of liabilities and net assets</b>		<b>2.906</b>	<b>3.043</b>

The explanatory notes are an integral part of these financial statements.

**Table 2**
**OCEANA BRASIL**
**STATEMENT OF SURPLUS / DEFICIT  
FOR THE PERIOD ENDED DECEMBER 31, 2022 AND 2021**
**(In thousands of Reais)**

	<u>Notes</u>	<u>2022</u>	<u>2021</u>
Oceana Inc.		7.919	5.854
Humanize Institute		1.519	
Humanize Institute		214	1.087
<b>Total revenues</b>	<b>12</b>	<b><u>9.652</u></b>	<b><u>6.941</u></b>
Salaries and benefits	<b>13.a</b>	(4.669)	(3.796)
Administrative expenses	<b>13.b</b>	(600)	(471)
Financial expenses		(31)	(27)
Other operational expenses	<b>13.c</b>	(4.127)	(2.400)
Non operational expenses	<b>13.d</b>	(96)	(96)
<b>Total expenses</b>		<b><u>(9.523)</u></b>	<b><u>(6.790)</u></b>
<b>Excess or deficit of revenues over expenditures</b>		<b><u>129</u></b>	<b><u>151</u></b>

**Table 3****STATEMENT OF COMPREHENSIVE INCOME FOR THE YEAR ENDED DECEMBER 31****(In thousands of Reais)**

	<u>2022</u>	<u>2021</u>
<b>Excess or deficit of revenues over expenditures</b>	<u>129</u>	<u>151</u>
Other comprehensive income	-	-
<b>Comprehensive income</b>	<u>129</u>	<u>151</u>



**Table 4**
**OCEANA BRASIL**
**STATEMENT OF CHANGE IN NET ASSETS  
FOR THE PERIOD ENDED DECEMBER 31, 2022 AND 2021**

(In thousands of Reais)

	<u>Unrestricted</u>	<u>Excess or deficit of revenues over expenditures</u>	<u>Total</u>
<b>Balances on December 31, 2020</b>	<b>534</b>	<b>-</b>	<b>534</b>
Excess of revenues over expenditures		151	<b>151</b>
<b>Balances on December 31, 2021</b>	<b>534</b>	<b>151</b>	<b>685</b>
Transfer to unrestricted resources	151	(151)	-
Excess of expenditures over revenues	-	129	129
<b>Balances on December 31, 2022</b>	<b>685</b>	<b>129</b>	<b>814</b>

**Table 5**
**OCEANA BRASIL**
**STATEMENT OF CASH FLOWS  
FOR THE PERIOD ENDED DECEMBER 31, 2022 AND 2021**
**(In thousands of Reais)**

	<u>2022</u>	<u>2021</u>
<b>I - Cash flows from operating activities</b>		
Excess of revenues over expenditures	129	151
<b>(+/-) Add (deduct) items not involving cash:</b>		
(+) Depreciation	96	96
<b>Decrease/(Increase) in the assets</b>		
Advances to third parties, suppliers and employees	(85)	-
Prepaid expenses	(171)	70
<b>(Decrease)/Increase in the liabilities</b>		
Labor liabilities	100	77
Anticipated revenues	(366)	1.129
<b>Cash (used in) provided by operating activities</b>	<b>(297)</b>	<b>1.523</b>
<b>II - Cash flows from investing activities</b>		
Purchase of property, equipments and intangible assets	-	(39)
<b>Net cash used in investing activities</b>	<b>-</b>	<b>(39)</b>
<b>Net increase in cash and cash equivalents</b>	<b>(297)</b>	<b>1.484</b>
<b>Cash and cash equivalents</b>		
At start of the year	2.635	1.151
At end of the year	2.338	2.635
<b>In(de)crease in cash and cash equivalents</b>	<b>(297)</b>	<b>1.484</b>

## **EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON DECEMBER 31st, 2022**

**(In thousands of Brazilian Reais (R\$), unless otherwise stated)**

### **1 Operating Context**

Oceana, Inc. is the largest organization that works exclusively in the defense and conservation of the oceans, was founded in 2001 and whose mission is "to protect the oceans and feed the world".

Oceana Inc. has offices in North, Central and South America, Asia and Europe. All the countries where it operates, together, are responsible for 29% of the world's marine fish production. Oceana seeks to protect biodiversity and increase the abundance of our oceans through changes in public policies in the countries that hold most of the world's marine resources.

Oceana Brazil is a non-profit national association of private law nature that acts side by side with the government, society, the productive sector and scientists, aiming to ensure environmental, social and economic benefits generated by marine fishing in Brazil.

The Association has as social purpose:

- (a) The environment's defense, preservation and conservation, especially in oceans.
- (b) The protection of life in the seas through marine conservation.
- (c) The economic and social development promotion, especially of coastal communities.
- (d) The development of scientific or technological research related to the items (a), (b) and (c) above.

### **2 Presentation of financial statements**

Oceana's Management is responsible for preparing the financial statements, which are being presented in accordance with accounting practices adopted in Brazil, including the Brazilian Accounting Standards, especially considering the standard ITG 2002 – Nonprofit Organizations.

On December 31, 2022, the Association had no long-term assets or long-term liabilities that could generate adjustments to present value.

### **3 Description of main accounting practices adopted**

#### **(a) Determination of income**

The revenues from donations received are allocated to the income in the same proportion of the incurred expenses, linked to the campaigns managed by the Association, plus spending with fixed assets acquisitions. The costs and expenses incurred represent, basically, the allocation of human and materials resources in the execution of campaigns and are allocated to the income in accordance to the accrual accounting basis.

The financial revenues are recorded in the income based in the accrual accounting basis.

As a non-profit entity, Oceana Brazil enjoys the exemption of income tax and the social contribution levied on the surplus of revenue over expense.

**EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON  
DECEMBER 31st, 2022**

**(In thousands of Brazilian Reais (R\$), unless otherwise stated)**

**(b) Current and non-current assets**

The current and non-current assets are stated by current values, including incomes adjusted for temporary variations incurred by foreign currency exchange rate fluctuations.

**(c) Fixed and intangible assets**

The items of fixed and intangible assets are measured at its historical cost of acquisition, less the accumulated depreciation or amortization and decrease in losses of recoverable amounts (impairment) accrued. Asset's depreciation is calculated using the straight-line method at the annual rates mentioned in Note nº 6, that are reviewed, if necessary, annually or when there is an indication of significant change.

**(d) Current and non-current liabilities**

The obligations are stated by known or estimated amounts including, when applicable, the related charges.

**(e) Reserves**

Provisions are recognized when: (i) the Association has a present legal or constructive obligation as a result of a past event; (ii) it is probable that an outflow of economic benefits will be required to settle the obligation; (iii) and the amount can be estimated reliably.

Provisions are measured by present value of the expenditures expected to be required to settle the obligation, with the use of a pretax rate that reflects current market assessments of the money value over time and the specific risks of the obligation. The provision increase due to passage of time is recognized as financial expense.

**(f) PIS and COFINS**

Oceana Brazil is exempt from the payment of the tax known as Contribution to Social Security Financing (COFINS, in the Brazilian abbreviation). However, non-profit entities that have employees, as defined by labor legislation, are required to pay PIS tax with a fixed quota of 1% incident on the monthly payroll.

**(g) Net assets**

Net assets represented by unrestricted resources of the Association and by the excess of revenues over expenditures on an annual basis, as appropriate.

**(h) Present value adjustment**

On December 31<sup>st</sup>, 2022, Oceana Brazil had no long-term assets or liabilities that would require present value adjustments of their cash flows.

**EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON  
DECEMBER 31st, 2022**

(In thousands of Brazilian Reais (R\$), unless otherwise stated)

**4 Financial Instruments**
**(a) Financial instruments' classification and valuation**

The Association maintains operations with non-derivative financial instruments. These instruments' management is done through operational strategies and internal controls, aimed at assuring liquidity, profitability and security.

Non-derivative financial instruments include cash and cash equivalents, receivables from affiliated entities and other receivables, loans and financing, as well as payables and other debts. The classification depends on the purpose for which the financial instruments were acquired.

**(b) Derivatives**

Oceana Brazil did not perform speculative investments, in derivatives or any other risky assets, during the year ended on December 31<sup>st</sup>, 2022.

**5 Cash and cash equivalents**

The balance of cash and cash equivalents refers, exclusively, to the funds held in current accounts by Oceana Brazil.

	<b>2022</b>	<b>2021</b>
Cash and Cash Equivalents	2,338	2,635

Management adopts a conservative policy of cash management, applying available resources in short-term redemption of investment funds in first-rate Brazilian financial institutions, when allowed by donors. The financial incomes from these investments are reinvested in the Association.

**6 Property and equipment, and intangible assets**

	<b>2022</b>				<b>Annual depreciation rates</b>
	<b>Cost</b>	<b>Accumulated depreciation</b>	<b>Net</b>	<b>2021</b>	
Machinery and Equipment	63	(40)	23	63	10%
Computer Equipment	239	(183)	56	239	20%
Furnishings and Fixtures	176	(133)	43	176	10%
Software (SO)	11	(11)	-	11	20%
Leasehold improvements	492	(386)	106	492	10%
<b>Total</b>	<b>981</b>	<b>(753)</b>	<b>228</b>	<b>981</b>	

**EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON  
DECEMBER 31st, 2022**

(In thousands of Brazilian Reais (R\$), unless otherwise stated)

	Movement 2022			Cost 2022
	Cost 2021	Additions	Write-offs	
Machinery and Equipment	63	-	-	63
Computer Equipment	239	-	-	239
Furnishings and Fixtures	176	-	-	176
Software (SO)	11	-	-	11
Leasehold improvements	492	-	-	492
<b>Total</b>	<b>981</b>	<b>-</b>	<b>-</b>	<b>981</b>

## 7 Labor liabilities

It refers to provisions for payment arising from obligations related to human resources with employment and retentions of PIS - Social Integration Program, whose values have already been recognized in the result, being composed as shown below:

Description	2022	2021
Provision for Vacation	329	295
Provisions for Vacation Charges	110	99
PIS - Social Integration Program	3	3
Payable Pension - INSS	55	-
<b>Labor Liabilities</b>	<b>497</b>	<b>397</b>

## 8 Advance revenue (advances from donors)

Anticipated revenues refer to the resources anticipated by the donors under the campaigns managed by Oceana Brazil and that will be used in the subsequent periods, as shown in the table below:

Donor	2022	2021
Oceana Inc.	1,511	1,717
Instituto Humanize	84	244
<b>Total</b>	<b>1,595</b>	<b>1,961</b>

## 9 Net assets

### (a) Unrestricted resources

Association's unrestricted resources are composed of the contributions of its associated members, financial revenue, donations, grants and legacies, as foreseen in the Social Statute.

**EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON  
DECEMBER 31st, 2022**

(In thousands of Brazilian Reais (R\$), unless otherwise stated)

**(b) Excess of revenues over expenditures**

Refers only to the excess of revenues over expenditures of the current year. After approved by management, these values are incorporated to the Association's social equity to be reinvested in social actions, as foreseen in the statute, when applicable.

**10 Insurance coverage (Non-audited)**

The Association has insurance policies for Property, General Liability and Directors and Officers that offer a total coverage of R\$ 43,745 thousand.

**11 Taxes and contributions**
**(a) Corporate Income Tax (IRPJ, in the Brazilian abbreviation) and Social Contribution on Profits (CSSL, in the Brazilian abbreviation)**

As a benefit for being a non-profit Entity, the Association enjoys the benefit of exemption from payment of federal taxes levied on its surplus in accordance with Article 174 of the Income Tax Regulations (RIR, in the Brazilian abbreviation) approved by the Decree nº 3,000 of 03/26/1999 and Law nº 9.532/1997.

**(b) PIS/COFINS**

As a benefit for being a non-profit Entity, it is subject to the payment of the contribution to PIS, calculated on the payroll at the rate of 1%, according to the Law nº. 9,532/1997. The Association enjoys the benefit of exemption from payment of COFINS levied on the revenues related to their activities, in accordance to the Laws nº 9.718/1998 and 10.833/2003.

**12 Donation proceeds**

Descrição	2022	2021
Non-government donations - Oceana Inc.	7,918	5,741
Non-government donations - Instituto Humanize	1,519	1,087
Non-government donations - Oceana Inc. Intercompany	214	113
	<b>9,652</b>	<b>6,941</b>

**13 Expenses and costs**
**a) Salaries and benefits**

Description	2022	2021
Employees' salaries	2,497	2,033
Employee benefits and social charges	1,613	1,316
Labor provisions	559	447
<b>Total</b>	<b>4,669</b>	<b>3,796</b>

**EXPLANATORY NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED ON  
DECEMBER 31st, 2022**

(In thousands of Brazilian Reais (R\$), unless otherwise stated)

(a) The salaries, social charges and benefits are related to the staff hired to work in the campaigns and are allocated as expenses by the accrual basis.

**b) Administrative expenses**

<b>Description</b>	<b>2022</b>	<b>2021</b>
Materials applied in administrative activity	38	38
Services provided by legal entities	242	163
Rent and Utilities	312	262
Other administrative expenses	8	8
<b>Total</b>	<b>600</b>	<b>471</b>

**c) Other operational expenses**

<b>Description</b>	<b>2022</b>	<b>2021</b>
Travel and accommodation	361	75
Events and workshops	997	240
Communication	607	688
Consultancy and third-party services	2,162	1,397
<b>Total</b>	<b>4,127</b>	<b>2,400</b>

**d) Non-operational expenses**

<b>Description</b>	<b>2022</b>	<b>2021</b>
Depreciation and amortization	96	96
<b>Total</b>	<b>96</b>	<b>96</b>

**14 Subsequent events**

Events subsequent to the accounting period to which financial external refer include all events up to the date financial external are authorized for issuance, even if those events broadcast after the public announcement of earnings or other financial information.

Management confirms that there were no material subsequent events that would cause adjustments or special disclosures.

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