EURASIAN TRANSPORT CORRIDOR INVESTMENT CENTER

LOAN NO.3803-GEO AND NO.50271 (NORTH-SOUTH CORRIDOR (KVESHETI-KOBI) ROAD PROJECT)

Special Purpose Project Financial Statements For the year ended 31 December 2020

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EURASIAN TRANSPORT CORRIDOR INVESTMENT CENTER NORTH-SOUTH CORRIDOR (KVESHETI-KOBI) ROAD PROJECT

STATEMENT OF MANAGEMENT'S RESPONSIBILITIES FOR THE PREPARATION AND APPROVAL OF THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020

Management of the North-South Corridor (Kvesheti-Kobi) Road- (the "Project") implemented by the Eurasian Transport Corridor Investment Center ("ETCIC" or Transport Reform and Rehabilitation Center – "Organisation") is responsible for the preparation of the special purpose project financial statements that present fairly the Statement of Sources and Uses of Funds for the year ended 31 December 2020, the Balance Sheet as at 31 December 2020 and the related Statement of Expenditure Withdrawal Schedule ("SOEs") and Statement of Imprest Account for year ended 31 December 2020, in accordance with the Cash Basis International Public Sector Accounting Standard, *Financial Reporting under the Cash Basis of Accounting* ("IPSAS – Cash Basis"), and the Guidelines for the Financial Governance and Management of Investment Projects Financed by Asian Development Bank and European Bank for Reconstruction and Development.

In preparing the special purpose project financial statements, management is responsible for:

- Properly selecting and applying accounting policies;
- Presenting information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information.
- Providing additional disclosures when compliance with the specific requirements in IPSAS Cash Basis are
 insufficient to enable users to understand the impact of particular transactions, other events and conditions
 on the Project, financial position and its sources and uses of funds and movements in designated accounts;
- Making an assessment of the Projects ability to continue as a going concern.

Management is also responsible for:

- Designing, implementing and maintaining an effective and sound system of internal controls, throughout the Project;
- Maintaining adequate accounting records that are sufficient to show and explain the Project's transactions
 and disclose with reasonable accuracy at any time the financial position of the Project, and which enable
 them to ensure that the special purpose project financial statements of the Project comply with the
 Guidelines for the Financial Governance and Management of Investment Projects Financed by Asian
 Development Bank and European Bank for Reconstruction and Development;
- Maintaining statutory accounting records in compliance with Georgian legislation;
- Taking such steps that are reasonably available to them to safeguard the assets of the Project; and
- Preventing and detecting fraud and other irregularities.

The special purpose project financial statements for the year ended 31 December 2020 were authorised for issue on 29 June 2021 by the Management.

On behalf of the Management:

Giorgi Tsagareli Director

29 June 2021

Marina Majagaladze Financial Manager

29 June 2021

Deloitte.

Deloitte & Touche LLC 12 Merab Aleksidze Street; King David Business Center,

Tbilisi, 0171, Georgia

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INDEPENDENT AUDITOR'S REPORT

To the management of Eurasia Transport Corridor Investment Center:

Opinion

We have audited the accompanying special purpose project financial statements of the North-South Corridor (Kvesheti-Kobi) Road Project (the "Project") financed under the Loan Agreement No. 3803-GEO dated 27 August 2019 (the "Agreement") and Loan Agreement No. 50271 dated 11 October 2019 (the "Agreement"), implemented by the Eurasian Transport Corridor Investment Center, which comprise Statement of Sources and Uses of Funds for the year ended 31 December 2020, the Balance Sheet as at 31 December 2020 and the related, Statement of Expenditure Withdrawal Schedule ("SOEs") and Statement of Imprest Account for the year ended 31 December 2020 and a summary of significant accounting policies and other explanatory notes (collectively referred to as the "special purpose project financial statements").

In our opinion, the accompanying special purpose project financial statements for the year ended 31 December 2020 presents fairly, in all material respects, in accordance with the cash basis of International Public Sector Accounting Standard (IPSAS) promulgated by the International Federation of Accountants (IFAC), as further detailed in Note 2.

Basis for Opinion

We conducted our audit in accordance with International Standards of Auditing ("ISAs"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Special Purpose Project Financial Statements section of our report. We are independent of the Organisation in accordance with the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants (the "IESBA Code") together with the ethical requirements that are relevant to our audit of the special purpose project financial statements in Georgia, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Emphasis of Matter - Basis of Accounting and Restriction on Distribution and Use

We draw attention to Note 2 to the special purpose project financial statements, which describes the basis of accounting. The special purpose project financial statements are prepared to assist the Project's management in complying with the financial reporting provisions of the Agreement. As a result, the special purpose project financial statements may not be suitable for another purpose.

This report is intended solely for use by the management of the Project in reporting the information to the Government of Georgia, and in communicating to the Asian Development Bank and European Bank for Reconstruction and Development information about the Project's compliance with the financial reporting provisions of the Agreement. This report is not intended for the benefit of any other third parties and we accept no responsibility or liability to any party other than those mentioned above in respect of the report.

Deloitte.

Should any third party take decisions based on the contents of the report, the responsibility for such decisions shall remain with those third parties. Our opinion is not modified in respect of this matter.

Responsibility of Management and Those Charged with Governance for the Special Purpose Project Financial Statements

Management is responsible for the preparation and fair presentation of these special purpose project financial statements in accordance with the cash basis of IPSAS, the basis of accounting as further detailed in Note 2.

This includes determining that the International Public Sector Accounting Standard "Financial Reporting Under the Cash Basis of Accounting" ("IPSAS – Cash Basis") is an acceptable basis for the preparation of the special purpose project financial statement in the circumstances, and for such internal control as management determines is necessary to enable the preparation of special purpose project financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the special purpose project financial statements, management is responsible for assessing the Organisation's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern and using the going concern basis of accounting unless management either intends to liquidate the Organization or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Organisation's financial reporting process.

Auditor's Responsibilities for the Audit of the Special Purpose Project Financial Statements

Our objectives are to obtain reasonable assurance about whether the special purpose project 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 ISAs 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 special purpose project financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and access the risks of material misstatement of the special purpose project 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 Organisation's internal control.
- 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 Company'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 special purpose project 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 Organisation to cease
 to continue as a going concern.
- Evaluate the overall presentation, structure and content of the special purpose project financial statement, including the disclosures, and whether the financial statement represents the underlying transactions and events in a manner that achieves the fair presentation.

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.

Srbuhi Hakobyan

On behalf of Deloitte and Touche LLC

Neloitte & Toucho

29 June 2021 Tbilisi, Georgia

STATEMENT OF SOURCES AND USES OF FUNDS FOR THE YEAR ENDED 31 DECEMBER 2020 (in EUR)

_		ctual	Plan	ned*	Varianc	
	Year to date	Cumulative to date	Year to date	Cumulative to date	Year to date	Cumulative to
			Unaudited	Unaudited	Unaudited	Unaudited
FUNDS RECEIVED BY SOURCES						
ABD Funds	876,951	57,863,053	-	120	120	
Government Funds	7,812,297	15,568,789	-		120	
EBRD Funds	-	11,931,226				-
						-
TOTAL FUNDS RECEIVED	8,689,248	85,363,068	-			
Foreign exchange difference, net					-	
LESS: EXPENDITURE					,	
Category (1) Works for Tunnel						
Section	12	39,279,471		39,279,471		_
Category (2) Works for Road		,,2		39,279,471		
Section and Services	107,370	17,814,001	107,370	17,814,001	*	_
Category (3) Incremental Administrative Expenses				,,		
Cat (4)_Interest and		-	- 10 %			
commitment charges	769,581	769,581	769,581	769,581	-	-
ADB TOTAL	876,951	57,863,053	876,951	57,863,053	_	
Category (1) Works for Tunnel						
Section		11,397,226				
Category (2) Works for Road		11,397,220		11,397,226		-
Section and Services	*					
Category (3) Incremental						
Administrative Expenses					12	
Cat (4)_Interest and						
commitment charges	-	534,000	-	534,000	•	0.00
BRD TOTAL	-	11,931,226		11,931,226	•	
Category (1) Works for Tunnel						8
ection	5,431,459	9,184,892	5,431,459	9,184,892	-	-
Category (2) Works for Road	22 (200)			5,254,052		
ection and Services Category (3) Incremental	23,727	3,835,704	23,727	3,835,704		
administrative Expenses at (4)_Interest and	2,357,111	2,548,193	2,357,111	2,548,193	-	-
ommitment charges	7 012 207			= =		
	7,812,297	15,568,789	7,812,297	15,568,789		-
OTAL PROJECT EXPENDITURE	8,689,248	85,363,068	8,689,248	85,363,068		-

^{*}The project uses flex budget approach, so that at the end of the year Plan is always equal to Actual.

On behalf of the Management:

Giorgi Tsagareli Director

29 June 2021

Marina Majagaladze Financial Manager

29 June 2021

BALANCE SHEET STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2020 (in EUR)

ASSETS	31 December 2020
ADB imprest account	
TOTAL ASSETS	
Funds received:	
Funds received from ADB	
Funds received from EBRD	57,863,053
Funds received from GoG	11,931,226
	15,568,789
Total funds received	85,363,068
Project expenditure:	
Financed by ADB	
Financed by EBRD	(57,863,053)
Financed by GoG	(11,931,226)
	(15,568,789)
Total project expenditure	(85,363,068)
Foreign exchange difference, net	
	-
TOTAL FUNDS RECEIVED LESS PROJECT EXPENDITURE	

On behalf of the Management:

Giorgi Tsagareli Director

29 June 2021

Marina Majagaladze Financial Manager

29 June 2021

STATEMENT OF EXPENDITURE WITHDRAWAL SCHEDULE FOR THE YEAR ENDED 31 DECEMBER 2020 (in EUR)

Withdrawal No.	Withdrawal application date	Total SOE in withdrawal schedule	Total SOE attributable to 2020
There was no SOE typ.	e of expenditure for the year e	ndad 31 Dagarahan 2020	
mere was no soc typ	e of experior the year el	naea 31 December 2020.	
On behalf of the Man	agement:		
Giorgi Tsagareli Director	9200,	Marina Majagaladze Financial Manager	
29 June 2021		29 June 2021	

IMPREST ACCOUNT STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2020 (in EUR)

Director

Depository Bank Address	State Treasury 16 V. Gorgasali street Tbilisi, 0114 Georgia	
Balance as at 31 December 2019		
ADD		
ADB replenishment		-
DEDUCT		
Funds used for the Project expenditure		 -
Balance as at 31 December 2020		 _
On behalf of Management		

Marina Majagaladze

Financial Manager

29 June 2021 29 June 2021

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (in EUR)

1. BACKGROUND

The Investment Center for Euro-Asian Transport Corridor was established in 1995 as a non-entrepreneurial and non-profit legal entity. A project unit named "Eurasian Transport Corridor Investment Center" (the "ETCIC" or Transport Reform and Rehabilitation Center — "Organisation") was formed within the Investment Center for Euro-Asian Transport Corridor to manage the allocated loan received from the Asian Development Bank ("ADB") and European Bank for Reconstruction and Development ("EBRD") and monitor the implementation of transport sector projects.

The purpose of the project ("North-South Corridor (Kvesheti-Kobi) Road Project) is the construction of (A) a climate-resilient bypass road approximately 23 kilometer (km) in length between Kvesheti and Kobi in the territory of the Borrower; and (B) climate-resilient all-weather local access roads approximately 5 km in total length; and (ii) the development and implementation of a gender-sensitive road safety awareness campaign to roadside villages and schools. The project is expected to be completed by 30 June 2026.

On 30 December 2020 sub-agreement was formed with European Bank for Reconstruction and Development. The donor agrees to provide a grant in the amount of EUR 100,000. Grant must be used for acquisition of drones, and related training and capacity buildings.

2. ACCOUNTING POLICIES

Basis of accounting. These special purpose project financial statements have been prepared in accordance with the cash-based International Public Sector Accounting Standard (IPSAS) promulgated by the International Federation of Accountants (IFAC).

These special purpose project financial statements, in accordance with the provisions of the Agreement, are prepared for management analysis and in order to report the information to the Government of Georgia, the Asian Development Bank and the European Bank for Reconstruction and Development. As a result these special purpose project financial statements may not be suitable for another purpose.

Project financing is recognised as a source of project funds when the cash is received.

Project expenditure are recognised as a use of project funds when the payments are made.

Functional currency - These special purpose project financial statements are expressed in EUR.

Transactions in other currencies – Transactions in currencies other than reporting currencies are converted to US Dollars at the exchange rate prevailing at the date of the transaction.

Cash - Cash comprises balances with State Treasury.

3. BASIS OF FUNDING

According to the terms of the Agreement, Category 1 – Works for Tunnel Section are co-financed by proceeds received from ADB, EBRD and GoG at a proportional rate of 65.6%, 19.1% and 15.3%, respectively, Category 2 – Works for Road Section and Services are financed by ADB and GOG by 82% and 18% respectively, Category 3 - Incremental Administrative Expenses are 100% financed by ADB and Category 4 – Interest and commitment charges expenses are financed by ADB and EBRD.

The GoG is paying all value added, non-residential and other taxes, and land acquisition costs.

It is allowed by the donor, to utilise loan funds, subsequent to relevant approvals, to finance projects under other loans, if there are any residual unexpended funds.

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (CONTINUED) (in EUR)

4. METHODS OF WITHDRAWAL

The methods of withdrawal used from the inception of the loan to 31 December 2020 were as follows:

(a) Imprest account

Available amounts were drawn from time to time within limits determined within the loan agreements for the direct payment of eligible expenditure for sub-projects from this special account.

(b) Direct Payment

Available amounts are drawn from time to time within limits determined under the credit agreement for direct payments of eligible expenditure for sub-projects. Direct payments are made by ADB and EBRD directly to third parties. Organisation forms withdrawal applications for request of direct payments and sends it to the ADB and EBRD for settlement.

(c) GoG current account

The Project maintains a separate account where funds from the Government of Georgia are accumulated. The funds are further disbursed to sub-contractors based on the share of expenditure to be incurred.

5. RECONCILIATION OF AMOUNTS SHOWN AS RECEIVED FROM THE ADB AND EBRD TO ACTUAL EXPENDITURE OF THE PROJECT

	31 December 2020
Application of Withdrawals Schedule	
Expenses incurred for the year ended at 31 December 2020 as per the Applications of	
Withdrawals Schedule	107,370
Expenses incurred for the year ended at 31 December 2020 as Capitalised charges	769,581
	876,951
ADB direct payments	107,370
ADB Capitalised charges	769,581
EBRD direct payments	-
Foreign exchange difference, net	-
	876,951
Add:	
Opening Balances	
Imprest Account	-
Less:	
Closing Balances	
Imprest Account	
TOTAL EXPENDITURE INCURRED IN 2020	876,951

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (CONTINUED) (in EUR)

TOTAL ADB WITHDRAWAL SCHEDULE EXPENSES

Withdrawal No.	Value date	Total amount in withdrawal schedule	Total attributable to 2020
00009	15-Apr-2020	38,843	38,843
00010	15-Apr-2020	1,718	1,718
00011	7-May-2020	32,548	32,548
00012	10-Nov-2020	9,312	9,312
00013	10-Dec-2020	12,475	12,475
00014	10-Dec-2020	12,475	12,475
CAP	15-May-2020	369,005	369,005
CAP	15-Nov-2020	400,575	400,575
		876,951	876,951

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (CONTINUED) (in EUR)

6. PROJECT EXPENDITURE BY COMPONENTS

		For the year ended 31 December 2020	December 2020			Cumulative from inception	ception	
Project Activities	ADB Financing	GoG Financing	EBRD	Total	ADB Financing	GoG Financing	EBRD	Total
Component A – Investment Costs Givil works Land acquisition Consultancy	107,370	5,431,459 2,335,679 23,727		5,431,459 2,335,679 131,097	56,368,573 - 724,899	12,861,541 2,522,856 159,055	11,397,226	80,627,340 2,522,856 883,954
TOTAL COMPONENT A	107,370	7,790,865		7,898,235	57,093,472	15,543,452	11,397,226	84,034,150
Component B – Recurrent Costs Incremental administrative expenses		21,432		21,432		25,337	r l	25,337
TOTAL COMPONENT B		21,432		21,432		25,337		25,337
Component C – Contingencies Contingencies_Unallocated								
TOTAL COMPONENT C								
Component D – Financial Charges During Implementation Interest and commitment charges Front end fee	185'692		,	769,581	769,581			769,581
TOTAL COMPONENT D	769,581			769,581	769,581		534,000*	534,000*
TOTAL PROJECT EXPENDITURE	876,951	7,812,297		8,689,248	57,863,053	15,568,789	11,931,226	85,363,068

^{*}Organization decided to reclassify front end fee from component C - Contigencies to component D - Financial Charges During Implementation

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (CONTINUED) (in EUR)

The Project comprises the following main components:

- Component A Investment Costs;
- Component B –Recurrent Costs;
- Component C Contingencies; and
- Component D Financial Charges During Implementation.

The amount of the Loan is allocated to Category appears to exceed all agreed expenditure in that Category, Donor may, by notice to the Borrower, reallocate such excess amount to any other Category. The Project comprises the following main categories:

- Category 1 Works for tunnel section
- Category 2 Works for road sections and services
- Category 3 Incremental administrative expenses; and
- Category 4 Interest and commitment charges

The Components for project expenses are further divided into four types of expenses for SOE purposes: Civil Works, Goods, Consultants' Services and Operating Costs.

7. COMMITMENTS AND CONTINGENCIES

The Management is not aware of any commitments and contingencies which would have a material impact on the financial position of the Project and the Imprest Account Statement as at 31 December 2020 and on the funds received and disbursed during the year then ended.

8. OPERATING ENVIRONMENT

Emerging markets such as Georgia are subject to different risks than more developed markets, including economic, political and social, and legal and legislative risks. Laws and regulations affecting businesses in Georgia continue to change rapidly and tax and regulatory frameworks are subject to varying interpretations. The future economic direction of Georgia is heavily influenced by the fiscal and monetary policies adopted by the government, together with developments in the legal, regulatory, and political environment.

For the last years Georgia has experienced a number of legislative changes, which have been largely related to the European Union Association Agreement. Whilst the legislative changes implemented during the years paved the way, more can be expected as Georgia's action plan for achieving accession to the European Union continues to develop.

In addition to that, starting from early 2020 a new coronavirus disease (COVID-19) has begun rapidly spreading all over the world resulting in announcement of the pandemic status by the World Health Organisation in March 2020. Responses put in place by many countries to contain the spread of COVID-19 are resulting in significant operational disruption for many companies and have significant impact on global financial markets. As the situation is rapidly evolving it may have a significant effect on business of many companies across a wide range of sectors, including, but not limited to such impacts as disruption of business operations as a result of interruption of production or closure of facilities, supply chain disruptions, quarantines of personnel, reduced demand and difficulties in raising financing. In addition, the Organisation may face the increasingly broad effects of COVID-19 as a result of its negative impact on the global economy and major financial markets. The significance of the effect of COVID-19 on the Organisation's operations largely depends on the duration and the incidence of the pandemic effects on the world and Georgian economy.

NOTES TO THE SPECIAL PURPOSE PROJECT FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2020 (CONTINUED) (in EUR)

The economic shock caused by the coronavirus and the expectations of the future development of pandemic and its impact on the Georgian economy have been reflecting on increased volatility of the foreign exchange market and weakening of Georgian Lari against other currencies.

Management is unable to predict all developments which could have an impact on the Georgian economy and consequently what effect, if any, they could have on the future financial position of the Organisation. Management believes it is taking all the necessary measures to support the sustainability and development of the Organisation's operations.

9. EVENTS SUBSEQUENT TO THE BALANCE SHEET DATE

Spread of Covid-19 pandemic still has a significant negative impact on the world economy and country-specific measures. Deteriorated outlook of the future caused increased volatility of the foreign exchange market subsequent to the year-end.

Ongoing Covid-19 related situation does not have significant effect on the Project. Construction was continued and there was successful transition of administrative function to partial remote working and projects ongoing as planned.

10. APPROVAL OF FINANCIAL STATEMENENTS

These special purpose project financial statements were authorised for issue by the Management of ETCIC on 29 June 2021.