

(Convenience translation into English from the original
previously issued in Portuguese)

OCEANA BRASIL

Independent auditor's report

Financial statements

As at December 31, 2024

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Financial statements
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INDEPENDENT AUDITOR'S REPORT ON THE FINANCIAL STATEMENTS

To the
Shareholders and Management of
Oceana Brasil
Brasília - DF

Opinion

We have audited the financial statements of Oceana Brasil ("Entity"), which comprise the statements of financial position as at December 31, 2024, and the respective statements of activities, changes in net assets and cash flows for the year then ended, as well as the corresponding notes to the financial statements, including material accounting policies and other explanatory information.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of Oceana Brasil as at December 31, 2024, its financial performance and cash flows for the year then ended in accordance with Brazilian accounting practices and with ITG 2002 (R1) "Nonprofit entities", approved by Resolution No. 1.409/12 of the Brazilian Federal Council of Accounting (CFC).

Basis for opinion

We conducted our audit in accordance with Brazilian and 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 Oceana Brasil in accordance with the relevant ethical principles established in the Code of Ethics for Professional Accountants and in the professional standards issued by CFC, and we have fulfilled our other ethical responsibilities in accordance with these standards. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other matters

Previous year's amounts

The amounts related to the year ended December 31, 2023, presented for comparison purposes, were previously audited by other independent auditors, whose report thereon, dated April 3, 2024, was unqualified.

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 Brazilian accounting practices, 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 Entity'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 Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity'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 (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 Brazilian standards and 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 controls;
- 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 Oceana Brasil'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 Entity'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 Entity 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 controls that we identify during our audit.



The accompanying financial statements have been translated into English for the convenience of readers outside Brazil.

Brasília, March 20, 2025.



BDO RCS Auditores Independentes SS Ltda.
CRC 2 DF 002567/F

Fabiano Oliveira Barbosa
Accountant CRC 1 DF 015827/O-3

A handwritten signature in blue ink, appearing to read "Fabiano", written over a faint, light blue circular stamp.

Table 1

Statements of financial position as at December 31
(In thousands of Reais)

Assets	Note	2024	2023	Liabilities	Notes	2024	2023
Current				Current			
Banks	5	2,286	3,458	Trade accounts payable		-	-
Advances to third parties		48	42	Labor liabilities	7	545	432
Advances to suppliers		-	1	Accounts payable		-	-
Advances to employees		-	28	Withheld taxes		135	-
Prepaid expenses		87	-	Other Liabilities	8	946	2,387
Total current assets		2,421	3,529	Total current liabilities		1,626	2,819
Noncurrent				Net assets	9		
Property, plant and equipment (PPE)	6	118	203	Net assets		913	814
Intangible assets	6	-	-	Surplus/Deficit for the year		0	99
Total noncurrent assets		118	203	Total net assets		913	913
Total assets		2,539	3,732	Total liabilities		2,539	3,732

Table 2

Statements of activities

Year ended December 31, 2024, and period from January 01 to December 31, 2023

(In thousands of Reais)

	<u>Notes</u>	<u>2024</u>	<u>2023</u>
Total revenue		10,116	9,983
Oceana Inc.		10,112	8,903
Humanize Institute		4	1,080
Operating revenue			
Revenue from donations		10,116	9,983
Total expenses/revenues		(10,116)	(9,884)
Personnel and benefits costs	13.a	(6,028)	(5,349)
Administrative expenses	13.b	(650)	(591)
Financial expenses		(34)	(38)
Financial revenues		0	2
Other operating expenses	13.c	(3,298)	(3,812)
Non-operating expenses	13.d	(107)	(96)
Surplus/Deficit for the year		0	99

Table 3

Statements of changes in net assets
For the year ended December 31, 2024 and period from January 01 to December 31, 2023
(In thousands of Reais)

	<u>Net assets</u>	<u>Accumulated surplus/deficit</u>	<u>Total</u>
Initial balances as at January 01, 2023	<u>814</u>	<u>-</u>	<u>814</u>
Surplus/Deficit for the period		99	99
Balances as at December 31, 2023	<u>814</u>	<u>99</u>	<u>913</u>
Incorporation of surplus/deficit to net assets	99	(99)	-
Surplus/Deficit for the year		0	0
Balances as at December 31, 2024	<u>913</u>	<u>0</u>	<u>913</u>

Table 4

Statements of cash flows

Year ended December 31, 2024, and period from January 01 to December 31, 2023

(In thousands of Reais)

	<u>2024</u>	<u>2023</u>
I - Cash flows from operating activities		
Surplus/Deficit for the year	0	99
(+/-) Adjustment of expenses not affecting cash:		
(+) Depreciation	106	96
(+) Write-off of assets	-	171
(+) Expenses on provision for legal claims		
Decrease/(Increase) in asset accounts		
Sundry advances	23	97
Prepaid expenses	(87)	-
(Decrease)/Increase in liability accounts		
Trade accounts payable	-	-
Labor liabilities	113	(65)
Withheld taxes	135	-
Deferred Revenue	(1,441)	792
(=) Cash flows from operating activities	(1,151)	1,190
II - Cash flows from investing activities		
Acquisitions of PPE and intangible asset items	(21)	(70)
(=) Cash flows from investing activities	(21)	(70)
(=) Increase/(decrease) in cash and cash equivalents	<u>(1,172)</u>	<u>1,120</u>
Cash and cash equivalents		
At beginning of year	3,458	2,338
At end of year	2,286	3,458
Variation in cash and cash equivalents	<u>(1,172)</u>	<u>1,120</u>

NOTES TO THE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2024

(In thousands of Reais, unless otherwise stated.)

1 Operations

Oceana is the largest nonprofit advocacy organization dedicated exclusively to ocean conservation. Based on science, we work to restore the abundance of the oceans and ensure the health of marine biodiversity through changes in public policies in countries that control more than a quarter of the world's fishing. Our campaigns present effective results, evident in more than 300 victories against overfishing, habitat destruction, oil and plastic pollution and the loss of threatened species, such as turtles, whales and sharks. A healthy ocean can provide a healthy seafood meal to 1 billion people every day, forever.

The office of Oceana Inc. in Brazil is Oceana Brasil, a national, non-economic and nonprofit association, under private law, which works together with the government, society, the productive sector and scientists, and which is mainly engaged in:

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

2 Presentation of the financial statements

These financial statements are under the responsibility of the Company's Management and were prepared in accordance with the Brazilian accounting practices, by Brazilian Accounting Standards, mainly ITG 2002 - Nonprofit Entities.

As at December 31, 2024, the Association did not have asset and liability operations arising from long-term transactions that could generate a discount to present value.

3 Significant accounting practices adopted

(a) Revenues

Revenues from donations are allocated to surplus in the same proportion as expenses incurred, linked to projects managed by the Association. The expenses and costs incurred basically represent the allocation of human and material resources in the projects execution and are allocated to surplus in accordance with the accrual basis.

**NOTES TO THE FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2024**

(In thousands of Reais, unless otherwise stated.)

Financial revenues are recognized in surplus according to the accrual basis.

As a nonprofit entity, Oceana Brasil enjoys exemption from income and social contribution taxes levied on the calculated surplus.

(b) Current and noncurrent assets

Rights are stated at realizable values, including earnings and monetary variations or exchange rate gains or losses and deducted from the corresponding income to be recognized, when applicable.

(c) PPE and intangible assets

PPE items are stated at historical acquisition cost, less depreciation and any accumulated impairment. Depreciation is calculated based on the straight-line method at the annual rates mentioned in Note 6, which are reviewed, if necessary, annually or when there is an indication of significant change.

(d) Current and noncurrent liabilities

These are stated at known or estimated amounts, plus the related charges, when applicable.

(e) Provisions

These are recognized when: (i) the Association has a present or informal obligation as a result of past events; (ii) it is probable that an outflow of funds is required to settle it; (iii) and the amount may be reliably estimated.

Additionally, provisions are measured at the present value of expenses that shall be necessary to settle the obligation, using a rate before taxes that reflects current market valuations of the time value of money and specific risks of the obligation. The increase in liabilities over time is recorded as financial expenses.

(f) Contribution to the Social Integration Program (PIS) and Contribution for Social Security Funding (COFINS)

Oceana Brasil is exempt from paying COFINS, with no obligations relating to this tax. However, nonprofit entities that have employees, as defined by labor legislation, are required to collect PIS at a fixed rate of 1% on the monthly payroll.

**NOTES TO THE FINANCIAL STATEMENTS
AS AT DECEMBER 31, 2024**

(In thousands of Reais, unless otherwise stated.)

(g) Net assets

These are represented by the net assets of the Association plus annual surplus or deficit, according to the year.

(h) Discount to present value

As at December 31, 2024, Oceana Brasil did not have asset and liability operations arising from long-term transactions that could generate a discount to present value.

4 Financial instruments**(a) Financial instrument classification and valuation**

The Association has entered into transactions with non-derivative financial instruments. These instruments are managed based on operating strategies and internal controls, aiming at ensure liquidity, profitability, and security.

Non-derivative financial instruments include financial investments, trade accounts receivable and other receivables, cash and cash equivalents, loans and financing, as well as trade accounts payable and other debts. The classification depends on the purpose for which the financial instruments were acquired.

(b) Derivatives

Oceana Brasil did not make investments of a speculative nature, in derivatives or any other risk assets, during 2024.

5 Cash and cash equivalents

The balance of cash and cash equivalents refers exclusively to resources held in a checking account by Oceana Brasil.

	2024	2023
Banks	2,286	3,458

Management adopts a conservative cash management policy, investing available resources in short-term redemption investment funds in top-tier Brazilian financial institutions, when allowed by donors. Revenues from these financial investments are reinvested in the Association itself.

NOTES TO THE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2024

(In thousands of Reais, unless otherwise stated.)

6 PPE and intangible assets

	2024				
	Cost	Accumulated depreciation	Net	2023	Annual depreciation rates
Machinery and equipment	69	(52)	17	63	10%
IT equipment	324	(238)	86	309	20%
Furniture and fixtures	176	(168)	8	176	10%
Computer applications (SO)	11	(11)	0	11	20%
Leasehold improvements	492	(485)	7	492	10%
Total	1,072	(954)	118	1,051	

	Changes in 2024			
	Cost in 2023	Additions	Write-offs	Cost in 2024
Machinery and equipment	63	6	-	69
IT equipment	309	15	-	324
Furniture and fixtures	176	-	-	176
Computer applications (SO)	11	-	-	11
Leasehold improvements	492	-	-	492
Total	1,051	21		1,072

7 Labor liabilities and withholdings

These refer to provisions for payment arising from obligations related to employees and PIS withholdings, whose amounts have already been recognized in surplus, as stated below:

Description	2024	2023
Provisions for vacation pay	338	321
Provisions for charges on vacation pay	113	108
PIS	6	3
Social Security Tax (INSS) payable	87	0
Labor liabilities	544	432

NOTES TO THE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2024

(In thousands of Reais, unless otherwise stated.)

8 Deferred revenue (advances from donors)

These refer to the resources advanced by donors within the scope of projects managed by Oceana Brasil and which will be used in subsequent periods, as stated in the table below:

Donor	2024	2023
Oceana Inc.	946	2,383
Humanize Institute	0	4
Total	946	2,387

9 Net assets

(a) Net assets

Oceana Brasil's net assets consist of contributions from its associates, financial revenues of the Association, donations, subventions and legacies, as provided for in the bylaws.

(b) Surplus (deficit) for the year

It refers only to the current year's surplus and/or deficit. After approval by the meeting, these amounts are incorporated into the net assets to be reinvested in social actions, as provided for in the bylaws, when applicable.

10 Insurance coverage

The Association has insurance policies for Property, General Liability and Directors and Officers that offer total coverage of R\$ 12,759 thousand.

11 Taxes and contributions

(a) Corporate Income Tax (IRPJ) and Social Contribution Tax (CSLL)

As a Nonprofit Entity, Oceana is entitled to the benefit of exemption from federal taxes levied on its deficit (surplus), as per article 174 of Income Tax Regulations (RIR) approved by Decree No. 3.000 of 03/26/99 and Law 9.532/97.

NOTES TO THE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2024

(In thousands of Reais, unless otherwise stated.)

(b) PIS/COFINS

As a Nonprofit Entity, the Association is subject to the payment of PIS calculated on payroll at the rate of 1% in accordance with Law No. 9.532/97, and enjoys the benefit of exemption from paying COFINS levied on revenues arising from the Entity's own activities, in accordance with Laws No. 9.718/98 and No. 10.833/03.

12 Revenue from donations

Description	2024	2023
Non-governmental donations - Oceana Inc.	9,492	8,294
Non-governmental donations - Humanize Institute	4	1,080
Non-governmental donations - Oceana Inc. Intercompany transactions	620	609
	10,116	9,983

13 Costs and expenses

a) Personnel and benefits costs

Description	2024	2023
Employee remuneration (a)	3,126	2,816
Employee benefits and social charges (a)	2,192	1,923
Labor provisions	710	610
Total	6,028	5,349

(a) Salaries, social charges and benefits refer to the personnel hired to carry out the campaigns and are allocated as expenses on the accrual basis.

b) Administrative expenses

Description	2024	2023
Materials applied in administrative activity	35	59
Services rendered by legal entities	290	239
Rent and Utilities	315	284
Other administrative expenses	9	9
Total	649	591

NOTES TO THE FINANCIAL STATEMENTS AS AT DECEMBER 31, 2024

(In thousands of Reais, unless otherwise stated.)

c) Other Operating Expenses

Description	2024	2023
Travel and lodging	462	492
Events and Workshops	491	832
Communication	864	892
Consulting and third-party services	1,481	1,596
Total	3,298	3,812

d) Non-operating expenses

Description	2024	2023
Donations	-	-
Depreciation and amortization	107	96
Total	107	96

14 Subsequent events

Events subsequent to the accounting period referenced in the financial statements include all those occurred until the date the financial statements are authorized for issuance, even if these events occur after the public announcement of earnings or other financial information. Management confirms that there were no relevant subsequent events that would cause adjustments or special disclosures.

15 Volunteer work

Management confirms that there was no relevant voluntary work in the period that required special disclosures or adjustments in the financial statements.
