

FINANCIAL STATEMENTS

For the Year Ended December 31, 2019 and 2018 Attachment: Independent Auditor's report

FINANCIAL STATEMENTS

For the Year Ended December 31, 2019 and 2018

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INDEPENDENT AUDITOR'S REPORT ON FINANCIAL STATEMENTS

To The General Assembly, Board of Directors, Advisory Council and Fiscal Council Instituto de Políticas de Transporte e Desenvolvimento - ITDP Brasil Rio de Janeiro - Brasil

Dear Sirs.

Opinion

We have audited the financial statements of Instituto de Políticas de Transporte e Desenvolvimento - ITDP Brasil (the Entity), which comprise the balance sheet as at December 31, 2019, and the income statement, statement of changes in equity and cash flow statement for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements of the Entity are prepared, in all material respects, in accordance with accounting practices adopted in Brazil.

Basis for Opinion

We conducted our audit in accordance with Brazilian and international auditing standards. Our responsibilities under those standards are further described in the "Auditor's Responsibilities for the Audit of the Financial Statements" section of our report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in the Professional Code of Ethics of the Accountant, norms issued by the Federal Accounting Council, and we have fulfilled our other responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Other Information

Functional and Presentation Currency

Financial Statements are presented in Reais (R\$), which correspond to ITDP-Brasil's functional currency and have also been translated and converted into U.S. Dollar (US\$) producing reports on the presentation currency as supplementary information, as described in Note 2 letter a.



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Audit of the values for previous year

Figures for the year ended December 31, 2018, presented for comparison purposes, were audited by us and issued an Independent Auditors Report, and with unqualified opinion dated April 12, 2019, which did not contain modification.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation of the financial statements in accordance with accounting practices adopted in Brazil, 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 Company 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 auditing standards 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.

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.



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- 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.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

Rio de Janeiro, April 7, 2020.

ANDERSON TARGINO FRANCO

Engagement Partner CRC - RJ - 083382/O

MEDEIROS & ASSOCIADOS AUDITORES INDEPENDENTES LTDA.

CRC - RJ - 003664/O

Years Ended December, 31 2019 and 2018 **Balance Sheet** (in Reals)

Assets	Note	2019	2018	Liabilities	Note	2019	2018	
Current Assets Cash and Cash Equivalents Advances Prepaid Expenses	4 % %	727.166,25 24.776,48 3.977,27 755.920,00	389.742,10 4.759,18 3.706,73 398.208,01	Current Liabilities Suppliers Labor and Tax Liabilities Others Liabilities	9 01 11	94.694,39 228.390,54 8.475,01 331.559,94	100.686,17 194.501,47 7.878,00 303.065,64	
Non-Current Assets Fixed Assets Intangible Assets	F 00	7.422,08	6.557,55	Net Equity Accumulated Surplus or Deficit Other Comprehensive Income	12	431.782,14	101.699,92	
	- 1	7 63.342,08 727.166,25	404.765,56 389.742,10			763.342,08	404.765,56	

The explanatory notes are an integral part of financial statements

Income Statement for the Period Years Ended December, 31 2019 and 2018 (in Reals)

	Note	2019	2018
Revenue			
Donations	13	3.135.844,91	2.700.977,08
Services	14	134.622,47	609.593,23
Contracts	15	200.000,00	-
Financials	16	25.576,23	26.310,26
		3.496.043,61	3.336.880,57
Tributary Expense (Tax Expense)	17		(54.137,28)
Net Revenue		3.496.043,61	3.282.743,29
Expenses			
Staff, Financial charges and Benefits	18	(1.534.367,00)	(1.585.621,58)
Administrative	19	(1.615.357,81)	(1.601.165,02)
Depreciation	20	(9.974,67)	(15.419,50)
Financials	21	(13.873,98)	(15.107,34)
		(3.173.573,46)	(3.217.313,44)
Other Income / Expenses	22	0,19	(125,00)
Surplus or Deficit for the Period		322.470,34	65.304,85

The explanatory notes are an integral part of financial statements

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Statement of Changes in Net Equity Years Ended December, 31 2019 and 2018 (in Reals)

	Accumulated Surplus or Deficit	Other Comprehensive Income	Net Equity
Balance on December, 31 2017	37.342,17		37.342,17
Surplus or Deficit for the Period Prior Year Adjustments Conversion Adjustments	65.304,85 (947,10)	-	65.304,85 (947,10)
Balance on December, 31 2018	101.699,92	-	101.699,92
Surplus or Deficit for the Period Prior Year Adjustments Conversion Adjustments	322.470,34 7.611,88	-	322.470,34 7.611,88
Balance on December, 31 2019	431.782,14	AM.	431.782,14

The explanatory notes are an integral part of financial statements

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Cash Flow Statement Years Ended December, 31 2019 and 2018 (in Reals)

	2019	2018
Cash flows from investment activities		
Surplus or Deficit for the Period	322.470,34	65.304,85
Adjustments to reconcile income for year with cash flow from	322.470,34	05.504,05
Investment Activities		
Depreciation and amortization	9.974.67	15.419,50
Adjustments	7.611,88	(947,10)
Loss of fixed assets	7.011,00	()41,10)
Receipts of donated assets	_	
Adjustment made in depreciation of property, plant and equipment	(4.445,88)	
Effects of exchange rate changes at balance sheet and cash flow	(,00)	_
Decrease (increase) in Assets		
Accounts receivable	_	_
Advances	(20.017,30)	2.123,39
Tax Refund	(======================================	
Prepaid expenses	(270,54)	3.434,48
Long Term Assets	-	-
Other receivables		
Increase (decrease) in Liabilities		
Suppliers	(5.991,78)	28.379,77
Labor and Tax Liabilities	33.889,07	(138.398,72)
Provision for contingencies	_	-
Other liabilities	597,01	573,65
Net receipts from investment activities	343.817,47	(24.110,18)
Cash flows from investment activities		
(-) Acquisition of Fixed Assets	(6.393,32)	_
(-) Acquisition of intangible assets	-	
Net receipts used in investment activities	-	-
Increase (decrease) in Cash and Cash Equivalents	337.424,15	(24.110,18)
Cash and Cash Equivalents at beginning of year	389.742,10	413.852,28
Cash and Cash Equivalents at end of year	727.166,25	389.742,10
Increase (Decrease) in Cash and Cash Equivalents	337.424,15	(24.110,18)

The explanatory notes are an integral part of financial statements

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Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

1. Context of activities

The INSTITUTO DE POLÍTICAS DE TRANSPORTE E DESENVOLVIMENTO, hereinafter ITDP BRASIL, is a legal entity under private law, established as non-economic and non-profit association, of indetermined duration, with headquarters at 6 Almirante Barroso Avenue 5° floor, rooms 501-503 Center - RJ, CEP: 20050-002 - Rio de Janeiro, Brazil, governed by its bylaws, dated October 28, 2009, and amendment recorded at the County Records Office of Legal Entities under registration N° 201306131628031, Protocol on 08/13/2013.

The Institute's objectives are: I - Promote the development and use of environmentally sound, equitable and sustainable transportation, with educational and charitable purposes, helping to meet low-income population's mobility needs; II - Enhance public transport and its importance in building a more equitable and fair society; III - Encourage and support the implementation of projects that improve mobility through the democratic use of transport; IV - Create greater public awareness for sustainable and viable transport solutions; V - Promote ethics, peace, citizenship, human rights, democracy and other universal values; VI - Create, promote and develop programs, projects, events and research in the social, transportation, environment, and cultural areas. VII - Promote the defense, preservation end conservation of environment and sustainable development. VIII - Conduct research and develop actions in production of knowledge related to all its field of work, through any means or medias, including, with no limitation, publishing of books, booklets, magazines, handbooks, notebooks, brochures; audio-visual products such as CDs, DVDs, Software, and any other media that may be released. IX - Strengthen projects, and networks and partnerships at national and international levels in its field of work. X - Promote culture, through also the development of cultural projects supported by laws for the incentive of culture at federal, state and city levels.

The Institute is leally registered under numbers:

- CNPJ n° 11.603.147/0001-92
- Municipal Registration RJ n° 463.375-0

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Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

1. Context of activities (cont'd)

ITDP BRASIL has the following statutory bodies:

- General Assembly, comprised of all members in full possession of their rights;
- Board of Directors, currently comprised of 3 (three) members: one (1) President, one (1) Administrative and Financial Director and one (1) Director of Operations;
- · Advisory Council comprised of unlimited number of members; and
- Fiscal Council, comprised of up to 3 (three) members.

The entity has not made payments of remuneration, advances, representation allowances, or distribution of results to its elected Directors or advisers; nor its managers overlap functions.

2. Financial statements preparation and presentation Basis

Financial Statements have been prepared in accordance with accounting practices adopted in Brazil applicable to nonprofit entities, issued by Brazilian Accounting Standards and within our operating environment, with observance of compliance to international accounting standards.

a) Conversion

Financial Statements are presented in Reais (R\$), which correspond to the functional currency of "ITDP-Brasil" and have also been translated and converted to U.S. Dollars (U.S. \$), producing reports in presentation currency as supplementary information.

According to standards for NBC TG 02 (R3) - Effects of Changes in Foreign Exchange Rates and Conversion of Financial Statements, the preparation of income statements were translated into U.S. dollars at average monthly exchange rate, which is approximate to the exchange rate prevailing at the date of the corresponding transactions. Balance sheet has been converted to U.S. dollars at the exchange rates of the end of each year.

Currency conversions occurred by using the official exchange rate announced by the Receita Federal do Brasil, for drawing up the balance sheet.

The effects of exchange rate changes (exchange differences) resulting from these conversions are presented under "Other Comprehensive Income" in Social Equity. An walk

Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

3. Summary of significant accounting practices

a) Cash and cash equivalents

Cash and cash equivalents include cash, bank deposits and short-term investments of highly liquid which are readily convertible into a known amount of cash and are subject to an insignificant risk of changes in value.

b) Other assets and liabilities and current and non-current liabilities

Stated at realizable values (assets) and the known or estimated amounts including, when applicable, accrued charges and monetary variations (liabilities).

c) Fixed Assets and Intangible Assets

Fixed assets and intangible assets are recorded at cost or donation, deducted for depreciation / amortization calculated by straight-line method, at annual rates that take into account assets lifetime.

d) Revenue and Expenses

Revenues are generated through donations and investment income, which are recorded at the time of actual receipt. Expenses are recognized by the accrual basis.

4. Cash and Cash Equivalents	2019	2018
Cash	235,62	24,58
Banks	19.766,60	430,09
Financial Investments	707.164,03	389.287,43
	727.166.25	389.742.10

On Cash record refers to cash amount to meet immediate entity's financial needs.

On Bank record refers to sight deposits to meet immediate entity's financial needs.

Financial Investments represent amounts invested in the market, aiming profitability and liquidity to comply with entity's commitments. In LORA

Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

5. Advances	2019	2018
Advance Consórcio Conectar	19.392,94	_
Transportation Allowance	1.352,00	1.287,00
Meals Allowance	4.031,54	3.472,18
	24.776,48	4.759.18

In Advance Consórcio Conectar refers to funds contributed by ITDP in a contract signed with the Companhia Estadual de Engenharia de Transporte e Logística, which will be received in the next fiscal year.

Amounts in Transportation Allowance and Meals Allowance are related to payments made in advance, to be appropriated according to relevant year.

6. Prepaid Expenses	2019	2018
Insurance	3.977,27	3.706,73

Balance for insurance to be appropriate in the next year.

7. Fixed Assets			2019		2018
	Range of Assets Life	Cost	Accumulated Depreciation / Amortization	Net	Net
Furniture	5 years	10.170,78	(10.170,78)	_	-
Equipments	3 years	8.748,00	(7.192,04)	1.555,96	3.422,44
Computer Equipment	3 years	87.689,92	(81.823,80)	5.866,12	3.135,11
Appliances	3 years	4.528,00	(4.528,00)		-
Leasehold Improvements	2 years	48.857,31	(48.857,31)	-	-
		159.994,01	(152.571,93)	7.422,08	6.557,55

In 2019 there was the acquisition of 1 (one) Notebook Lenovo, Windows 10 Profesional and Office Home & Business 2019 in the amount of R\$ 6.393,32 and there was an adjustment in the depreciation of Computer Equipment in the amount of R\$ 4.445,88 due to the initial assets Ar are received by donation having been made in 5 years, now adjusted for 3 years.

Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

8. Intangible Assets			2019		2018
	Range of Assets Life	Cost	Accumulated Amortization	Net	Net
Software and Programs	3 years	3.142,79	(3.142,79)	-	-

The Software and Programs are fully amortized.

9. Suppliers	2019	2018
Carpenter & Genesca Consultoria	1.300,00	_
Betras Serviços Contábeis	5.535,00	5.291,00
Funtasytour Agência de Viagens	_	4.771,63
Ronaldo Porto da Silva	- ·	43,96
Pumamarca Editoração Ltda.	10.958,50	8.780,85
Edita Comunic. e Repres. Ltda.	30.439,54	29.268,79
Limpart Rio Serviços Gerais	722,12	695,95
Foco Treinamento Empresarial Eireli	15.871,50	15.261,06
Nutshell Estratégia Consultoria	_	7.200,00
Vega Soluções em Informática Eireli	1.085,93	1.085,93
High Connect	1.100,00	1.100,00
D Ponto Design	_	25.187,00
Carolina do Nascimento Carvalho	_	2.000,00
Leo Educação e Participações	27.615,00	-
UNICRED	66,80	
	94.694.39	100.686,17

Balance relating to obligations with suppliers to be settled in the next financial year.

10. Labor and Tax Liabilities	2019	2018	
INSS Payable	23.204,10	22.625,54	
FGTS Payable	8.792,84	6.780,90	
PIS Payable	1.463,45	1.216,40	
Salaries Payable	57.776,91	45.815,46	
Vacation Payable	83.069,57	66.951,55	
IRRF on Salary Payable	24.148,45	27.550,16	
INSS Vacation Provision	21.182,74	17.072,64	

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Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

10. Labor and Tax Liabilities (Cont.)	2019	2018
FGTS Vacation Provision	6.645,57	5.356,13
INSS Payable	94,17	90,76
IRRF on Corporate Payable	157,58	19,50
PIS / COFINS / CSLL Payable	568,08	137,17
IRRF on Rent Payable	885,16	885,26
ISS Payable	401,92	_
	228.390,54	194.501,47

Balances of labor and tax obligations are related to the provisions of December/19, to be paid off next financial year. The payroll in 2019 in addition to the 8 employees also presented 2 interns.

11. Other Liabilities	2019	2018	
Phone Payable	290,12	306,57	
Power Payable	328,44	459,90	
Rents Payable	5.898,14	5.838,60	
Credit Card Payable	1.958,31	1.272,93	
	8.475,01	7.878,00	

Balances are related to provision of December with service providers to be paid off in the next financial year.

12. Net Equity	2019	2018
Accumulated Surplus or Deficit		
Accumulated Surplus or Deficit	101.699,92	37.342,17
Prior Year Adjustments	7.611,88	(947,10)
Surplus or Deficit for the Period	322.470,34	65.304,85
	431.782,14	101.699,92
Other Comprehensive Income	-	_
	431.782,14	101.699,92

The Institute's Net Equity is made up of the Accumulated Surplus or Deficit, as well as the outcome of this current year.

Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

12. Net Equity (Cont.)

Other Comprehensive Income is considered the effects of changes in exchange rates resulting from conversions on patrimony (Asset and Liability) and income (revenue and expenditure).

13. Donations Revenue

Revenues occurred this year focused mostly (90%) in donations. Institute for Transportation and Development Policy (ITDP) transferred the amount of R\$ 1.493.844.91; Instituto Clima e Sociedade - ICS transferred the amount of R\$ 1.642.000.00.

14. Services Revenue

Service Revenues of R\$ 134.622,47 refer to Consultancies carried out by the Institute with the "State Transport and Logistics Engineering Company", linked to the "State Secretariat of Transport" through the "Consórcio Conectar"; with the purpose of "Elaboration of Basic Project for Urban Restructuring of Areas in the Surroundings of the Queimados Station, in the Passenger Branch of Japeri, of the Metropolitan Railway System in Rio de Janeiro".

15. Contracts

During this year, the Institute signed a sponsorship agreement with Itaú-Unibanco, which transferred the amount of R\$ 200.000,00 to conduct an online distance education course on sustainable urban mobility with a view to improving the various phases of design, planning, implementation and monitoring of public policies and mobility projects in Brazil,

16. Financials Revenue

The Financials Revenue of R\$ 25.576,23 constitute annual investment income.

The currency conversions used for drawing up this report were based on the official exchange rate announced by the Receita Federal do Brasil (the IRS of Brazil), and, however, does not + NOPPE represent the rate used by Itaú bank.

Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

17. Tributary Expenses

In this year in Tributary expenses there were no expenses with ITDCM (Imposto sobre Transmissão de Doação Causa Mortis) and ISS (Imposto sobre Serviços).

18. Staff, Financial Charges and Benefits Expenses

These are the expenses of employees hired by local laws with their respective amounts of staff with R\$ 1.022.790,71, of financial charges with R\$ 343.435,91 and of Benefits with R\$ 168.140,38.

19. Administrative Expenses

The Administrative Expenses of R\$ 1.615.357,81 have 64% legal entity expenses with R\$ 1.040.172,30 represents services of consultants and another's services.

The other administrative expenses were office rental, condominium, accounting, advocacy, travels, events and other expenses.

20. Depreciation Expenses

The depreciation expenses are the portions of fixed assets values calculated by annual rates that take into account assets lifetime.

21. Financials Expenses

The Financial Expenses are bank fees and taxes from financial income.

22. Other Income / Expenses

In other revenues and expenses is recorded rounding for the purpose of settling balances in labor and tax obligations.

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Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

23. Insurance

Name of Insurance Company	Description	Coverage	Insured Amount
	The building located at 6 Av.	Fire, explosion,	
Porto Seguro	Almirante Barroso, 6 Gr. 501 / 502	electrical damage and	500.000,00
	/ 503- Center - Rio de Janeiro The building located at Av.	other Rental agreement,	
Porto Seguro	Almirante Barroso, 6 Gr. 501 / 502 / 503 - Center- Rio de Janeiro	condominium expenses and taxes	212.870,70
Travelers Seguros	Civil Responsibility of Directors and Administrators	World Territoryl	500.000,00

For preventive measures, the entity adopts a policy of insurance coverage, as demonstrated above.

The Institute's headquarters are insured by Itaú insurance company through insurance policy no 118.91.40.475-8 with duration of 07/26/2019 up to 07/26/2020.

The Institute hired insurance guarantee by Porto Seguro through policy n° 0746.91.40.608-6 with duration of 10/08/2019 up to 10/08/2020.

The civil liability insurance from directors and managers are insured by Travelers Seguros through insurance policy no 100.10.00001642 with duration of 02/26/2019 up to 02/26/2020.

24. Lawsuits

There are no fiscal, labor, social security, commercial and legal lawsuits.

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Notes to Financial Statements Years Ended December, 31 2019 and 2018 (in Reals)

25. Performance Assessment	2019	2019	
Current Liquidity			
Current Assets	755.920,00	2.20	1.21
Current Liability	331.559,94	= 2,28	1,31
Net Equity Immobilization			
Fixed and Intangible Assets x 100	7.422,08 x 100	- 20/	(0/
Net Equity	431.782,14	= 2%	6%

The Institute's current liquidity situation holds safety margin for this index measures how much investment it has in Current Assets investments for every R\$ 1.00 in enforceability under current liabilities, i.e., for each owed R\$ 1.00 it holds R\$ 2,28.

The degree of Immobilization demonstrates that the Institute has invested in Fixed and Intangible Assets the equivalent to 2% of Net Equity in 2019.

26. Subsequent Events

In preparing these financial statements, ITDP has evaluated events and transactions for potential recognition or disclosure through, the date the financial statements were issued.

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Jan Car