

Consolidated Financial Statements and
Report of Independent Certified Public
Accountants

**Global Energy Alliance for People and
Planet, LLC**

December 31, 2023 and 2022

Contents

Page

Report of Independent Certified Public Accountants	3
Consolidated Financial Statements	
Consolidated statements of financial position	5
Consolidated statements of activities	6
Consolidated statements of functional expenses	7
Consolidated statements of cash flows	8
Notes to consolidated financial statements	9

GRANT THORNTON LLP

757 Third Avenue, 9th Floor
New York, NY 10017

D +1 212 599 0100

F +1 212 370 4520

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

To the Board of Directors of
Global Energy Alliance for People and Planet, LLC

Report on the financial statements**Opinion**

We have audited the consolidated financial statements of Global Energy Alliance for People and Planet, LLC ("GEAPP"), which comprise the consolidated statements of financial position as of December 31, 2023 and 2022, and the related consolidated statements of activities, functional expenses, and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of GEAPP as of December 31, 2023 and 2022, and the changes in its net assets and its cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for opinion

We conducted our audits of the consolidated financial statements in accordance with auditing standards generally accepted in the United States of America (US 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 GEAPP 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 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 GEAPP's ability to continue as a going concern for one year after the date 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 US 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 US 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 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 GEAPP'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 GEAPP'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.

Grant Thornton LLP

New York, New York
June 28, 2024

Global Energy Alliance for People and Planet, LLC

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

December 31,

	2023	2022
ASSETS		
Cash	\$ 28,356,464	\$ 154,527,788
Investments	83,136,452	-
Program-related investments	15,484,773	-
Prepaid expenses and security deposits	2,599,494	262,513
Property, furniture, fixtures, and equipment, net	2,815,995	116,255
Operating right-of-use assets	3,404,966	-
Total assets	<u>\$ 135,798,144</u>	<u>\$ 154,906,556</u>
LIABILITIES AND NET ASSETS		
Liabilities		
Accounts payable and accrued expenses	\$ 9,582,556	\$ 1,900,707
Grants payable, net	87,110,597	77,681,974
Due to affiliate	4,507	-
Operating lease liabilities	3,656,194	-
Total liabilities	<u>100,353,854</u>	<u>79,582,681</u>
Commitments (Notes 7 and 9)		
Net assets		
Without donor restrictions	15,099,342	25,262,679
With donor restrictions	20,344,948	50,061,196
Total net assets	<u>35,444,290</u>	<u>75,323,875</u>
Total liabilities and net assets	<u>\$ 135,798,144</u>	<u>\$ 154,906,556</u>

The accompanying notes are an integral part of these consolidated financial statements.

Global Energy Alliance for People and Planet, LLC

CONSOLIDATED STATEMENTS OF ACTIVITIES

For the years ended December 31,

	2023			2022		
	Without Donor Restrictions	With Donor Restrictions	Total	Without Donor Restrictions	With Donor Restrictions	Total
Revenues and support						
Contribution from The Rockefeller Foundation	\$ 100,000,000	\$ -	\$ 100,000,000	\$ -	\$ -	\$ -
Contributions	-	-	-	-	49,869,389	49,869,389
Net investment income and other income	5,358,164	123,333	5,481,497	189,805	191,807	381,612
Net assets released from donor restrictions	29,839,581	(29,839,581)	-	-	-	-
Total revenues and support	135,197,745	(29,716,248)	105,481,497	189,805	50,061,196	50,251,001
Expenses						
Grants	87,307,822	-	87,307,822	154,988,463	-	154,988,463
Program costs	27,785,257	-	27,785,257	9,623,603	-	9,623,603
Management and general	26,529,037	-	26,529,037	10,110,340	-	10,110,340
Fundraising	3,738,966	-	3,738,966	-	-	-
Total expenses	145,361,082	-	145,361,082	174,722,406	-	174,722,406
CHANGES IN NET ASSETS	(10,163,337)	(29,716,248)	(39,879,585)	(174,532,601)	50,061,196	(124,471,405)
Net assets						
Beginning of year	25,262,679	50,061,196	75,323,875	199,795,280	-	199,795,280
End of year	<u>\$ 15,099,342</u>	<u>\$ 20,344,948</u>	<u>\$ 35,444,290</u>	<u>\$ 25,262,679</u>	<u>\$ 50,061,196</u>	<u>\$ 75,323,875</u>

The accompanying notes are an integral part of these consolidated financial statements.

Global Energy Alliance for People and Planet, LLC
CONSOLIDATED STATEMENTS OF FUNCTIONAL EXPENSES

For the years ended December 31,

2023							
Program Services			Supporting Services				
Grants	Program Costs	Subtotal	Management and General	Fundraising	Subtotal	Total	
Grants	\$ 87,307,822	\$ -	\$ 87,307,822	\$ -	\$ -	\$ -	\$ 87,307,822
Salaries and benefits	-	5,548,295	5,548,295	8,086,884	1,548,138	9,635,022	15,183,317
Legal fees	-	447,927	447,927	5,397,510	24,658	5,422,168	5,870,095
Accounting fees	-	-	-	730,630	-	730,630	730,630
Other professional fees	-	19,516,525	19,516,525	8,294,139	1,902,043	10,196,182	29,712,707
Depreciation and amortization	-	-	-	149,675	-	149,675	149,675
Occupancy	-	-	-	1,281,633	-	1,281,633	1,281,633
Travel, conferences, and meetings	-	2,272,510	2,272,510	1,902,274	264,127	2,166,401	4,438,911
Taxes	-	-	-	686,292	-	686,292	686,292
\$ 87,307,822	\$ 27,785,257	\$ 115,093,079	\$ 26,529,037	\$ 3,738,966	\$ 30,268,003	\$ 145,361,082	

2022							
Program Services			Supporting Services				
Grants	Program Costs	Subtotal	Management and General	Fundraising	Subtotal	Total	
Grants	\$ 154,988,463	\$ -	\$ 154,988,463	\$ -	\$ -	\$ -	\$ 154,988,463
Salaries and benefits	-	768,273	768,273	1,986,794	-	1,986,794	2,755,067
Legal fees	-	-	-	3,662,960	-	3,662,960	3,662,960
Accounting fees	-	-	-	104,738	-	104,738	104,738
Other professional fees	-	8,617,287	8,617,287	3,402,532	-	3,402,532	12,019,819
Occupancy	-	-	-	203,069	-	203,069	203,069
Travel, conferences, and meetings	-	238,043	238,043	750,247	-	750,247	988,290
\$ 154,988,463	\$ 9,623,603	\$ 164,612,066	\$ 10,110,340	\$ -	\$ 10,110,340	\$ 174,722,406	

The accompanying notes are an integral part of these consolidated financial statements.

Global Energy Alliance for People and Planet, LLC

CONSOLIDATED STATEMENTS OF CASH FLOWS

For the years ended December 31,

	2023	2022
Cash flows from operating activities		
Changes in net assets	\$ (39,879,585)	\$ (124,471,405)
Adjustments to reconcile decrease in net assets to net cash:		
Depreciation and amortization	149,675	-
Net unrealized appreciation on investments	(49,273)	-
Net unrealized appreciation on program-related investments	(1,313,991)	-
Net realized gain on investments	(4,087,179)	-
Changes in operating assets and liabilities:		
Right-of-use assets	(3,404,966)	-
Prepaid expenses and security deposits	(2,336,981)	(262,513)
Accounts payable and accrued expenses	7,681,849	1,900,707
Grants payable, net	9,428,623	77,681,974
Due to affiliate	4,507	-
Lease liabilities	3,656,194	-
Net cash used in operating activities	<u>(30,151,127)</u>	<u>(45,151,237)</u>
Cash flows from investing activities		
Proceeds from sale of investments	16,000,000	-
Purchase of investments	(95,000,000)	-
Amounts disbursed for program-related investments	(14,170,782)	-
Purchase of property, furniture, fixtures, and equipment	<u>(2,849,415)</u>	<u>(116,255)</u>
Net cash used in investing activities	<u>(96,020,197)</u>	<u>(116,255)</u>
NET DECREASE IN CASH	(126,171,324)	(45,267,492)
Cash, beginning of year	<u>154,527,788</u>	<u>199,795,280</u>
Cash, end of year	<u><u>\$ 28,356,464</u></u>	<u><u>\$ 154,527,788</u></u>
Supplemental non-cash disclosure		
Right-of-use assets obtained in exchange for operating lease obligation	<u><u>\$ 4,016,213</u></u>	<u><u>\$ -</u></u>

The accompanying notes are an integral part of these consolidated financial statements.

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
December 31, 2023 and 2022

NOTE 1 - ORGANIZATION

Global Energy Alliance for People and Planet, LLC (“GEAPP”) a Delaware limited liability company, was organized on October 6, 2021. GEAPP commenced operations on November 1, 2021 at the UN Climate Change Conference - COP26 Summit.

GEAPP aims to harness the full potential of green energy to create a more sustainable and equitable world. Its primary goal is ambitious but achievable: to bring reliable electricity, powered by modern renewable technologies, to a billion people by decade’s end and in doing so reduce one billion tons of greenhouse gas emissions. GEAPP’s success will empower people in developing and emerging economies with the opportunity to thrive in the 21st-century economy, and to combat our existential climate crisis.

Effective October 25, 2021, The Rockefeller Foundation (“RF”), a not-for-profit organization established under the laws of the State of New York, and Stichting IKEA Foundation (“IF”), a charitable foundation established under the laws of The Netherlands, entered into an agreement where the parties seek to catalyze a new model for green and inclusive growth and an equitable energy transition in developing and emerging economies through the creation of Global Energy Alliance for People and Planet, LLC. The Parties agreed on the proposed structure and objectives of GEAPP, which shall be incubated as a single member LLC under RF’s related public charity, RF Catalytic Capital, Inc., and managed and operated initially by RF until it is fully operationalized.

RF Catalytic Capital, Inc. (“RFCC”) is a public charity incorporated under the laws of the state of Delaware, serves as sole member of GEAPP and is affiliated through common management. RFCC’s central office is located in New York City.

GEAPP currently operates as a subsidiary of RFCC, a not-for-profit organization exempt from federal income taxes under Section 501(c)(3) of the Internal Revenue Code and has been designated as an organization that is not a private foundation.

During 2022, GEAPP formed GEAPP UK Limited (“GEAPP Ltd.”) a service company, incorporated under the Companies Act 2006 as a private company, that is limited by shares, and with its registered offices located in England and Wales.

During 2022, GEAPP Ltd. also formed service companies: GEAPP S’Pore Pte. Limited in Singapore, GEAPP Service Co (KE) Limited in Kenya, GEAPP SA (PTY) Limited in South Africa and GEAPP ServiceCo (India) Private Limited in India.

The accompanying consolidated financial statements include the accounts of GEAPP and its subsidiaries, including GEAPP Ltd., GEAPP S’Pore Pte. Limited, GEAPP Service Co (KE) Limited, GEAPP SA (PTY) Limited and GEAPP ServiceCo (India) Private Limited, collectively referred to hereinafter as GEAPP.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation and Use of Estimates

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America, (“US GAAP”) which 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 financial statements and the reported amounts of revenues and expenses during the reporting period. Accordingly, actual results could differ from those estimates.

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

Basis of Consolidation

The accompanying consolidated financial statements include the financial statements of GEAPP which includes its subsidiaries, as described in Note 1. All significant intercompany transactions and balances have been eliminated in preparing the consolidated financial statements.

New Accounting Pronouncement

In February 2016, the Financial Accounting Standards Board ("FASB") issued ASU 2016-02 *Leases (Topic 842)*. This new standard provides users of financial statements with a more complete representation of the assets and long-term financial obligations of organizations that enter into leases. The standard is for a dual-model approach: a lessee will account for most existing capital leases as Type A (finance) leases, and most existing operating leases as Type B (operating) leases. Both will be reported on the statement of financial position of the organization for leases with terms exceeding 12 months. Lessors will see some changes too, largely made to align with the revised lease model. For nonpublic organizations, the new leasing standard applies for fiscal years beginning after December 15, 2021. The standard allows for a *Modified Retrospective Approach* - where all operating leases existing at or entered into after the date of initial application are recorded on a prospective basis, however, those leases that expired in prior periods will not be reevaluated. The asset and obligation are recorded at the present value of remaining rentals due at the earliest date presented in the financial statements. GEAPP, adopted Topic 842, effective January 1, 2023. See Lease Note 10 for additional details.

Net Asset Presentation

GEAPP reports information regarding its financial position and activities according to two classes of net assets: without and with donor restrictions.

Without donor restrictions - Consist of resources available for the general support of GEAPP operations. Net assets without donor restrictions may be used at the discretion of GEAPP's management and Board of Directors.

With donor restrictions - Consist of resources restricted by donors to be used for specific activities or at some future date, or which require GEAPP to maintain in perpetuity, including funds that are subject to restrictions or gift instruments requiring that the principal be invested in perpetuity and the income be used for specific or general purposes. When a donor restriction expires, that is, when a time restriction ends or a purpose restriction is fulfilled, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported on the statement of activities as net assets released from restrictions.

Cash

Cash consists of cash on deposit at financial institutions.

Accounting for Uncertainty in Income Taxes

GEAPP follows guidance that clarifies the accounting for uncertainty in tax positions taken or expected to be taken in a tax return, including issues relating to financial statement recognition and measurement. This guidance provides that the tax effects from an uncertain tax position can only be recognized in the financial statements if the position is "more-likely-than-not" to be sustained if the position were to be challenged by a taxing authority. The assessment of the tax position is based solely on the technical merits of the position, without regard to the likelihood that the tax position may be challenged.

GEAPP is exempt from federal income taxation under §501(c)(3) of the Internal Revenue Code; although, GEAPP is subject to tax on income unrelated to its exempt purpose, unless that income is otherwise

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

excluded by the Code. GEAPP has processes presently in place to ensure the maintenance of its tax-exempt status; to identify and report unrelated income; to determine its filing and tax obligations in jurisdictions for which it has nexus; and to identify and evaluate other matters that may be considered tax positions. Management has determined that GEAPP had no uncertain tax positions that would require financial statement recognition or disclosure. GEAPP is subject to examinations by the applicable taxing jurisdictions for periods since its inception.

Investments, at Fair Value

GEAPP's investments consists of short-term treasury index funds which are considered alternative investments. Alternative investments are reported at fair value based on the net asset values provided by the management of the respective fund as of December 31, and are reviewed by management for reasonableness. Management utilizes audited financial statements when available for alternative investments as part of its on-going due diligence and annual financial statement valuation process.

Program-Related Investments

Program Related Investments ("PRI") are philanthropically driven, nonmarketable investments and loans to businesses that further mission of GEAPP and its initiatives. GEAPP's PRI portfolio is monitored periodically to determine the appropriateness of the net realizable value, which is reflected on the consolidated statement of financial position. PRI's are stated at estimated fair value. (See also Note 7 for additional details.)

Fair Value Measurements

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Fair value measurements must maximize the use of observable inputs and minimize the use of unobservable inputs. The hierarchy comprises three levels of inputs that may be used to measure fair value:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3 - Unobservable inputs supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

Contributions

GEAPP has adopted FASB Accounting Standard Update ("ASU") No. 2018-08, *Not for Profit Entities: Clarifying the Scope and Accounting Guidance for Contributions Received and Contributions Made*. The implementation of the provisions of the ASU for contributions received and made did not have a significant impact on GEAPP's consolidated financial statements.

ASU No. 2018-08 assists an entity evaluate whether it should account for a grant (or similar transaction) as a contribution or as an exchange transaction. The ASU also clarifies and expands the criteria for determining whether a contribution is conditional, which may delay recognition of contribution revenue (recipient) or expense (resource provider).

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

GEAPP has adopted the provisions of ASU 2018-08, which requires GEAPP to determine whether a transfer of assets is conditional based on whether an agreement includes a barrier(s) that must be overcome and either a right of return of assets transferred or a right of release of a promisor's obligation to transfer assets.

Foreign Currency

Transactions in other currencies are translated into U.S. dollars at the exchange rates in effect at the date of the transactions. Monetary assets and liabilities denominated in non-U.S. currencies are reported at the exchange rates in effect at the reporting date. Any gain or loss arising from a change in exchange rates as of the date of the transaction is included in the statement of activities. For the year ended December 31, 2023 and 2022, the realized and unrealized (loss) gain, resulting from foreign exchange translations totaled \$(41,974) and \$189,805, respectively, and is included in the Net Investment and Other Income on the consolidated statements of activities.

Property, Furniture, Fixtures, and Equipment, Net

Property, furniture, fixtures, and equipment are stated at cost at the date of acquisition. Depreciation is provided using the straight-line method over the estimated useful lives of the respective assets. The estimated useful lives of the assets range from three to 10 years.

Functional Allocation of Expenses

GEAPP allocates expenses on a functional basis among its various program and supporting services (captioned Management and General and Fundraising on the statement of activities). Expenditures that are attributed to a specific program or supporting service are reported accordingly.

Program costs consist of GEAPP's work in supporting commitments in expanding sustainable energy access, creation of green jobs and to avert carbon emissions. This includes grants and program services. Supporting services consist of the CEO's office, Management and General, and Fundraising divisions.

Grants

Committed grant expenditures are considered incurred at the time of approval by GEAPP provided the grant has no specified conditions (barriers) to be met in a future period by the respective grantee. For conditional grants, the grant expenditure and liability are recognized and recorded in the accounting period when GEAPP determines that the specified conditions (barriers) have been met by the grantee. Such grant commitments are often made to a recipient over multiple fiscal years and, therefore, are recognized and measured at the present value of the expected amounts to be paid. The present value discount is determined when the grant is initially recognized utilizing an appropriate discount rate which is not subsequently revised. GEAPP amortizes grant discounts, which are recorded as additional grant expense, over the payment period of the respective grant using the straight-line method. Rescinded and refunded grants are recorded as a reduction to grant expense.

NOTE 3 - CONCENTRATIONS OF CREDIT RISK

GEAPP maintains cash accounts at a major financial institution within the United States of America and also with a financial institution abroad. Generally, deposits are in excess of federally insured limits. Management of GEAPP monitor its cash levels, and has not experienced, nor does it anticipate, any losses with respect to its deposits.

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

NOTE 4 - RELATED ENTITY TRANSACTIONS

RFCC serves as the sole member of GEAPP. In addition, two employees and trustees of RF, a related foundation of both RFCC and GEAPP, also serve as board members of GEAPP.

NOTE 5 - LIQUIDITY AND AVAILABILITY OF FINANCIAL ASSETS

Financial assets available for general expenditure that is, without donor or other restrictions, limiting their use, within one year of the consolidated statement of financial position date consist of:

	2023	2022
Financial assets		
Cash	\$ 28,356,464	\$ 154,527,788
Investments	83,136,452	-
	<u>(20,344,948)</u>	<u>(50,061,196)</u>
Less: donor restrictions related to time or purpose		
Financial assets available to meet cash needs for general expenditure within one year	<u>\$ 91,147,968</u>	<u>\$ 104,466,592</u>

As part of GEAPP's liquidity management strategy, GEAPP structures its financial assets to be available as it grants payments and other general liabilities come due.

NOTE 6 - INVESTMENTS

GEAPP's investment portfolio at December 31, at fair value consists of the following:

	2023	2022
Passive fixed income	<u>\$ 83,136,452</u>	<u>\$ -</u>

The following table presents the fair value measurements of assets recognized in the accompanying statements of financial position measured at fair value on a recurring basis and the level within the fair value hierarchy in which the fair value measurements fall on December 31:

	2023	
	Other Investments Measured at NAV	Total
Level 1		
Passive fixed income	<u>\$ -</u>	<u>\$ 83,136,452</u>
	<u>\$ 83,136,452</u>	<u>\$ 83,136,452</u>

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

Information in the following table summarizes the various redemption, lock-up provisions, and unfunded commitments for alternative investments measured at NAV using the practical expedient at December 31, 2023:

Investment Category	2023 Fair Value	2022 Fair Value	Redemption Frequency	Redemption Notice Period
Passive fixed income ^(a)	\$ 83,136,452	\$ -	Daily	Daily

^(a) Passive Fixed income - This category includes one fund that invests in short term U.S. Treasuries.

NOTE 7 - PROGRAM - RELATED INVESTMENTS

In addition to grants, GEAPP also invests in program-related investments, including direct equity (e.g., by purchasing shares in a company) and intermediated equity investments (e.g., into a fund as a Limited Partner). The type of financial instrument is dependent on the capital structure and company or project need. GEAPP invests with an “impact-first” lens (versus being returns driven), taking outsized risk to pilot and scale and with the goal of mobilizing and crowding in capital towards nascent projects, ventures and solutions.

As of December 31, 2023, GEAPP, had a total of 4 PRI's outstanding with maturity dates between January 2033 and December 2033.

The following table includes a roll-forward of GEAPP's PRI's for the year ended December 31:

	2023
Balance, January 1,	\$ -
New investments	14,170,782
Appreciation of investments	1,313,991
Balance, December 31,	\$ 15,484,773

GEAPP's direct equity PRI's are measured using the net asset value per share as a practical expedient for reporting fair value.

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

Information in the following table summarizes the various direct equity PRI's at December 31:

Investment	Geography	Date of Investment	Asset Class	2023 Fair Value	Unfunded Commitment
Equator Africa Fund LP	Africa	1/15/2023	Intermediated equity ^(a)	\$ 3,356,166	\$ 7,637,932
Congo Energy Solution Ltd.	Democratic Republic of Congo	6/30/2023	Direct equity ^(b)	2,005,256	6,191,304
ETAFA Africa Limited	Nigeria	8/16/2023	Intermediated equity ^(c)	10,123,351	-
Southeast Asia Clean Energy Fund II, LP	South East Asia	12/22/2023	Intermediated equity ^(d)	-	10,000,000
Total				<u>\$ 15,484,773</u>	<u>\$ 23,829,236</u>

^(a) Equator Africa Fund LP ("Equator") is a fund that invests equity and quasi-equity into early-stage cleantech ventures (e.g., Late Seed, Series A) focused on energy, mobility and agriculture across Sub Saharan Africa. This investment will enable more equitable distribution of business value for underprivileged BIPOC workers and communities and preserve stable low-skill jobs, build support for shared business ownership benefitting this population.

^(b) Congo Energy Solutions Ltd. ("CESL"), otherwise known as Nuru, is a leading solar hybrid metro-grids developer and operator in the Democratic Republic of the Congo ("DRC") that currently manages a portfolio of projects, the largest in Goma I with 1.3MWp of capacity. The Series B fundraise will allow Nuru to execute 13.7MWp of projects in Goma II (an extension of the current site in Goma), Kindu and Bunia in Eastern DRC, connecting 20,000+ beneficiaries (equivalent to 120,000+ people) to clean, affordable and reliable electricity.

^(c) ETAFA Africa Limited ("ETAFA") is a local currency debt facility established by GEAPP in partnership with Chapel Hill Denham ("CHD") to support distributed renewable energy ("DRE") projects in Nigeria. ETAFA will expand access to clean, affordable and reliable services via DRE and support energy transition to benefit vulnerable populations and reduce carbon emissions in Nigeria.

^(d) Southeast Asia Clean Energy Fund II, LP ("SEACEF") is an early-stage capital fund that aims to mitigate the effects of climate change and enhance the ability of vulnerable and at-risk communities, particularly under-resourced communities in the Global South, to effectively manage climate risk, promote climate resiliency, and support inclusive growth, sustainable economic development, and energy security grounded in the transition to clean energy and clean energy infrastructure and demonstrating an investment model for early-stage capital designed to encourage the private sector to engage.

The unfunded PRI commitments detailed above, totaling approximately \$23.8 million at December 31, 2023, are expected to be funded by December 2025. Such amounts have not been recorded in the accompanying 2023 consolidated financial statements.

When determined to be necessary, allowances for credit losses are recorded for program-related investments based upon management's judgment and analysis using relevant available information, from internal and external sources, relating to past events, historical credit loss, current conditions, and reasonable and supportable forecasts. As of December 31, 2023, GEAPP has not recorded any allowances against its outstanding PRIs.

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

NOTE 8 - PROPERTY, FURNITURE, FIXTURES, AND EQUIPMENT, NET

At December 31, property, furniture, fixtures, and equipment, net, consists of the following:

	<u>2023</u>	<u>2022</u>
Furniture, fixtures, and equipment	\$ 2,210,282	\$ 116,255
Computer hardware	582,888	-
Software in process	<u>172,500</u>	<u>-</u>
	2,965,670	116,255
Less: accumulated depreciation and amortization	<u>(149,675)</u>	<u>-</u>
	<u><u>\$ 2,815,995</u></u>	<u><u>\$ 116,255</u></u>

Software in process is attributed to the build out of GEAPP's systems, which was completed during calendar year 2024. Remaining costs are estimated to be \$50,000.

NOTE 9 - GRANTS PAYABLE, NET

GEAPP has entered into grant commitments with certain organizations. The following summarizes the changes in grants payable for the years ended December 31:

	<u>2023</u>	<u>2022</u>
Balance, January 1	\$ 77,681,974	\$ -
Grants approved	85,851,117	156,602,937
Grant payments	(77,879,199)	(77,306,489)
Change in the present value	<u>1,456,705</u>	<u>(1,614,474)</u>
Balance, December 31	<u><u>\$ 87,110,597</u></u>	<u><u>\$ 77,681,974</u></u>

At December 31, 2023 and 2022, GEAPP has approximately \$66.3 million and \$48.5 million of grants awarded that have been classified as conditional grants. Certain milestones and other performance obligations stated in these awards have not yet been satisfied by the respective grantees. Accordingly, these amounts have not been recognized as grants payable on the consolidated statements of financial position.

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

GEAPP's grants payable balance of \$87,110,597 for unconditional grants authorized but unpaid as of December 31, 2023 are expected to be paid as follows:

<u>Year Ending December 31,</u>	<u>Total</u>
2024	\$ 84,732,423
2025	2,435,943
2026	<u>100,000</u>
Total	87,268,366
Less: present value discount (at rates ranging from 4.01% to 4.23%)	<u>(157,769)</u>
	<u>\$ 87,110,597</u>

NOTE 10 - LEASES

GEAPP determines if an arrangement is a lease or contains a lease at inception of a contract. A contract is determined to be or contain a lease if the contract conveys the right to control the use of identified property, plant, or equipment (an identified asset) in exchange for consideration. GEAPP determines these assets are leased because GEAPP has the right to obtain substantially all of the economic benefit from and the right to direct the use of the identified asset. Assets in which the supplier or lessor has the practical ability and right to substitute alternative assets for the identified asset and would benefit economically from the exercise of its right to substitute the asset are not considered to be or contain a lease because GEAPP determines it does not have the right to control and direct the use of the identified asset. GEAPP lease agreements do not contain any material residual value guarantees or material restrictive covenants. Leases result in the recognition of ROU assets and lease liabilities on the statement of financial position. ROU assets represent the right to use an underlying asset for the lease term, and lease liabilities represent the obligation to make lease payments arising from the lease, measured on a discounted basis. GEAPP determines lease classification as operating or finance at the lease commencement date. ROU assets and lease liabilities for operating leases are included in the statement of financial position and presented separately based on the classification of the underlying lease arrangement. ROU assets and lease liabilities for financing leases are included within the captions property, plant and equipment, and accounts payable and accrued liabilities, respectively, in the statement of financial position.

At lease inception, the lease liability is measured at the present value of the lease payments over the lease term. The ROU asset equals the lease liability adjusted for any initial direct costs, prepaid or deferred rent, and lease incentives. For the initial and subsequent measurement of all lease liabilities, the discount rate was provided by appraisal from a widely recognized bank. Operating lease expense is generally recognized on a straight-line basis over the lease term.

The GEAPP has entered into the following lease arrangements in 2023:

Operating Leases

The GEAPP has several non-cancellable operating leases in the United Kingdom, India and Kenya that expire in various years through 2032. Some of these leases require payment of real estate taxes and escalations. Total rent expense for the years ending December 31, 2023 and 2022 were \$1,281,633 and \$203,069, respectively.

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

Future minimum payments required under operating leases, and other commitments are as follows:

<u>Year Ending December 31,</u>	
2024	\$ 756,624
2025	672,700
2026	699,484
2027	662,728
2028	654,861
Thereafter	<u>1,782,489</u>
Total minimum lease payments	5,228,886
Less: present value discount	<u>(1,572,692)</u>
Lease liability	<u>\$ 3,656,194</u>

Supplemental balance sheet information related to financial leases at December 31, 2023 follows:

	<u>2023</u>
ROU assets	\$ 4,016,213
Less: accumulated amortization	<u>(611,247)</u>
	<u>\$ 3,404,966</u>
Weighted-average remaining lease term	7.08 years
Weighted-average discount rate	9.95%

The components of lease costs for the years ended December 31, 2023 are as follows:

	<u>2023</u>
Operating lease cost	\$ 741,600
Amortization of ROU asset	611,247
Interest on lease liabilities	209,069

Supplemental cash flow information related to leases for the years ended December 31, 2023 are as follows:

	<u>2023</u>
Cash paid for amounts included in the measurement of lease liabilities:	
Operating cash flows from operating leases	<u>\$ 569,087</u>

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

NOTE 11 - NET ASSETS WITH DONOR RESTRICTIONS

GEAPP's net assets with donor restrictions are available for the following program as of December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
Accelerating Africa's Energy Transition Projects	\$ 20,344,948	\$ 50,061,196

For the year ended December 31, 2023, GEAPP's net assets were released from donor restrictions due to the performance of activities satisfying the restricted purposes specified by donors as follows:

	<u>2023</u>
Accelerating Africa's Energy Transition Projects.	\$ 29,839,581

NOTE 12 - PROGRAM AND OPERATING SUPPORT

Both RF and IF entered into a Memorandum of Understanding ("MOU") and an operating agreement to each provide a \$500 million conditional grant for the benefit of GEAPP in achieving its objectives. To date, RF and IF have contributed \$200 million and \$100 million, respectively, in grant funding to RFCC for GEAPP's operations, pursuant to the MOU.

As discussed above, both RF and IF have conditionally committed \$500 million to fund GEAPP's costs of launching and operationalizing its efforts to harness the full potential of green energy to create a more sustainable and equitable world, referred to as GEAPP's Power work. Pursuant to the terms of RF's commitment, amounts RF expends which are adjacent to GEAPP's Power work will serve to reduce its grant commitment to GEAPP. Accordingly, the remaining conditional grant amount to be paid to GEAPP has been reduced by RF's own grants to support the Power work, as well as administrative costs for personnel working on GEAPP's Power work. As of December 31, 2023, total costs incurred by RF on behalf of GEAPP are \$97,561,212. Accordingly, RF's remaining conditional commitment under the grant and MOU to GEAPP totals \$202,438,788 as of December 31, 2023.

In 2023 and 2022, GEAPP recognized \$0, each year, in contributions without donor restrictions from IF. During 2023 and 2022, in support of its program activities, GEAPP expended a total of \$23,458,400 and \$76,336,880, respectively, of the funds it received from IF. Of such expended amounts, no grants were awarded to "for-profit" organizations.

NOTE 13 - DEFINED CONTRIBUTION RETIREMENT PLAN

GEAPP has a defined contribution plan formed under Section 401(k) of the Code that covers all eligible employees. For the 2023 plan year, GEAPP made a contribution equal to 10% of compensation. GEAPP's net contributions to the plan totaled \$297,985 and \$48,221 in 2023 and 2022, respectively.

Locally hired staff in GEAPP's foreign offices participate in retirement plans and/or provident funds or other plans that conform to local customs, conditions or laws.

Global Energy Alliance for People and Planet, LLC
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - CONTINUED
December 31, 2023 and 2022

NOTE 14 - SUBSEQUENT EVENTS

Management has evaluated subsequent events for disclosure and/or recognition in the accompanying consolidated financial statements through the date that the consolidated financial statements were available to be issued, which date is June 28, 2024. No additional events have occurred that would require recognition or disclosure in the accompanying consolidated financial statements.