



SHIFT PROJECT, LTD.

**FINANCIAL STATEMENTS
TOGETHER WITH INDEPENDENT AUDITOR'S REPORT**

**AS OF AND FOR THE YEARS ENDED
JUNE 30, 2025 AND 2024**

SHIFT PROJECT, LTD.
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AS OF AND FOR THE YEARS ENDED JUNE 30, 2025 AND 2024

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of
Shift Project, Ltd.:

Opinion

We have audited the accompanying financial statements of Shift Project, Ltd. (the "Organization", a nonprofit organization) which comprise the statements of financial position as of June 30, 2025 and 2024, and the related statements of activities and changes in net assets, functional expenses and cash flows for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Shift Project, Ltd. as of June 30, 2025 and 2024, 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 in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Organization and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the 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 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 within one year after the date that the financial statements are available to be issued.

NawrockiSmith

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 absolute assurance and therefore is not a guarantee that an audit conducted in accordance with generally accepted auditing standards will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

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

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the 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 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 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.

Hauppauge, New York
February 11, 2026

Nawrocki Smith LLP

SHIFT PROJECT, LTD.
STATEMENTS OF FINANCIAL POSITION
AS OF JUNE 30, 2025 AND 2024

ASSETS	2025	2024
CURRENT ASSETS:		
Cash and cash equivalents	\$ 3,684,759	\$ 3,552,872
Accounts receivable	355,033	540,734
Prepaid expenses	17,561	20,566
Total current assets	4,057,353	4,114,172
NONCURRENT ASSETS:		
Fixed assets, net	29,314	32,367
Security deposit	31,064	20,264
Total noncurrent assets	60,378	52,631
Total assets	\$ 4,117,731	\$ 4,166,803
LIABILITIES AND NET ASSETS		
CURRENT LIABILITIES:		
Accounts payable and accrued expenses	\$ 112,661	\$ 210,409
Deferred revenue	1,240,888	1,213,351
Total current liabilities	1,353,549	1,423,760
Total liabilities	1,353,549	1,423,760
NET ASSETS:		
Without donor restrictions:		
Designated for the John Ruggie Legacy Fund	111,699	101,199
Undesignated	2,652,483	2,641,844
Total net assets	2,764,182	2,743,043
Total liabilities and net assets	\$ 4,117,731	\$ 4,166,803

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

SHIFT PROJECT, LTD.
STATEMENTS OF ACTIVITIES AND CHANGES IN NET ASSETS
FOR THE YEARS ENDED JUNE 30, 2025 AND 2024

	<u>2025</u>	<u>2024</u>
REVENUES:		
Program income	\$ 1,936,867	\$ 1,966,851
Private grants	1,912,902	1,082,578
Government grants	114,556	124,814
Interest	98,256	68,155
In-kind contributions	102,863	15,721
Contributions	26,000	79,184
Miscellaneous	4,266	4,721
	<u>4,195,710</u>	<u>3,342,024</u>
Total revenues		
EXPENSES:		
Program services:		
Business Engagement	1,161,212	1,254,841
Financial Institutions	514,811	343,665
Scale through Education	133,527	-
Standards	1,559,306	1,047,366
	<u>3,368,856</u>	<u>2,645,872</u>
Total program services		
Supporting services:		
Administration	755,497	604,604
Fundraising	50,218	41,192
	<u>805,715</u>	<u>645,796</u>
Total supporting services		
Total expenses	<u>4,174,571</u>	<u>3,291,668</u>
Change in net assets	21,139	50,356
NET ASSETS, BEGINNING OF YEAR	<u>2,743,043</u>	<u>2,692,687</u>
NET ASSETS, END OF YEAR	<u>\$ 2,764,182</u>	<u>\$ 2,743,043</u>

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

SHIFT PROJECT, LTD.
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2025

	Program Services					Supporting Services		Totals
	Business Engagement	Financial Institutions	Scale through Education	Standards	Total Program Services	Administration	Fundraising	
Salaries and employee benefits	\$ 992,868	\$ 421,217	\$ 120,348	\$ 1,022,955	\$ 2,557,388	\$ 421,215	\$ 30,087	\$ 3,008,690
Professional fees	6,848	3,878	830	222,995	234,551	146,689	14,208	395,448
Contract services	59,749	26,727	3,093	193,754	283,323	45,561	-	328,884
Travel and accomodation	57,297	17,696	4,973	80,142	160,108	8,351	596	169,055
In-kind expenses	9,116	27,347	-	-	36,463	66,400	-	102,863
Office	21,977	9,323	2,664	22,643	56,607	9,323	666	66,596
Rent and utilities	10,050	4,264	1,218	10,355	25,887	31,521	3,502	60,910
John Ruggie fellowship	-	-	-	-	-	15,500	-	15,500
Depreciation	-	-	-	-	-	9,534	1,059	10,593
Interest, bank and credit card fees	3,307	1,403	401	3,407	8,518	1,403	100	10,021
Workshops and meetings	-	2,956	-	3,055	6,011	-	-	6,011
Total	<u>\$ 1,161,212</u>	<u>\$ 514,811</u>	<u>\$ 133,527</u>	<u>\$ 1,559,306</u>	<u>\$ 3,368,856</u>	<u>\$ 755,497</u>	<u>\$ 50,218</u>	<u>\$ 4,174,571</u>

The accompanying notes to financial statements
are an integral part of this statement.

SHIFT PROJECT, LTD.
STATEMENT OF FUNCTIONAL EXPENSES
FOR THE YEAR ENDED JUNE 30, 2024

	Program Services				Supporting Services		Totals
	Business Engagement	Financial Institutions	Standards	Total Program Services	Administration	Fundraising	
Salaries and employee benefits	\$ 1,042,270	\$ 297,792	\$ 769,295	\$ 2,109,357	\$ 347,425	\$ 24,816	\$ 2,481,598
Contract services	85,121	23,098	155,459	263,678	34,939	-	298,617
Travel and accomodation	69,200	10,818	66,668	146,686	4,725	337	151,748
Professional fees	-	-	-	-	115,128	10,550	125,678
Rent and utilities	14,437	4,125	10,656	29,218	35,575	3,953	68,746
Office	24,160	6,903	17,832	48,895	8,053	575	57,523
Workshops and meetings	16,402	-	25,056	41,458	-	-	41,458
John Ruggie fellowship	-	-	-	-	34,000	-	34,000
In-kind expenses	-	-	-	-	15,721	-	15,721
Depreciation	-	-	-	-	7,954	884	8,838
Interest, bank and credit card fees	3,251	929	2,400	6,580	1,084	77	7,741
Total	<u>\$ 1,254,841</u>	<u>\$ 343,665</u>	<u>\$ 1,047,366</u>	<u>\$ 2,645,872</u>	<u>\$ 604,604</u>	<u>\$ 41,192</u>	<u>\$ 3,291,668</u>

The accompanying notes to financial statements
are an integral part of this statement.

SHIFT PROJECT, LTD.
STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED JUNE 30, 2025 AND 2024

	<u>2025</u>	<u>2024</u>
CASH FLOWS FROM OPERATING ACTIVITIES:		
Change in net assets	\$ 21,139	\$ 50,356
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Depreciation	10,593	8,838
Decrease in accounts receivable	185,701	199,593
(Increase) decrease in prepaid expenses	3,005	(8,305)
Increase in security deposit	(10,800)	-
Increase (decrease) in accounts payable and accrued expenses	(97,748)	66,451
Increase in deferred revenue	<u>27,537</u>	<u>440,312</u>
Net cash provided by operating activities	<u>139,427</u>	<u>757,245</u>
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of fixed assets	<u>(7,540)</u>	<u>(18,728)</u>
Net cash used in investing activities	<u>(7,540)</u>	<u>(18,728)</u>
NET INCREASE IN CASH AND CASH EQUIVALENTS	131,887	738,517
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	<u>3,552,872</u>	<u>2,814,355</u>
CASH AND CASH EQUIVALENTS, END OF YEAR	<u><u>\$ 3,684,759</u></u>	<u><u>\$ 3,552,872</u></u>

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

**SHIFT PROJECT, LTD.
NOTES TO FINANCIAL STATEMENTS**

(1) Organization and purpose

Shift Project, Ltd. (the "Organization") was formed in 2011 as an independent non-profit center for business and human rights practice. The Organization helps governments, businesses and their stakeholders, put the *United Nations ("UN") Guiding Principles on Business and Human Rights* into practice; develops public guidance materials that help build the field globally; and presently works through four main program streams: business engagement, financial institutions, scale through education and standards.

(2) Summary of significant accounting policies:

The accompanying financial statements include the assets, liabilities, revenues and expenses of the Organization which are presented under the accrual basis of accounting. The following is a summary of significant accounting policies followed by the Organization:

Basis of accounting and financial statement presentation -

The accompanying financial statements include the accounts of the Organization's programs, administration and fundraising. The Organization presents its financial statements in accordance with U.S. generally accepted accounting principles ("GAAP") which require that the Organization's financial statements distinguish net assets and changes in net assets between those with and without donor restrictions. The Organization's net assets consist of the following:

Without donor restrictions - net assets of the Organization which have not been restricted by an outside donor or by law and are therefore available for use in carrying out the operations of the Organization.

As of June 30, 2025 and 2024, the Organization did not possess any net assets with donor restrictions.

Cash and cash equivalents -

All highly liquid investments purchased with an original maturity of three months or less from the date of purchase are considered to be cash equivalents for financial statement purposes.

Accounts receivable -

Accounts receivable primarily consist of amounts due from program income contracts and grants. All receivables are considered collectible as of June 30, 2025 and 2024.

SHIFT PROJECT, LTD.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Fixed assets -

Fixed assets are stated at cost or current fair value for donated items. The cost of fixed assets purchased in excess of \$1,000 is capitalized. Maintenance and repairs are expensed as incurred. Depreciation is provided using the straight-line method over the estimated useful lives of the assets (generally periods of five years).

Revenue recognition -

The Organization complies with and accounts for its revenues in accordance with FASB ASC 958, *Clarifying the Scope and the Accounting Guidance for Contributions Received and Contributions Made* and ASC 606, *Revenue from Contracts with Customers*.

The following are the significant revenue recognition accounting policies of the Organization:

Program income - Program income is reported at an amount that reflects the consideration to which the Organization expects to be entitled in exchange for providing services to governments, businesses and their stakeholders, to put the *UN Guiding Principles on Business and Human Rights* into practice. These amounts are due from third party payors, as applicable. Revenue is recognized as performance obligations are satisfied based on actual charges incurred in relation to total expected collections.

Grants and contributions - Grants are recognized as income when earned and contributions are recognized as income when received. Grants and contributions are considered to be available for unrestricted use unless specifically restricted by the donor. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, net assets with donor restrictions are reclassified to net assets without donor restrictions and reported in the Statements of Activities and Changes in Net Assets as net assets released from restriction. Contributions restricted by donors are reported as increases in net assets without donor restrictions if the restrictions expire in the reporting period in which the revenue is recognized. Conditional contributions are accounted for as a liability or are not recognized as revenue initially, until the barriers to entitlement are overcome, at which point a transaction is recognized as unconditional and classified as either net assets with donor restrictions, or net assets without donor restrictions.

Contributed services -

Contributed services of legal counsel have been recognized in the accompanying financial statements. The donated value of the services provided for the year ended June 30, 2025, and 2024, was \$102,863 and \$15,721.

SHIFT PROJECT, LTD.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Functional expenses -

Expenses are recognized when incurred. The Statements of Functional Expenses report certain categories of expenses that are attributable to one or more program or supporting functions of the Organization. Therefore, these expenses require allocation on a reasonable basis that is consistently applied. Direct program expenses are reported in their respective functional categories. The significant expenses that are allocated include salaries and employee benefits and contract services which are allocated on the basis of estimates of time and effort. All other expenses are allocated on a systematic and rational basis.

Liquidity considerations -

Financial assets available for general expenditure, that is, without donor or other restrictions limiting their use, within one year of the Statements of Financial Position date, comprise the following:

	<u>2025</u>	<u>2024</u>
Financial assets at year-end:		
Cash and cash equivalents	\$ 3,684,759	\$ 3,552,872
Accounts receivable	<u>355,033</u>	<u>540,734</u>
Total financial assets	<u>\$ 4,039,792</u>	<u>\$ 4,093,606</u>

The Organization manages its liquidity following three guiding principles: operating within a prudent range of financial soundness and stability, maintaining adequate liquid assets to fund near-term expenditures and operating needs and maintaining sufficient liquidity to provide reasonable assurance that long-term obligations will be discharged. The Organization monitors liquidity and cash flow on an ongoing basis to ensure an appropriate amount of cash and cash equivalents are available to meet current expenditure needs.

The Organization has a goal to maintain financial assets, which consist of cash and cash equivalents, on hand to meet 6 months of normal operating expenses, which are, on average, approximately \$1,832,000.

Income taxes -

The Organization qualifies as a tax-exempt nonprofit organization under Section 501(c)(3) of the United States Internal Revenue Code and applicable New York State tax laws. Accordingly, no provision for federal or state income tax is required.

SHIFT PROJECT, LTD.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

Uncertainty in income taxes -

The Organization does not believe there are any material uncertain tax positions and accordingly, it has not recognized any such liability. For the years ended June 30, 2025 and 2024, there were no interest or penalties recorded or included in the financial statements. Returns filed for tax years ended on or after June 30, 2022, are subject to examination by federal and state authorities.

The use of estimates in the preparation of financial statements -

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts of assets and liabilities at the date of the financial statements and the amounts of revenues and expenses during the period. Actual results may differ from those estimates.

(3) Fixed assets

As of June 30, 2025 and 2024, fixed assets are comprised of the following:

	<u>2025</u>	<u>2024</u>
Computers and equipment	\$ 91,011	\$ 83,471
Less: accumulated depreciation	<u>61,697</u>	<u>51,104</u>
	<u>\$ 29,314</u>	<u>\$ 32,367</u>

Depreciation expense for the years ended June 30, 2025 and 2024 was \$10,593 and \$8,838, respectively.

(4) Program income

Program income was distributed among the following program categories for the years ended June 30, 2025 and 2024:

	<u>2025</u>	<u>2024</u>
Business Engagement	\$ 1,355,729	\$ 1,515,919
Financial Institutions	446,077	332,689
Scale through Education	113,874	-
Standards	<u>21,187</u>	<u>118,243</u>
	<u>\$ 1,936,867</u>	<u>\$ 1,966,851</u>

(5) Government grants

Government grant revenue for the years ended June 30, 2025 and 2024 is comprised of the following:

	<u>2025</u>	<u>2024</u>
Netherlands Ministry of Foreign Affairs	<u>\$ 114,556</u>	<u>\$ 124,814</u>

SHIFT PROJECT, LTD.
NOTES TO FINANCIAL STATEMENTS (CONTINUED)

(6) Concentrations of credit risk

The Organization maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. As of June 30, 2025 and 2024, cash in excess of fully insured limits was \$3,251,985 and \$3,191,070, respectively. The Organization has not experienced any losses in such accounts, and believes it is not exposed to any significant credit risk on cash.

(7) Commitments and contingencies

Government grants -

The Organization receives a portion of its funding from various international government agencies. The funding is contingent on amounts being spent as stipulated in the grant agreements. Such grants are subject to audit by the governmental agencies and may result in disallowances and a request for return of funds. For the years ended June 30, 2025 and 2024, there has not been any cases of return of funds.

(8) Subsequent events

The Organization has evaluated subsequent events through February 11, 2026, which is the date these financial statements were available to be issued, noting no matters which require disclosure or recognition in the financial statements.