Novak Djokovic Foundation (USA) and Affiliate

**Consolidated Financial Statements** 

December 31, 2018 and 2017

## Novak Djokovic Foundation (USA) and Affiliate

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## INDEPENDENT ACCOUNTANT'S REVIEW REPORT

To the Board of Directors of the Novak Djokovic Foundation (USA)

We have reviewed the accompanying consolidated financial statements of Novak Djokovic Foundation (USA) (a nonprofit organization) and affiliate, which comprise the consolidated statement of financial position as of December 31, 2018, and the related consolidated statement of activities, functional expenses, and cash flows for the year then ended, and the related notes to the financial statements. A review includes primarily applying analytical procedures to management's financial data and making inquiries of company management. A review is substantially less in scope than an audit, the objective of which is the expression of an opinion regarding the consolidated financial statements as a whole. Accordingly, we do not express such an opinion.

## Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes 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.

## Accountant's Responsibility

Our responsibility is to conduct the review engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. Those standards require us to perform procedures to obtain limited assurance as a basis for reporting whether we are aware of any material modifications that should be made to the consolidated financial statements for them to be in accordance with accounting principles generally accepted in the United States of America. We believe that the results of our procedures provide a reasonable basis for our conclusion.

### **Accountant's Conclusion**

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated financial statements in order for them to be in accordance with accounting principles generally accepted in the United States of America.

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## **Supplementary Information**

The 2018 supplemental information consisting of consolidating schedules of the statement of financial position, statement of activities and statement of functional expenses is presented for purposes of additional analysis and is not a required part of the basic consolidated financial statements. Such information is the responsibility of management and was derived from, and relates directly to, the underlying accounting and other records used to prepare the consolidated financial statements. The supplemental information has been subjected to the review procedures applied in our review of the basic consolidated financial statements. We are not aware of any material modifications that should be made to the supplemental information. We have not audited the supplemental information and do not express an opinion on such information.

## **Report on 2017 Financial Statements**

The 2017 consolidated financial statements were audited by us, and we expressed an unmodified opinion on them in our report dated October 24, 2018. We have not performed any auditing procedures on the consolidated financial statements since October 24, 2018.

Holmon Mullien CPA (CP

Hoffman Mulligan CPAs, LLP Certified Public Accountants

October 21, 2019 New York, NY

## NOVAK DJOKOVIC FOUNDATION (USA) AND AFFILIATE CONSOLIDATED STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2018 AND 2017

<u>ASSETS</u>	<u>2018</u>	<u>2017</u>			
Cash and cash equivalents	\$ 565,368	\$	2,280,217		
Contributions receivable	-		50,437		
Prepaid expenses	2,507		2,507		
Auction items inventory	20,000		20,000		
Investments at fair value	 2,027,743		2,137,840		
Total Current Assets	 2,615,618		4,491,001		
Total Assets	\$ 2,615,618	\$	4,491,001		
LIABILITIES AND NET ASSETS					
LIABILITIES					
Accrued Expenses	\$ 15,064	\$	33,606		
Total Current Liabilities	15,064		33,606		
NET ASSETS					
Unrestricted	 2,600,554		4,457,395		
Total Liabilities and Net Assets	\$ 2,615,618	\$	4,491,001		

## NOVAK DJOKOVIC FOUNDATION (USA) AND AFFILIATE CONSOLIDATED STATEMENTS OF ACTIVITIES FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
SUPPORT		
Contributions	\$ 305,685	\$ 411,205
Total	305,685	411,205
EXPENSES		
Program	1,644,676	2,000,222
Fundraising	171,762	155,575
General and administrative	213,555	246,140
TOTAL EXPENSES	2,029,992	2,401,937
OTHER INCOME (LOSS)		
Interest income	332	521
Unrealized gain on investments	22,984	111,607
Foreign currencies exchange gains (losses)	(155,850)	317,595
TOTAL OTHER INCOME (LOSS)	(132,534)	429,723
CHANGE IN NET ASSETS	(1,856,841)	(1,561,009)
NET ASSETS - Beginning of year	4,457,394	6,018,404
NET ASSETS - End of year	\$ 2,600,553	\$ 4,457,395

## NOVAK DJOKOVIC FOUNDATION (USA) AND AFFILIATE CONSOLIDATED STATEMENTS OF CASH FLOWS FOR THE YEARS ENDED DECEMBER 31, 2018 AND 2017

	<u>2018</u>	<u>2017</u>
Cash flows from operating activities		
Change in net assets	\$ (1,856,841)	\$ (1,561,009)
Adjustments to reconcile change in net assets to		
net cash provided by (used) in operating activities:		
Unrealized gain on investments	(22,984)	(111,607)
Changes in assets and liabilities:		
Contributions receivable	50,437	326,006
Prepaid expenses	-	(2,507)
Auction items inventory	-	-
Accrued expenses	(18,542)	(108,438)
Net cash used by operating activities	(1,847,930)	(1,457,555)
Cash flows from investing activities		
Proceeds on sales of investments	133,081	-
Cash paid for investments		(1,396,178)
Net cash provided (used) by investing activities	133,081	(1,396,178)
Net change in cash and cash equivalents	(1,714,849)	(2,853,733)
Cash and cash equivalents - beginning of year	2,280,217	5,133,950
Cash and cash equivalents - end of year	\$ 565,368	\$ 2,280,217

#### NOVAK DJOKOVIC FOUNDATION (USA) AND AFFILIATE CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2018

	PROGRAM	FUNDRAISING	GENERAL AND ADMINISTRATIVE	TOTALS
Contributions to NDF Serbia	1,497,048	-	-	1,497,048
Other Contributions	96,746	-	-	96,746
Insurance	-	-	823	823
Bank and credit card fees	-	-	4,858	4,858
Salaries and related	49,202	49,201	49,201	147,603
Miscellaneous	-	5,088	1,769	6,857
Professional fees	-	8,000	133,830	141,830
Public relations	-	91,696	-	91,696
Publication, postage and mailings	-	-	138	138
Subscriptions	-	-	9,612	9,612
Travel and related	1,680	5,355	1,679	8,714
Telephone	-	-	378	378
Computer and software	-	-	10,920	10,920
Website costs	-	12,422	347	12,769
Totals	\$ 1,644,676	\$ 171,762	\$ 213,555	\$ 2,029,992

#### NOVAK DJOKOVIC FOUNDATION (USA) AND AFFILIATE CONSOLIDATED STATEMENT OF FUNCTIONAL EXPENSES FOR THE YEAR ENDED DECEMBER 31, 2017

	PROGRAM	FUNDRAISING	GENERAL AND ADMINISTRATIVE	TOTALS
Contributions to NDF Serbia	1,943,499	-	-	1,943,499
Other Contributions	-	-	-	-
Insurance	-	-	247	247
Bank and credit card fees	-	-	861	861
Salaries and related	51,575	51,575	51,575	154,725
Miscellaneous	-	-	4,877	4,877
Professional fees	-	-	166,157	166,157
Public relations	-	81,405	-	81,405
Publication, postage and mailings	-	-	95	95
Subscriptions	-	-	186	186
Travel and related	5,148	5,148	5,148	15,444
Telephone	-	-	176	176
Computer and software	-	-	16,436	16,436
Website costs	-	17,447	382	17,829
Totals	\$ 2,000,222	\$ 155,575	\$ 246,140	\$ 2,401,937

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

### **Organization**

The Novak Djokovic Foundation (USA) and affiliate (The "Foundation") was incorporated in Delaware on December 21, 2011 to award grants to fund organizations and projects in Serbia and the rest of the world that promote early childhood education and the development of young children who are from disadvantaged backgrounds. The intention is that by investing in these children and helping them to reach their full potential they will be able to bring positive changes to their communities in the future.

The Foundation is exempt from federal and state income taxes under Internal Revenue Code Section 501(c) (3) and New York State Not-for-Profit Corporation Law Section 402.

## Summary of Significant Accounting Policies

**Basis of accounting** - The Foundation prepares its consolidated financial statements on the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America as applicable to not-for-profit entities.

**Financial statement presentation** – In accordance with Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) Topic 958-205-05 *Presentation of financial Statements*, the Foundation is required to report that the amounts for each of the three classes of net assets, permanently restricted, temporarily restricted and unrestricted, be displayed in a statement of financial position and the amounts of change in each of those classes of net assets be displayed in a statement of activities. These reporting standards require the classifications of net assets and changes therein in one of three classes of net assets as follows:

*Unrestricted Net Assets* - Net assets that are neither permanently restricted nor temporarily restricted by donor-imposed stipulations or by New York Prudent Management of Institutional Funds Act ("NYPMIFA").

*Temporarily restricted net assets* – Net Assets used for grants and financial assistance that is subject to donor-imposed restrictions that will be met either by actions of the Foundation or passage of time. In addition, earnings on certain donor-restricted endowment funds are classified as temporary restricted, pursuant to NYPMIFA until appropriated for spending by the Board of Directors.

*Permanently restricted net assets* – Net Assets resulting from contributions and other inflows of assets whose use by the Foundation is limited by donor - imposed stipulations that neither expire by passage of time nor can be fulfilled or otherwise removed by actions of the Foundation.

### **Organization and Summary of Significant Accounting Policies**, (continued)

*Principles of Consolidation* - The accompanying consolidated financial statements include the accounts of Novak Djokovic Foundation (USA) and its wholly owned affiliate. All significant intercompany balances and transactions have been eliminated in consolidation. The following entities are included in the consolidated financial statements:

Novak Djokovic Foundation (USA) was incorporated in Delaware on December 21, 2011. This is the USA operating foundation that receives contributions mainly from US entities and/or tax payers but also receives donations from foreign entities and/or tax payers.

Novak Djokovic Foundation (UK) Limited is registered as a members' limited liability company and was incorporated on March 7, 2012. This is the UK operating foundation that receives contributions mainly from UK entities and/or tax payers but also receives donations from foreign entities and/or tax payers. This entity is 100% owned by the Novak Djokovic Foundation (USA).

*Use of Estimates* - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates.

*Foreign Currencies* – Assets and liabilities recorded in foreign currencies are translated at the exchange rate on the balance sheet date. Revenue and expenses are translated at average rates of exchange prevailing during the year. Translation adjustments resulting from this process are recorded in Other Income (Expense) on the Statements of Activities.

*Cash and Cash Equivalents* – Cash and cash equivalents include all monies in banks and highly liquid investments with maturity dates of less than three months.

*Contributions Receivable* which include income tax recoverable in relation to donations received under Gift Aid are unconditional promises to give and are recorded as receivables and revenues and are recognized when the promises are made at their net present value. The Foundation determines whether an allowance for doubtful accounts should be provided for pledges receivable. Such estimates are based on management's assessment of the aged basis of its contributions and other sources, current economic conditions, subsequent collections, and historical information. Receivables are written off against the allowance for doubtful accounts when all reasonable efforts have been exhausted.

### **Organization and Summary of Significant Accounting Policies**, (continued)

*Valuation of Portfolio Investments* - US GAAP establishes a hierarchy that prioritizes inputs to valuation methods which the Foundation utilizes for its investments. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability (i.e., the "exit price") in an orderly transaction between market participants at the measurement date. The three levels of inputs are:

- Level 1 Unadjusted quoted prices in active markets for identical assets or liabilities that the Foundation has the ability to access.
- Level 2 Observable inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly. These inputs may include quoted prices for the identical instrument on an inactive market, prices for similar instruments, interest rates, prepayment speeds, credit risk, yield curves, default rates and similar data.
- Level 3 Unobservable inputs for the asset or liability, to the extent relevant observable inputs are not available, representing the Foundation's own assumptions about the assumptions a market participant would use in valuing the asset or liability, and would be based on the best information available.

The availability of observable inputs can vary from security to security and is affected by a wide variety of factors, including, for example, the type of security, whether the security is new and not yet established in the marketplace, the liquidity of markets, and other characteristics particular to the security. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised in determining fair value is greatest for instruments categorized in Level 3.

The Foundation's investments are traded in quoted public markets, primarily the London Stock Exchange. The year end valuation is prepared on the basis of mid-market prices from the appropriate stock exchange, the bid price from the relevant fund manager or the last traded price where applicable.

*Auction Items Inventory* – Inventories are stated at the lower of cost or market. Cost is principally determined using the first-in, first out (FIFO) method.

### **Organization and Summary of Significant Accounting Policies**, (continued)

*Financial statement classifications* - Contributions and grants, including unconditional promises to give, are reported as increases in unrestricted net assets unless use of the related assets has donor-imposed restrictions. Expenses are reported as decreases in unrestricted net assets. Gains and losses on investments are reported as increases or decreases in unrestricted net assets unless their use is restricted by explicit donor stipulation or by law. Expirations of temporary restrictions on net assets are reported as net assets released from restrictions in the statement of activities.

*Functional Allocation of Expenses* – The cost of providing the various programs and supporting services has been summarized on a functional basis in the accompanying statement of activities. Accordingly, certain costs have been allocated among the programs and services in reasonable ratios determined by management.

*Concentration of credit risk* – The Foundation maintains its cash and cash equivalents at major financial institutions, which at times may exceed federally insured limits. The Foundation has not experienced any losses on such accounts.

*Income taxes* – The Foundation follows FASB ASC Topic 740, *Income Taxes*, and evaluates its income tax positions each year. The Foundation is exempt from federal income taxes under Section 501(c)(3) of Internal Revenue Code and believes it has no uncertain tax positions for open tax years. Accordingly, no provision for income taxes has been made in the financial statements. In addition, the Foundation has been determined by the Internal Revenue Service not to be a "private foundation" within the meaning of Section 509(a) of the Internal Revenue code. There was no unrelated business income for 2018 or 2017.

The Foundation files a Form 990 informational return with the Internal Revenue Service as well as the State of New York. The years ending December 31, 2017, 2016 and 2015 remain subject to examination by applicable taxing authority.

*Pensions* – The Foundation contributes to personal pension plans for its employee. During the year ending December 31, 2018 and 2017, the Foundation contributed \$6,368 and \$6,747 to such plan, respectively.

*Contribution expense* – Contributions are recorded when the offer is made.

### **Organization and Summary of Significant Accounting Policies**, (continued)

*Subsequent events* – In preparing these financial statements, the Foundation has evaluated events and transactions for potential recognition or disclosure through October 21, 2019, the date the financial statements were issued. There were no significant subsequent events or transactions which required recognition and disclosure in the financial statements.

### NOTE 2 – Investments at Fair Value

The table below sets forth information about the level within the fair values hierarchy at which the Foundation's investments are measured at December 31, 2018 and 2017 as well as the breakdown of investment income for the year ended December 31, 2018 and 2017:

		Level 1	Level 2	-	Level 3	_	Total
As of December 31, 2018:							
Equities	\$	1,075,084	\$ -	\$	-	\$	1,075,084
Fixed income securities		-	854,809		-		854,809
Cash held within the investment portfolio	-	97,850	 -		-		97,850
Total securities owned, at fair value	\$	1,172,934	\$ 854,809	\$	-	\$	2,027,743
As of December 31, 2017:							
Equities	\$	1,193,693	\$ -	\$	-	\$	1,193,693
Fixed income securities		-	913,437		-		913,437
Cash held within the investment portfolio	-	30,710	 -	· -	-		30,710
Total securities owned, at fair value	\$	1,224,403	\$ 913,437	\$	-	\$	2,137,840

Investment income for the year ended December 31, 2017 and 2016 consists of the following:

	<u>2018</u>			2017
Interest and dividend income Unrealized and realized gains	\$	332 22,984	\$	521 111,607
	\$	23,316	\$	112,128

## NOTE 3 - Related Party Transactions

The Foundation made contributions to the Novak Djokovic Foundation (Serbia) of \$1,497,048 and \$1,943,499 during the years ended December 31, 2018 and 2017, respectively.

The founder of the Foundation made contributions during the year ended December 31 2017 \$250,000. Certain contributions have been designated by the Board of Directors as a separate Novak Djokovic donation fund to meet future core and administration costs. It is intended that the balance of these designated funds will be put towards direct charitable activities and future fundraising expenditure. Investment income earned on any amounts invested are included as part of the Novak Djokovic donation fund. As of December 31, 2018 and 2017, the balance of the Novak Djokovic donation fund was \$1,889,122 and \$3,921,054, respectively.

## **NOTE 4** - <u>Concentrations</u>

During the year ended December 31, 2018 and 2017 the Foundation received contributions from individual donors which represented 16% and 61% of total support, respectively.

#### NOVAK DJOKOVIC FOUNDATION (USA) AND AFFILIATE SUPPLEMENTARY INFORMATION CONSOLIDATING SCHEDULE: STATEMENTS OF FINANCIAL POSITION DECEMBER 31, 2018

	Novak Djokovic Foundation (USA)		Novak Djokovic Foundation (UK) Limited	Eli	Eliminations		Novak Djokovic oundation onsolidated
ASSETS							
Cash and cash equivalents Contribution receivable Prepaid expenses Auction items inventory Due from Novak Djokovic Foundation (USA)	\$	345,070 - 2,507 20,000 -	\$ 220,298 - - - 18,806	\$		\$	565,368 - 2,507 20,000 -
Total Current Assets		367,577	239,104		(18,806)		587,875
Investments at fair value Investment in Novak Djokovic Foundation (UK) Limited	164		2,027,743		(164)		2,027,743
Total Assets	\$	367,741	\$ 2,266,847	\$	(18,970)	\$	2,615,618
LIABILITIES AND NET ASSETS							
LIABILITIES Accrued Expenses Due to Novak Djokovic Foundation (UK) Limited	\$	18,806	\$ 15,064	\$	(18,806)	\$	15,064 -
Total Current Liabilities		18,806	15,064		(18,806)		15,064
NET ASSETS Share capital in Novak Djokovic Foundation (UK) Limited Unrestricted Funds Total Net Assets		- 348,935 348,935	164 2,251,619 2,251,783		(164) - (164)		- 2,600,554 2,600,554
Total Liabilities and Net Assets	\$	367,741	\$ 2,266,847	\$	(18,970)		2,615,618

### NOVAK DJOKOVIC FOUNDATION (USA) AND AFFILIATE SUPPLEMENTARY INFORMATION CONSOLIDATING SCHEDULE: STATEMENTS OF ACTIVITIES FOR THE YEAR ENDED DECEMBER 31, 2018

	F	Novak Djokovic oundation (USA)	vic Djokovic tion Foundation		Elir	ninations	F	Novak Djokovic oundation onsolidated
SUPPORT Contributions Events	\$	302,372	\$	3,313	\$	- -	\$	305,685 -
TOTAL SUPPORT		302,372		3,313		-		305,685
EXPENSES								
Program		12,781		1,644,675		(12,780)		1,644,676
Fundraising		33,163		151,379		(12,780)		171,762
General and administrative		79,784		146,551		(12,780)		213,555
TOTAL EXPENSES		125,727		1,942,605		(38,341)		2,029,991
OTHER INCOME (EXPENSE)								
Interest income		-		332		-		332
Management fee				38,341		(38,341)		-
Unrealized gain on investments		-		22,984		-		22,984
Foreign currencies exchange gains (losses)		13,267		(169,117)		-		(155,850)
TOTAL OTHER INCOME		13,267		(107,460)		(38,341)		(132,534)
INCREASE (DECREASE) IN NET ASSETS		189,912		(2,046,752)		-	(	(1,856,840)
NET ASSETS - Beginning of year		159,023		4,298,371		-		4,457,394
NET ASSETS - End of year		348,935	\$	2,251,619	\$	-	\$	2,600,554
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#### NOVAK DJOKOVIC FOUNDATION (USA) AND AFFILIATE SUPPLEMENTARY INFORMATION CONSOLIDATING SCHEDULE: STATEMENTS OF FUNCTIONAL EXPENSES DECEMBER 31, 2018

		RAM Novak Djokovic Foundation UK) Limited		GENERAL AND   FUNDRAISING ADMINISTRATIVE   Novak Novak Novak   Djokovic Djokovic Djokovic   Foundation Foundation Foundation   (USA) (UK) Limited (USA)					TOTAL EXF Novak Djokovic Foundation UK) Limited El		Novak Djokovic Foundation Consolidated		
Contributions to NDF UK	\$- \$	6 - S	\$-	\$-\$	- \$	-	\$ - \$	- \$	-	\$-\$	\$ - \$	-	\$-
Contributions to NDF ONLUS (Italy)	-	-	-	-	-	-	-		-	-	-	-	-
Contributions to NDF Serbia	-	1,497,048	1,497,048	-	-	-	-	-	-	-	1,497,048	-	1,497,048
Other Contributions	-	96,746	96,746	-	-	-	-	-	-	-	96,746	-	96,746
Insurance	-	-	-	-	-	-	-	823	823	-	823	-	823
Bank and credit card fees	-	-	-	-		-	4,490	368	4,858	4,490	368	-	4,858
Salaries and related	12,781	49,201	61,982	12,780	49,201	61,981	12,780	49,201	61,981	38,341	147,603	(38,341)	147,603
Miscellaneous	-	-	-	5,088	-	5,088	1,707	62	1,769	6,795	62	-	6,857
Professional fees	-	-	-	8,000	-	8,000	60,807	73,023	133,830	68,807	73,023	-	141,830
Public Relations	-	-	-	-	91,696	91,696	-	-	-	-	91,696	-	91,696
Publication, postage and mailings	-	-	-	-	-	-	-	138	138	-	138	-	138
Subscriptions	-	-	-	-	-	-	-	9,612	9,612	-	9,612	-	9,612
Travel and related		1,680	1,680	3,676	1,679	5,355	-	1,679	1,679	3,676	5,038	-	8,714
Telephone	-	-	-	-	-	-	-	378	378	-	378	-	378
Computer and Software	-	-		-			-	10,920	10,920	-	10,920	-	10,920
Website costs	-	-	-	3,619	8,803	12,422	-	347	347	3,619	9,150	-	12,769
Totals	\$ 12,781 \$	5 1,644,675	\$ 1,657,456	\$ 33,163 \$	151,379 \$	184,542	\$ 79,784 \$	146,551 \$	226,335	\$ 125,728	\$ 1,942,605 \$	(38,341)	\$ 2,029,992