



Consolidated Financial Statements

For the Year Ended December 31, 2025

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Independent Auditor's Report

**To the Board of Directors
The Max Foundation
Seattle, Washington**

Opinion

We have audited the consolidated financial statements of The Max Foundation and subsidiaries (collectively, the Organization), which comprise the consolidated statement of financial position as of December 31, 2025, and the related consolidated statements of activities, functional expenses and cash flows for the year then ended, and the related notes to the consolidated financial statements.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the financial position of the Organization as of December 31, 2025, and the changes in its net assets and its cash flows for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audit in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Organization and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Report on Summarized Comparative Information

We have previously audited the Organization's December 31, 2024 financial statements, and we expressed an unmodified audit opinion on those audited financial statements in our report dated May 28, 2025. In our opinion, the summarized comparative information presented herein as of and for the year ended December 31, 2024 is consistent, in all material respects, with the audited financial statements from which it has been derived.

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.



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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 for one year after the date that the 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 financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

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

Supplementary Information

Our audit was conducted for the purpose of forming an opinion on the consolidated financial statements as a whole. The statistical information in Note 1 and Note 4 and the consolidating statement of financial position and consolidating statement of activities on pages 18 through 19, are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of management and, except for that portion marked "unaudited," was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information, except for that portion marked "unaudited," has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, except for that portion marked "unaudited," on which we express no opinion nor any assurance, the information is fairly stated in all material respects in relation to the financial statements as a whole.

Clark Nuber PS

Certified Public Accountants
June 1, 2026

THE MAX FOUNDATION AND SUBSIDIARIES

Consolidated Statement of Financial Position December 31, 2025 (With Comparative Totals for 2024)

	<u>2025</u>	<u>2024</u>
Assets		
Current Assets:		
Cash and cash equivalents	\$ 4,191,955	\$ 4,207,950
Grants receivable, current portion	10,466,220	2,389,423
Pledges receivable		8,600
Prepaid expenses and other assets	213,580	175,161
Accrued shipping costs receivable	68,500	312,294
Pharmaceuticals inventory	<u>155,313,890</u>	<u>69,743,485</u>
Total Current Assets	170,254,145	76,836,913
Long-term portion of grants receivable, net	33,658,105	
Deposits	7,120	7,120
Right-of-use lease assets	89,700	14,345
Property and equipment, net	<u>71,246</u>	<u>89,832</u>
Total Assets	<u>\$204,080,316</u>	<u>\$ 76,948,210</u>
Liabilities and Net Assets		
Current Liabilities:		
Accounts payable	\$ 541,767	\$ 504,766
Accrued expenses and other current liabilities	226,657	179,125
Deferred grant revenue	40,000	40,300
Lease liabilities, current portion	<u>48,883</u>	<u>5,298</u>
Total Current Liabilities	857,307	729,489
Long-term portion of lease liabilities	<u>43,093</u>	<u>9,048</u>
Total Liabilities	900,400	738,537
Net Assets:		
Without donor restriction	2,506,863	2,961,240
With donor restriction	<u>200,673,053</u>	<u>73,248,433</u>
Total Net Assets	<u>203,179,916</u>	<u>76,209,673</u>
Total Liabilities and Net Assets	<u>\$204,080,316</u>	<u>\$ 76,948,210</u>

See accompanying notes.

THE MAX FOUNDATION AND SUBSIDIARIES

Consolidated Statement of Activities For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

	Without Donor Restriction	With Donor Restriction	2025 Total	2024 Total
Support and Revenue:				
In-kind pharmaceutical contributions	\$ -	\$ 481,565,327	\$ 481,565,327	\$ 297,848,824
Contributions, grants, and sponsorships including in-kind of \$1,000 (\$9,294 - 2024)	9,655,295	45,174,567	54,829,862	11,982,572
Diagnostics program revenue including in-kind of \$411,050 (\$217,810 - 2024)	449,215		449,215	252,881
Other income	64,733		64,733	68,389
Net assets released from restrictions	399,315,274	(399,315,274)		
Total Support and Revenue	409,484,517	127,424,620	536,909,137	310,152,666
Expenses:				
Program services-				
Program expenses	9,736,026		9,736,026	9,402,220
In-kind program expenses	396,405,972		396,405,972	358,850,694
Total program services	406,141,998		406,141,998	368,252,914
Supporting services-				
Management and general	2,789,418		2,789,418	2,484,550
Fundraising	1,007,478		1,007,478	886,668
Total supporting services	3,796,896		3,796,896	3,371,218
Total Expenses	409,938,894		409,938,894	371,624,132
Net Operating Activities	(454,377)	127,424,620	126,970,243	(61,471,466)
Nonoperating Activities:				
Loss on disposal of assets				(13,427)
Total Nonoperating Activities				(13,427)
Total Change in Net Assets	(454,377)	127,424,620	126,970,243	(61,484,893)
Net assets, beginning of year	2,961,240	73,248,433	76,209,673	137,694,566
Net Assets, End of Year	\$ 2,506,863	\$200,673,053	\$203,179,916	\$ 76,209,673

See accompanying notes.

THE MAX FOUNDATION AND SUBSIDIARIES

Consolidated Statement of Functional Expenses For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

	Program Services	Management and General	Fundraising	2025 Total	2024 Total
In-kind grant expense - pharmaceutical, diagnostic kit distribution and other	\$ 396,405,972	\$ 1,000	\$ -	\$ 396,406,972	\$ 358,851,528
Salaries, benefits, and taxes	2,583,475	1,650,680	856,436	5,090,591	4,544,614
Distribution and shipping fees	4,236,135			4,236,135	4,677,795
Global contractors	1,582,906	42,011		1,624,917	1,505,344
Occupancy, office, and information technology	202,327	469,080	116,087	787,494	601,719
Travel and related expenses	506,064	168,202	22,517	696,783	581,439
Professional fees	249,006	347,503	9,000	605,509	350,806
Grants to patients, partners, and other institutions	366,482			366,482	417,324
Depreciation, insurance, and other	9,631	110,942	3,438	124,011	93,563
Total Expenses	<u>\$406,141,998</u>	<u>\$ 2,789,418</u>	<u>\$ 1,007,478</u>	<u>\$409,938,894</u>	<u>\$371,624,132</u>

See accompanying notes.

THE MAX FOUNDATION AND SUBSIDIARIES

Consolidated Statement of Cash Flows For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

	<u>2025</u>	<u>2024</u>
Cash Flows From Operating Activities:		
Change in net assets	\$ 126,970,243	\$ (61,484,893)
Adjustments to reconcile change in net assets to net cash (used in) provided by operating activities-		
Noncash activity:		
Depreciation	18,586	12,891
In-kind pharmaceutical revenue	(481,565,327)	(297,848,824)
In-kind pharmaceutical expense	395,994,922	358,632,883
Loss on disposal of assets		13,427
Changes in assets and liabilities:		
Grants and pledges receivable	(41,726,302)	686,854
Prepaid expenses and other assets	(38,419)	(61,720)
Accrued shipping costs receivable	243,794	(11,802)
Deposits		(138)
Accounts payable	37,001	358,057
Accrued expenses and other current liabilities	47,532	47,604
Deferred grant revenue	(300)	38,250
Right-of-use assets, net of lease liabilities	2,275	(3,364)
Net Cash (Used in) Provided by Operating Activities	(15,995)	379,225
Cash Flows From Investing Activities:		
Purchases of equipment		(92,930)
Net Cash Used in Investing Activities		(92,930)
Net Change in Cash and Cash Equivalents	(15,995)	286,295
Cash and cash equivalents balance, beginning of year	4,207,950	3,921,655
Cash and Cash Equivalents Balance, End of Year	\$ 4,191,955	\$ 4,207,950
Supplementary Disclosure of Cash Flow Information:		
Right-of-use assets obtained in exchange for operating lease liabilities	\$ 118,215	\$ -

See accompanying notes.

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 1 - Nature of Operations

Nature of Operations - The Max Foundation was incorporated in 1997 as a nonprofit corporation in the State of Washington. The organization was established to deliver services to disadvantaged populations of patients with cancer, and their families. The Max Foundation's mission is to accelerate health equity. The organization fulfills its mission by delivering medication, technology and services to patients facing cancer and other critical illnesses, with focus on those who no one else is helping. The Max Foundation has its global headquarters in Seattle, Washington.

MaxAid is a Type I supporting organization as described under Internal Revenue Code (IRC) 509(a)(3). MaxAid aims to support the efforts of The Max Foundation and increase its impact. MaxAid was incorporated in the State of Washington and granted Type I supporting organization status by the Internal Revenue Service in December 2016.

Programs and services in India are delivered through a liaison office located in Mumbai, India. The Max India Liaison office also functions as the South Asia Regional office, coordinating activities in South Asia. In Malaysia, programs and services are delivered through a local subsidiary, MaxStation Malaysia based in Kuala Lumpur. MaxStation Malaysia also functions as the Asia Pacific, Central Asia, and Eastern Europe Regional office, coordinating activities in the region. The Max Foundation coordinates its activities in the Africa and Middle East regions through a South Africa-based entity, The Max Foundation South Africa Trust (the Trust). The Trust operates from Pretoria, South Africa. Programs and services in Thailand are delivered through The Max Foundation Thailand based in Bangkok. In twenty-five countries, including eight countries in Latin America, four countries in Asia, three in Central Asia and Eastern Europe and eleven countries in Africa, The Max Foundation sponsors Max country representatives through contracts with local professionals.

The Max Foundation partners with cancer hospitals in low and middle-income countries, receives referrals from an approved network of leading physicians on behalf of individual patients, and sources and delivers the specific treatment each patient needs, at no cost to the patients. The organization's first priority is to secure and deliver the medication for each patient to the hospital where they are treated. However, there are other factors that often prevent patients from being able to access these medicines such as availability of diagnostic tests, or socio-economic factors including stigma, affordability of transportation, and understanding how to navigate the healthcare system. The Max Foundation provides one-on-one patient support and other individualized services to help overcome these barriers.

During the years ended December 31, 2025 and 2024, the organization provided aid to fulfill new and on-going treatment and services to 38,287 and 37,248 patients in 78 and 79 countries, respectively (unaudited).

Principles of Consolidation - The consolidated financial statements include the accounts of The Max Foundation (which include the Max India Liaison office, The Max Foundation Thailand, its subsidiary in Malaysia, and the South Africa Trust) and MaxAid (collectively, the Organization).

Note 2 - Significant Accounting Policies

Basis of Presentation - The consolidated financial statements of the Organization have been prepared on the accrual basis of accounting under accounting principles generally accepted in the United States of America (U.S. GAAP). All inter-entity transactions have been eliminated in consolidation. All amounts relating to the foreign subsidiaries have been converted to United States dollars for the accompanying financial presentation.

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 2 - Continued

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

Net Assets Without Donor Restriction - Net assets that are not subject to restrictions.

Net Assets With Donor Restriction - Net assets subject to externally-imposed restrictions that will be met either by action of the Organization or the passage of time, or net assets subject to externally-imposed restrictions that stipulate the resources be maintained in perpetuity. There were no net assets subject to donor restriction to be maintained in perpetuity at December 31, 2025 and 2024.

Support and revenues are reported as increases in net assets without donor restriction unless use of the related assets is limited by donor-imposed restrictions. Expenses are reported as decreases in net assets without donor restriction. Gains and losses on investments and other assets or liabilities are reported as increases or decreases in net assets without donor restriction unless their use is restricted by explicit donor stipulation. Expirations of time or purpose restrictions on net assets (i.e., the donor stipulated purpose has been fulfilled or the stipulated time period has elapsed) are reported as reclassifications between the applicable classes of net assets. It is the Organization's policy to recognize restricted contributions in the net assets without donor restriction class if the restrictions have been met in the same year the contributions were recognized, except for donated pharmaceuticals, which are reported as contributions with donor restrictions and are shown as releases from restriction upon use.

Cash and Cash Equivalents - For purposes of the consolidated statement of cash flows, the Organization considers all highly liquid instruments purchased with a maturity of three months or less to be cash equivalents. The Organization closely monitors its cash and cash equivalents. Therefore, management believes the Organization is not exposed to any significant credit risk on cash and equivalents.

Inventory - The Organization recognizes in-kind contributions (GIK) consisting of pharmaceuticals, medical devices and related products (Note 3). These goods are recorded as inventory and revenue at fair value at the time received and as a reduction to inventory and program expense when the goods are distributed. Pharmaceutical inventory is released using a specific identification method based on expiration date and is reviewed at least annually for impairment. An allowance for potential impairment is recorded as a contra asset to inventory and a reduction of donated revenue, in order to reflect the value of donated revenue that is ultimately used in the Organization's Max Access Solutions program. Pharmaceutical inventory is disposed and written off as obsolete when it is determined the pharmaceutical cannot be imported into a specific country of destination with shelf-life sufficient to comply with local importation regulations and the Organization's own guidelines. Disposals of pharmaceutical inventory are recorded as reduction of inventory and inventory allowance.

Property and Equipment - Property and equipment consists of tenant improvements, computers, software, and office equipment and furniture which are stated at cost on the date purchased or at fair value on the date contributed. The Organization capitalizes assets with a cost greater than \$3,000 and an estimated useful life of one or more years. The costs of repairs and maintenance are expensed as incurred. Depreciation is computed utilizing the straight-line method using the estimated useful lives noted below.

Computers, software, office equipment, and furniture
Tenant improvements

5 years
The length of the lease term

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 2 - Continued

Revenue Recognition - Unconditional contributions, grants, and sponsorships are recognized in the period received. Conditional promises to give are recognized as revenue when the conditions on which they depend are met. At December 31, 2024, conditional grants approximated \$8,279,000, of which no amounts have been received in advance, and have not been recognized as revenue in the accompanying financial statements. There were no conditional grants at December 31, 2025.

Diagnostics program revenue is recognized when the medical kits are ordered. U.S. GAAP requires revenue to be recognized at the time of delivery, however as medical kits are ordered and delivered in the same year, management has determined the difference in accounting treatment would not result in a material difference. Payments received in advance of services provided are recorded as deferred revenue.

GIK are recognized in accordance with U.S. GAAP upon receipt and in consideration of Accord Interagency GIK Standards. The industry standards are subject to review and adjustment; therefore, estimates of fair value of GIK may vary in the future. GIK are recorded at their fair value using wholesale market price based on data obtained from a reliable third-party source, which are considered Level 1 inputs in the fair value hierarchy.

The Organization receives free medical services from partner hematologists and their affiliations with many cancer treating institutions. These services have not been reflected in the consolidated financial statements, as an objective basis to measure the value of such services is not available. In addition, the Organization is supported by a substantial number of volunteers who have donated significant amounts of time to the Organization's programs. The value of the volunteer services is not reflected in the consolidated financial statements, as they do not meet specific criteria defined by U.S. GAAP.

Allocation of Functional Expenses - Expenses are classified in the consolidated statement of functional expenses according to whether they relate to a specific program or to supporting service classifications on the basis of estimates made by management. Management and general expenses include those expenses that are not directly identifiable with any specific program but provide overall support and direction of the Organization. Fundraising costs represent costs incurred by personnel related to raising funds to provide additional financial support for the Organization and soliciting pharmaceutical donations. Generally, expenses are charged directly to program, management, and general or fundraising based on the fundamental nature of the expense. Those that are not clearly related to just one function are allocated across functions and consist of occupancy, information technology services, and depreciation. These expenses are allocated based on the percentage of staff members working in each function.

Tax Exempt Status - The Max Foundation is exempt from income taxes under the provisions of Section 501(c)(3) of the IRC and is not classified as a private foundation. MaxAid is a Type I supporting organization as described under Internal Revenue Code (IRC) 509(a)(3). The activities of The Max Foundation's foreign subsidiary in Malaysia and the South African Trust are reported in The Max Foundation's Form 990. Accordingly, the consolidated Organization has not made any provision for income tax expense in the accompanying consolidated financial statements.

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 2 - Continued

Concentrations - Financial instruments that potentially subject the Organization to concentrations of credit and market risk consist primarily of cash and cash equivalents. The Organization places its cash and cash equivalents with FDIC insured financial institutions. At December 31, 2025 and 2024, the Organization had cash on deposit in excess of the federally insured limits.

For the years ended December 31, 2025 and 2024, 77% and 74%, respectively, of the Organization's total support and revenues were received from a single entity. Excluding donated pharmaceuticals, 99% of total support and revenues in 2025 were received from one entity, and 80% in 2024 were received from two entities. The concentration of support in 2025 is primarily the result of a multi-year agreement entered into with a single donor institution. The agreement, which spans approximately five years, contained no donor-imposed barriers or measurable performance obligations. In accordance with ASC 958-605, the Organization recognized the full value of the agreement as revenue upon execution in 2025. The related funding is expected to be received over the term of the agreement, and accordingly, at December 31, 2025, 94% of grants receivable were due from one entity. 97% of grants receivable were due from four entities at December 31, 2024.

The Organization is funded in large part through Collaboration Agreements with several pharmaceutical manufacturers that include in-kind gifts of pharmaceutical products. The current Collaboration Agreement with one particular company (the Company) resulted in contribution, grant, and sponsorship revenue of approximately \$54.7 million and \$8.5 million during the years ended December 31, 2025 and 2024, respectively. For the years ended December 31, 2025 and 2024, the Company donated pharmaceuticals valued at approximately \$356 million and \$220 million, respectively. These donations represented 74% of total donated pharmaceuticals for both years ended December 31, 2025 and 2024.

Lease Obligations - The Organization determines if an arrangement contains a lease at inception. Operating leases are included in right-of-use (ROU) assets and lease liabilities in the consolidated statement of financial position. ROU assets represent a right to use an underlying asset for the lease term and operating lease liabilities represent the Organization's obligation to make lease payments arising from the lease. ROU assets and lease liabilities are recognized at the lease commencement date based on the present value of lease payments over the lease term. The Organization's leases do not provide an implicit rate of return; thus, the Organization uses the incremental borrowing rate, determined using a period comparable with that of the lease term from the later of the lease commencement date or implementation date. The ROU asset also includes prepaid lease payments and unamortized initial direct costs, and excludes lease incentives. The Organization has lease agreements with lease and non-lease components which are accounted for as a single lease component. Lease terms may include options to extend or terminate the lease when it is reasonably certain that the Organization will exercise that option. Lease expense for lease payments is recognized on a straight-line basis over the lease term. A ROU asset and operating lease liability is not recognized for leases with an initial term of 12 months or less, or when total lease payments are less than \$5,000.

Use of Estimates - The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 2 - Continued

Foreign Operations and Foreign Currency Translation - The Organization operates in several foreign countries. At December 31, 2025 and 2024, the Organization held approximately \$59,000 and \$61,000 in foreign countries, respectively, all of which was in foreign currencies. Repatriation of funds restrictions may exist in a small number of foreign currency accounts. Therefore, management limits the cash balances in these countries.

The Organization has entered into contracts with individuals in certain countries to support its programs. These contracts are typically denominated in U.S. dollars, although some are denominated in local currency. The Organization accounts for payments in foreign currency at the exchange rate prevailing at the time payment is made. These payments are reflected in the consolidated financial statements at their equivalent amounts in U.S. dollars. Gains and losses from foreign currency translation are recognized in the consolidated statement of activities and consolidated statement of functional expenses. Foreign currency translation losses totaled \$7,502 and \$2,152, respectively, for the years ended December 31, 2025 and 2024.

Summarized Comparative Information for 2024 - For comparative purposes, the consolidated financial statements include certain prior-year summarized information in total, but not by net asset class. Such information does not include sufficient detail to constitute a presentation in conformity with U.S. GAAP. Accordingly, such information should be read in conjunction with the Organization's consolidated financial statements for the year ended December 31, 2024, from which the summarized information was derived.

Subsequent Events - The Organization has evaluated subsequent events with respect to the consolidated financial statements for the year ended December 31, 2025 through June 1, 2026, the date the consolidated financial statements were available to be issued.

Note 3 - In-Kind Contributions

In-kind contributions (GIK) consisted of the following for the years ended December 31:

	2025	2024
Pharmaceuticals	\$ 481,565,327	\$ 297,848,824
Diagnostic kits	411,050	217,810
In-kind other	1,000	9,294
Total In-Kind Contributions	<u>\$481,977,377</u>	<u>\$298,075,928</u>

In-kind pharmaceuticals are donor restricted for use in programmatic activities and may not be monetized. In accordance with U.S. GAAP, the Organization values in-kind pharmaceuticals using inputs from the principal market, defined as the market with the greatest volume and level of activity.

During the year ended December 31, 2024, the Organization obtained fair value data from a third-party source, IQVIA, which reflects wholesale prices available in multiple geographic sub-regional markets. In-kind pharmaceuticals were recorded, by drug, based on the estimated fair value in the highest-volume international geographic sub-regional market, excluding the United States and Western Europe.

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 3 - Continued

During the year ended December 31, 2025, the Organization changed its pricing methodology to obtain third-party pricing on a rotational basis. In off-rotation years, pricing is obtained only for newly received pharmaceuticals or for pharmaceuticals with observable pricing reductions.

In-kind pharmaceutical GIK activity by units for the years ended December 31 was as follows:

	2025		2024	
	Units	Dollars	Units	Dollars
Beginning pharmaceutical GIK in inventory (gross)	110,776	\$ 84,018,919	174,699	\$ 149,766,602
Donated pharmaceutical GIK	490,449	481,565,327	331,354	297,848,824
Distributed pharmaceutical GIK	(408,877)	(395,994,922)	(388,515)	(358,632,883)
Destroyed pharmaceutical GIK	(1,119)	(838,211)	(6,762)	(4,963,624)
Ending Pharmaceutical GIK in Inventory (Gross)	191,229	\$168,751,113	110,776	\$ 84,018,919
Beginning allowance		\$ (14,275,434)		\$ (19,239,058)
Destroyed pharmaceutical GIK		838,211		4,963,624
Ending Allowance		\$ (13,437,223)		\$ (14,275,434)
Net Pharmaceutical GIK in Inventory		\$155,313,890		\$ 69,743,485

A unit is defined as a product package which contains tablets or capsules of various strengths and quantities, as opposed to a daily dosage.

Note 4 - Diagnostics Program Revenue and Expense

The Organization has a robust health system strengthening strategy with specific focus on increasing access to molecular diagnostic tools in low- and middle-income countries (LMICs). During the years ended December 31, 2025 and 2024 the Organization supported molecular diagnostics in 43 and 38 countries, facilitating access to 11,475 and 9,936 molecular tests as well as diagnostics devices and maintenance support (unaudited).

The Organization has a long-standing relationship with a diagnostic manufacturer with a preferential pricing agreement that facilitates purchase of diagnostic instruments and kits based on a nonprofit pricing list. During the years ended December 31, 2025 and 2024, the Organization purchased diagnostic kits and devices at preferential prices and donated them to selected qualified institutions.

In-kind donations of products have been received by the Organization from the manufacturer for distribution to LMICs through the Organization's diagnostics program. The recorded value of donated diagnostic instruments and kits is based on the nonprofit pricing list and is recorded as revenue and expense when a purchase order is issued for distribution to a qualified medical institution.

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 4 - Continued

Additionally, as part of the Organization's diagnostic strategy, qualified medical institutions were able to purchase discounted medical kits and diagnostic devices through the Organization. The recorded value of purchased diagnostic instruments and kits is based on the nonprofit pricing list and is recorded as revenue and expense when a purchase order is issued for the benefit of the qualified medical institution.

Note 5 - Property and Equipment

Property and equipment consisted of the following at December 31:

	<u>2025</u>	<u>2024</u>
Office furniture	\$ 11,188	\$ 11,188
Computers and software	92,930	92,930
Office equipment	<u>11,210</u>	<u>11,210</u>
Total property and equipment	115,328	115,328
Less accumulated depreciation	<u>(44,082)</u>	<u>(25,496)</u>
Property and Equipment, Net	<u>\$ 71,246</u>	<u>\$ 89,832</u>

Depreciation expense totaled \$18,586 and \$12,891 for the years ended December 31, 2025 and 2024, respectively.

Note 6 - Line of Credit

The Organization has available a line of credit agreement of up to \$750,000. Interest on borrowings is based on the lender's prime rate plus 1.35% effective October 31, 2025 and prime plus 1.15% prior to that date (8.1% at December 31, 2025 and 8.65% at December 31, 2024). The agreement matures on October 31, 2026. There were no amounts outstanding under this agreement as of December 31, 2025 and 2024.

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 7 - Net Assets With Donor Restriction

Net assets were restricted for specific purposes as follows at December 31:

	2025	2024
Subject to Expenditure for Specified Purpose:		
Max Access Solutions - pharmaceutical inventory	\$ 155,313,890	\$ 69,743,485
Max Access Solutions - other inventory		2,460
Africa	161,142	45,702
Armenia	107,380	90,953
	155,582,412	69,882,600
Subject to Passage of Time:		
Max Access Solutions - cash contributions	45,090,641	3,365,833
	45,090,641	3,365,833
Total Net Assets With Donor Restriction	\$200,673,053	\$ 73,248,433

Net assets were released from restriction as follows for the years ended December 31:

	2025	2024
Satisfaction of purpose restrictions	\$ 396,057,774	\$ 358,741,199
Satisfaction of time restrictions	3,257,500	3,292,500
Net Assets Released from Restriction	\$399,315,274	\$362,033,699

Funds are released based on costs that are directly allocated to the specific programs as well as overhead expenses that are allocated at 20% of direct costs.

Note 8 - Retirement Plan

The Organization sponsors a qualified retirement plan under section 401(k) of the IRC. Eligible employees may elect to contribute a portion of their compensation to the plan. The Organization may, at its option, elect to contribute amounts on behalf of eligible employees. The Organization made contributions to the plan of \$109,127 and \$91,910 for the years ended December 31, 2025 and 2024, respectively.

Note 9 - Commitments and Contingencies

Operating Leases - The Organization leases office space under long-term, noncancelable lease agreements which expire at various dates through 2027. The leases include payments for common area maintenance, utilities, taxes and insurance that are considered variable lease payments and are excluded from determining the lease liability.

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 9 - Continued

The components of lease expense for the years ended December 31 were as follows:

	2025	2024
Operating lease cost	\$ 48,925	\$ 49,586
Variable lease cost	17,090	23,641
Short-term and other lease costs	37,533	28,710
Total Leasing Expense	\$ 103,548	\$ 101,937

Future minimum payments required under leases are as follows:

For the Year Ending December 31,	
2026	\$ 48,883
2027	48,745
Total undiscounted cash flows	97,628
Less present value discount	(5,652)
Total Lease Liabilities	\$ 91,976

Supplemental cash flow information related to leases as of December 31 was as follows:

	2025	2024
Cash paid for amounts included in the measurement of lease liabilities- Operating cash flows from operating leases	\$ 46,648	\$ 52,951
Right-of-use assets obtained in exchange for new operating lease liabilities	\$ 118,215	\$ 16,543
Weighted-average remaining lease term - operating lease	2.0 years	2.6 years
Weighted-average discount rate - operating lease	6.0%	6.0%

Distribution and Warehouse Agreement - The Organization has a service agreement with a specialized third-party to receive and then ship cancer treatment pharmaceuticals to low and middle-income countries. The terms of the agreement are through March 31, 2027, with the option to renew for an additional two years.

THE MAX FOUNDATION AND SUBSIDIARIES

Notes to Consolidated Financial Statements For the Year Ended December 31, 2025 (With Comparative Totals for 2024)

Note 10 - Related Party Transactions

As discussed in Note 1, the Organization provides services to patients in various countries through its Max Country Representatives. The regional head for Latin American operations and Director of Program Operations are family members of the Organization's Chief Executive Officer.

Note 11 - Liquidity and Availability of Financial Assets

As part of the Organization's liquidity management, it has a policy to structure its financial assets to be available as its general expenditures, liabilities, and other obligations come due. To protect against currency exchange losses, the Organization limits local currency balances to a one-month reserve. The Organization also maintains a \$750,000 line of credit to assist with liquidity (Note 6).

The Organization has the following financial assets available within one year of the consolidated statement of financial position date to meet cash needs for general expenditure:

	<u>2025</u>	<u>2024</u>
Cash and cash equivalents	\$ 4,191,955	\$ 4,207,950
Grants receivable	44,124,325	2,389,423
Pledges receivable		8,600
Accrued shipping costs receivable	<u>68,500</u>	<u>312,294</u>
Total financial assets	48,384,780	6,918,267
Less cash subject to donor restrictions and grants receivable	<u>(45,359,163)</u>	<u>(3,504,948)</u>
Financial Assets Available to Meet Cash Needs for General Expenditures Within One Year	<u>\$ 3,025,617</u>	<u>\$ 3,413,319</u>

The Organization receives contributions and promises to give restricted by donors, and considers contributions restricted for programs which are ongoing, major, and central to its annual operations to be available to meet cash needs for general expenditures. No donor restrictions outside its annual operations or contractual restrictions exist that would make the above financial assets unavailable for general expenditure within one year of the statement of financial position date.

SUPPLEMENTARY INFORMATION

THE MAX FOUNDATION AND SUBSIDIARIES

Consolidating Statement of Financial Position December 31, 2025

	The Max Foundation	MaxAid	Eliminations	Total
Assets				
Current Assets:				
Cash and cash equivalents	\$ 1,438,403	\$ 2,753,552	\$ -	\$ 4,191,955
Grants receivable, current portion	17,017	10,449,203		10,466,220
Prepaid expenses and other assets	212,807	773		213,580
Accrued shipping costs receivable		68,500		68,500
Due from related party	2,293,945		(2,293,945)	
Pharmaceuticals inventory		155,313,890		155,313,890
Total Current Assets	3,962,172	168,585,918	(2,293,945)	170,254,145
Long-term portion of grants receivable, net		33,658,105		33,658,105
Deposits	7,120			7,120
Right-of-use lease assets	89,700			89,700
Property and equipment, net	71,246			71,246
Total Assets	\$ 4,130,238	\$202,244,023	\$ (2,293,945)	\$204,080,316
Liabilities and Net Assets				
Current Liabilities:				
Accounts payable	\$ 354,444	\$ 187,323	\$ -	\$ 541,767
Accrued expenses and other current liabilities	226,657			226,657
Due to related party		2,293,945	(2,293,945)	
Deferred grant revenue	40,000			40,000
Lease liabilities, current portion	48,883			48,883
Total Current Liabilities	669,984	2,481,268	(2,293,945)	857,307
Long-term portion of lease liabilities	43,093			43,093
Total Liabilities	713,077	2,481,268	(2,293,945)	900,400
Net Assets:				
Without donor restriction	3,148,638	(641,775)		2,506,863
With donor restriction	268,523	200,404,530		200,673,053
Total Net Assets	3,417,161	199,762,755		203,179,916
Total Liabilities and Net Assets	\$ 4,130,238	\$202,244,023	\$ (2,293,945)	\$204,080,316

See independent auditor's report.

THE MAX FOUNDATION AND SUBSIDIARIES

Consolidating Statement of Activities For the Year Ended December 31, 2025

	The Max Foundation	MaxAid	Eliminations	Total
Support and Revenue:				
In-kind pharmaceutical contributions	\$ -	\$ 481,565,327	\$ -	\$ 481,565,327
Contributions, grants, and sponsorships including in-kind of \$1,000	706,341	54,123,521		54,829,862
Diagnostics program revenue including in-kind of \$411,050	449,215			449,215
Service agreement revenue	9,163,301		(9,163,301)	
Other income	10,665	54,068		64,733
Total Support and Revenue	10,329,522	535,742,916	(9,163,301)	536,909,137
Expenses:				
Program services-				
Program expenses	5,501,476	13,397,851	(9,163,301)	9,736,026
In-kind program expenses	411,050	395,994,922		396,405,972
Total program services	5,912,526	409,392,773	(9,163,301)	406,141,998
Supporting services-				
Management and general	2,781,673	7,745		2,789,418
Fundraising	1,007,478			1,007,478
Total supporting services	3,789,151	7,745		3,796,896
Total Expenses	9,701,677	409,400,518	(9,163,301)	409,938,894
Total Change in Net Assets	627,845	126,342,398		126,970,243
Net assets, beginning of year	2,789,316	73,420,357		76,209,673
Net Assets, End of Year	\$ 3,417,161	\$199,762,755	\$ -	\$203,179,916

See independent auditor's report.