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**REST OF WORLD MEDIA, INC.**  
**AND SUBSIDIARY**

Consolidated Financial Statements

For the Years Ended December 31, 2022 and 2021

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## Independent Auditor's Report

**To the Board of Directors  
Rest of World Media, Inc. and Subsidiary  
Menlo Park, California**

### Opinion

We have audited the consolidated financial statements of Rest of World Media, Inc. and Subsidiary (collectively, the Organization), which comprise the consolidated statements of financial position as of December 31, 2022 and 2021, and the related consolidated statements of activities and changes in net assets, functional expenses, and cash flows for the years then ended, and the related notes to the consolidated financial statements.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Organization as of December 31, 2022 and 2021, and the results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

### Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). 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 the Organization and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. 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 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 the Organization's ability to continue as a going concern for one year after the date that the consolidated financial statements are available to be issued.



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## **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 GAAS 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 GAAS, 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 the Organization'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 the Organization'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.

*Clark Nuber P.S.*  
Certified Public Accountants  
July 24, 2023

REST OF WORLD MEDIA, INC. AND SUBSIDIARY

Consolidated Statements of Financial Position  
December 31, 2022 and 2021  
(In Thousands)

	<u>2022</u>	<u>2021</u>
<b>Assets:</b>		
Cash and cash equivalents	\$ 8,326	\$ 7,330
Prepaid expenses and other	86	90
Deposits	287	303
Operating right-of-use lease asset	<u>1,863</u>	
<b>Total Assets</b>	<b><u>\$ 10,562</u></b>	<b><u>\$ 7,723</u></b>
<b>Liabilities and Net Assets</b>		
<b>Liabilities:</b>		
Accounts payable and accrued expenses	\$ 288	\$ 289
Operating lease liability	<u>1,977</u>	
<b>Total Liabilities</b>	<b>2,265</b>	<b>289</b>
<b>Net Assets:</b>		
Without donor restrictions	<u>8,297</u>	<u>7,434</u>
<b>Total Liabilities and Net Assets</b>	<b><u>\$ 10,562</u></b>	<b><u>\$ 7,723</u></b>

See accompanying notes.

**REST OF WORLD MEDIA, INC. AND SUBSIDIARY**

**Consolidated Statements of Activities and Changes in Net Assets  
For the Years Ended December 31, 2022 and 2021  
(In Thousands)**

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	<u>2022</u>	<u>2021</u>
<b>Support and Revenue:</b>		
Contributions	\$ 7,349	\$ 6,950
Other income	<u>25</u>	<u>16</u>
<b>Total Support and Revenue</b>	<b>7,374</b>	<b>6,966</b>
<b>Expenses:</b>		
Program	6,452	5,611
Management and general	<u>59</u>	<u>54</u>
<b>Total Expenses</b>	<b><u>6,511</u></b>	<b><u>5,665</u></b>
<b>Change in Net Assets Without Donor Restrictions</b>	<b>863</b>	<b>1,301</b>
Net assets without donor restrictions, beginning of year	<u>7,434</u>	<u>6,133</u>
<b>Net Assets Without Donor Restrictions, End of Year</b>	<b><u><u>\$ 8,297</u></u></b>	<b><u><u>\$ 7,434</u></u></b>

See accompanying notes.

**REST OF WORLD MEDIA, INC. AND SUBSIDIARY**

**Consolidated Statements of Functional Expenses  
For the Years Ended December 31, 2022 and 2021  
(In Thousands)**

	<u>Program Expenses</u>	<u>Management and General</u>	<u>2022 Total</u>
Salaries, benefits and payroll taxes	\$ 3,135	\$ -	\$ 3,135
Consulting services	1,536		1,536
Other professional fees	769		769
Travel, conferences and meetings	277		277
Legal and management fees	49	18	67
Accounting fees		39	39
Other expenses	686	2	688
<b>Total Expenses</b>	<b><u>\$ 6,452</u></b>	<b><u>\$ 59</u></b>	<b><u>\$ 6,511</u></b>

	<u>Program Expenses</u>	<u>Management and General</u>	<u>2021 Total</u>
Salaries, benefits and payroll taxes	\$ 3,139	\$ -	\$ 3,139
Other professional fees	935		935
Consulting services	937		937
Legal and management fees	41	18	59
Travel, conferences and meetings	59		59
Accounting fees		34	34
Taxes		2	2
Other	500		500
<b>Total Expenses</b>	<b><u>\$ 5,611</u></b>	<b><u>\$ 54</u></b>	<b><u>\$ 5,665</u></b>

See accompanying notes.

**REST OF WORLD MEDIA, INC. AND SUBSIDIARY****Consolidated Statements of Cash Flows  
For the Years Ended December 31, 2022 and 2021  
(In Thousands)**

	<u>2022</u>	<u>2021</u>
<b>Cash Flows From Operating Activities:</b>		
Change in net assets	\$ 863	\$ 1,301
Adjustments to reconcile change in net assets to net cash and cash equivalents provided by operating activities-		
Noncash lease expense	444	
Changes in assets and liabilities:		
Prepaid expenses and other	4	(47)
Deposits	16	(215)
Accounts payable and accrued expenses	(1)	(42)
Operating lease liability	(330)	
	<u>996</u>	<u>997</u>
<b>Net Cash Provided by Operating Activities</b>	<b>996</b>	<b>997</b>
<b>Net Change in Cash and Cash Equivalents</b>	<b>996</b>	<b>997</b>
Cash and cash equivalents, beginning of year	<u>7,330</u>	<u>6,333</u>
<b>Cash and Cash Equivalents, End of Year</b>	<b><u>\$ 8,326</u></b>	<b><u>\$ 7,330</u></b>

See accompanying notes.

## REST OF WORLD MEDIA, INC. AND SUBSIDIARY

### Notes to Consolidated Financial Statements For the Years Ended December 31, 2022 and 2021 (In Thousands)

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#### Note 1 - Organization and Summary of Significant Accounting Policies

**Organization** - Rest of World Media, Inc. is a 501(c)(3) private operating foundation established in April 2019 and incorporated in the state of Delaware as a nonprofit, nonstock charitable corporation with an office in New York. It is dedicated to advancing public knowledge about the impact of technology on people internationally, with a particular focus on societies beyond the United States and Europe. Rest of World Media, Inc. seeks to address this information gap on the use of digital technology outside the Western world through dedicated programs involving storytelling, research and content distribution.

Rest of World Media International, LLC (the Subsidiary) was formed on January 2, 2020 and is wholly owned by Rest of World Media, Inc. It is registered in Kenya as a foreign registered company. The Subsidiary's purpose is to employ editorial staff, but it did not actively operate during the years ended December 31, 2022 and 2021.

**Principles of Consolidation** - The consolidated financial statements include the accounts of Rest of World Media, Inc. and its wholly owned subsidiary, Rest of World Media International LLC, (collectively, the Organization), after elimination of inter-entity accounts and transactions.

**Basis of Accounting and Presentation** - The Organization has presented its consolidated financial statements in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Net assets, revenue, gains and losses are classified based on the existence or absence of donor-imposed restrictions. Accordingly, the net assets of the Organization and changes therein are classified and reported as follows:

Net Assets Without Donor Restrictions - Net assets that are not subject to externally imposed restrictions.

Net Assets With Donor Restrictions - Net assets subject to externally imposed restrictions that may or will be met either by actions of the Organization and/or the passage of time. There were no net assets with donor restrictions at December 31, 2022 and 2021.

Revenue is reported as an increase in net assets without donor restrictions unless use of the related asset is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without donor restrictions. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restrictions unless their use is restricted by explicit donor stipulation or by law. Expirations of donor restrictions on net assets are reported as transfers between the applicable classes of net assets.

**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 amounts reported in the consolidated financial statements and the accompanying notes. Actual results could differ from those estimates.

**Cash and Cash Equivalents** - The Organization considers all highly liquid investments purchased with an original maturity of three months or less to be cash equivalents.

**Deposits** - Deposits include a lease security deposit and the first month's fee deposit for contractors.

**Revenue Recognition** - Contributions and pledges are recognized as revenue when they are received or unconditionally pledged. There were no outstanding conditional pledges at December 31, 2022 or 2021.

## REST OF WORLD MEDIA, INC. AND SUBSIDIARY

### Notes to Consolidated Financial Statements For the Years Ended December 31, 2022 and 2021 (In Thousands)

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#### Note 1 - Continued

**Leases** - Effective January 1, 2022, the Organization adopted the new lease accounting guidance in Accounting Standards Update No. 2016-02, *Leases (Topic 842)* (ASC Topic 842) using the modified retrospective approach with comparative accounting periods continuing to be presented under previous lease guidance (ASC Topic 840). The Organization has elected the package of practical expedients permitted in ASC Topic 842. Accordingly, the Organization accounted for its existing leases under the new guidance, without reassessing (a) whether the contract contains a lease under ASC Topic 842, (b) whether classification of the leases would be different in accordance with ASC Topic 842, or (c) whether the unamortized initial direct costs before transition would have met the definition of initial direct costs in ASC Topic 842 at lease commencement. Additionally, the Organization did not elect the practical expedient to use hindsight in determining the lease term (that is, when considering lessee options to extend or terminate the lease and to purchase the underlying asset) and in assessing impairment of the entity's right-of-use (ROU) assets. As a result of the adoption of the new lease accounting guidance, the Organization recognized on January 1, 2022 (a) a lease liability of \$2,273, (b) a right-of-use asset of \$2,277, and (c) removal of deferred rent liabilities of \$36.

The Organization determines if an arrangement contains a lease at inception. Operating leases are included in ROU assets and lease liabilities in the consolidated statements of financial position. ROU assets represent a right to use an underlying asset for the lease term and operating lease liabilities represent the Organization's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. The Organization's leases do not provide an implicit rate of return; thus, the Organization uses the risk-free discount rate, determined using a period comparable with that of the lease term from the later of the lease commencement date or implementation date. The ROU asset also includes prepaid lease payments and unamortized initial direct costs, and excludes lease incentives. The Organization has lease agreements with lease and non-lease components which are accounted for as a single lease component. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Organization will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. A ROU asset and operating lease liability is not recognized for leases with an initial term of 12 months or less, or when total lease payments are less than \$5.

**Tax Exempt Status** - The Organization is exempt from income taxes under Section 501(c)(3) of the Internal Revenue Code (the Code). The Organization is a private operating foundation within the meaning of Section 509(a) of the Code, making its required charitable expenditures by sponsoring and managing its own programs. Pursuant to Section 4940(a) of the Code, the Organization's investment income, reduced by certain allowable expenses, is subject to excise tax at a rate of 1.39% on investment income. Additionally, the Organization may be subject to tax on unrelated business income, if any, generated by investments.

The Organization's status as an operating foundation is determined annually by satisfying the income test as well as one of three alternative tests (asset test, endowment test or support test). The Organization has met the requirements for the private operating foundation status through December 31, 2022.

**Functional Allocation of Expenses** - The Organization's expenses are directly attributed to program expenses, and management and general activities. Program expenses pertain to costs related to the programs of the Organization for carrying out its charitable activities. Management and general expenses include costs related to financial management support of the Organization. Salaries, benefits and payroll taxes are allocated based on each employees' functional responsibility. Professional fees, including consulting, legal, management, and accounting are recorded based on actual use.

## REST OF WORLD MEDIA, INC. AND SUBSIDIARY

### Notes to Consolidated Financial Statements For the Years Ended December 31, 2022 and 2021 (In Thousands)

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#### Note 1 - Continued

**Concentration of Credit Risk** - Financial instruments that potentially subject the Organization to concentrations of credit and market risk consist primarily of cash and cash equivalents which are maintained by a major financial institution. During the years ended December 31, 2022 and 2021, the Organization regularly held cash deposits in excess of federally insured limits.

#### Note 2 - Availability of Financial Assets and Liquidity

The Organization structures its financial assets to be available and liquid as its general expenditures, liabilities, and other obligations become due. The Organization's financial assets available within one year of December 31, 2022, to meet general expenditures consist of cash and cash equivalents of \$8,326. The Organization's financial assets available within one year of December 31, 2021, to meet general expenditures consisted of cash and cash equivalents of \$7,330.

#### Note 3 - Related Party Transactions

Contributions from a donor-advised fund (DAF) consist of cash and totaled \$7,349 and \$6,950 during the years ended December 31, 2022 and 2021, respectively.

Officers of the Organization are officers or employees of a company (the Company) in which related parties to the Organization have an ownership interest. The Organization entered into an agreement for professional services (the Agreement) with the Company. Under the terms of the Agreement, and in accordance with IRC Section 4941(d) and income Tax Regulation 53.4941(d)-3(c), the Organization shall pay the Company only for personal services that are reasonable and necessary to carry out the Organization's exempt purpose. The Agreement also provides that no portion of any payments by the Organization to the Company shall be for nonpersonal services or property. During each of the years ended December 31, 2022 and 2021, the Organization incurred expenses under the Agreement totaling \$36 for accounting, human resources and information technology. There were no amounts payable to the Company at December 31, 2022 or 2021.

Eligible employees of the Organization may participate in a defined contribution 401(k) plan sponsored by the Company (Note 5).

#### Note 4 - Commitments and Contingencies

**Leases** - The Organization leased office space under an operating licensing agreement which expired in February 2022. From November 2021 through February 2022, the Organization had a sublicense agreement with a third-party for approximately \$10 per month. The Organization recognized approximately \$20 and \$12 in rent revenue during the years ended December 31, 2022 and 2021, respectively, reported in other income on the consolidated statements of activities and changes in net assets.

The Organization also leases office space under a long-term, noncancelable lease agreement which expires in April 2027. The lease includes a renewal option of 5 years that is excluded from the lease liability as it is not reasonably certain the options will be exercised. Additionally, the lease includes payments for common area maintenance, utilities, taxes and insurance that are considered variable lease payments and are excluded from determining the lease liability.

## REST OF WORLD MEDIA, INC. AND SUBSIDIARY

### Notes to Consolidated Financial Statements For the Years Ended December 31, 2022 and 2021 (In Thousands)

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#### Note 4 - Continued

Lease expense totaled \$507 and \$313 during the years ended December 31, 2022 and 2021, respectively.

The components of lease expense for the year ended December 31, 2022 are as follows:

Operating lease cost	\$	444
Short-term lease costs		48
Variable lease costs		15
		<hr/>
<b>Total Leasing Costs</b>	<b>\$</b>	<b>507</b>
		<hr/> <hr/>

Supplemental cash flow information related to the lease as of December 31, 2022 is as follows:

Right-of-use assets obtained in exchange for new operating lease liabilities	\$	2,277
Weighted-average remaining lease term - operating lease		4.3 years
Weighted-average discount rate - operating lease		1.37%
Cash paid for amounts included in measurement of lease liabilities	\$	326

Future minimum lease payments for the operating lease are as follows at December 31, 2022:

For the Year Ending December 31,

2023	\$	454
2024		462
2025		470
2026		478
2027		175
		<hr/>
Total undiscounted cash flows		2,039
Less present value discount		(62)
		<hr/>
<b>Total Operating Lease Liabilities</b>	<b>\$</b>	<b>1,977</b>
		<hr/> <hr/>

## REST OF WORLD MEDIA, INC. AND SUBSIDIARY

### Notes to Consolidated Financial Statements For the Years Ended December 31, 2022 and 2021 (In Thousands)

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#### Note 4 - Continued

Future minimum lease payments for the operating lease were as follows at December 31, 2021:

For the Year Ending December 31,

2022	\$	373
2023		454
2024		462
2025		470
2026		480
Thereafter		175
<b>Total Future Lease Payments</b>	<b>\$</b>	<b>2,414</b>

#### Note 5 - Benefit Plans

The Organization has a 401(k) Plan through participation in a related entity's Retirement Savings Plan to provide retirement benefits for its employees. Employees are eligible when they reach 21 years of age and have fulfilled 3 months of service. Discretionary employer matching contributions may be made at 100% of the first 30% of the employee's compensation, up to \$12.5 per year. Employees are 100% vested in contributions made to the Plan. The Organization's contributions to the Plan totaled \$157 and \$152 for the years ended December 31, 2022 and 2021, respectively. The Plan is sponsored by the Company (Note 3).

#### Note 6 - Subsequent Events

The Organization has evaluated subsequent events with respect to the consolidated financial statements for the year ended December 31, 2022 through July 24, 2023, the date on which the consolidated financial statements were available to be issued, and has determined that no adjustments are necessary to the amounts reported in the accompanying consolidated financial statements, nor have any events occurred, the nature of which would require disclosure.