



The International Finance Facility for Immunisation

**Annual Report of the Trustees
Annual Financial Statements**

Year Ended 31 December 2012

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Legal and Administrative Information

Legal and Administrative Information

Trustees

Cyrus Ardalan. Took office in January 2013.

Sean Carney

Didier J. Cherpitel

John Cummins. Concluded term in December 2012.

Christopher Egerton-Warburton. Took office in January 2013.

Marcus Fedder. Took office in January 2013.

Alan R. Gillespie, Former Board Chair. Concluded term in February 2012.

Dayanath Chandrajith Jayasuriya

René Karsenti, Board Chair. Took office in February 2012.

Registered Address

2 Lambs Passage
London EC1Y 8BB
United Kingdom

Company Secretary

Trusec Limited
2 Lambs Passage
London EC1Y 8BB
United Kingdom

Solicitors

Slaughter and May
One Bunhill Row
London EC1Y 8YY
United Kingdom

Auditors

KPMG LLP
15 Canada Square
Canary Wharf
London E14 5GL
United Kingdom

Treasury Manager

International Bank for Reconstruction and Development
1818 H Street NW
Washington, DC 20433
United States

Legal Status

The International Finance Facility for Immunisation Company (“IFFIm”) is a multilateral development institution, established as a charity registered with the Charity Commission for England and Wales. IFFIm was incorporated as a private company, limited by guarantee, without share capital and for indefinite duration, under the Companies Act 1985. IFFIm is governed by its Memorandum and Articles of Association dated 26 June 2006. Amended Articles of Association were adopted on 22 December 2008. IFFIm’s company registration number is 5857343 and its charity registration number is 1115413.

Filing of Reports

Copies of IFFIm’s Annual Report of the Trustees and Annual Financial Statements are available to the public and may be obtained from the Registrar of Companies for England and Wales at Companies House, Cardiff.

Statement of Trustees' Responsibilities

Statement of Trustees' Responsibilities in Respect of the Annual Report of the Trustees and the Financial Statements

The trustees are responsible for preparing the Annual Report of the Trustees and the financial statements in accordance with applicable law and regulations.

Company law requires the trustees to prepare financial statements for each financial year. Under that law they are required to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the trustees must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the charitable company and of the excess of expenditure over income for that period. In preparing these financial statements, the trustees are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the charitable company will continue its activities.

The trustees are responsible for keeping adequate accounting records that are sufficient to show and explain the charitable company's transactions and disclose with reasonable accuracy at any time the financial position of the charitable company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the charitable company and to prevent and detect fraud and other irregularities.

The trustees are responsible for the maintenance and integrity of the corporate and financial information included on the charitable company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Annual Report of the Trustees

Structure and Governance

Structure

The International Finance Facility for Immunisation Company (“IFFIm”) is a multilateral development institution incorporated as a private company, with company registration number 5857343, and registered as a charity in England and Wales, with charity registration number 1115413. In order to achieve its objectives, IFFIm worked with the following organisations during 2012:

- The GAVI Alliance (“GAVI”): GAVI is a Swiss foundation that is accorded international institution status in Switzerland with certain privileges and immunities similar to those accorded to other international intergovernmental organisations. It uses funds raised by IFFIm to finance immunisation related charitable activities in many of the world’s poorest countries. GAVI’s charitable activities are described further in the *Programmes Funded by IFFIm* section of this report. GAVI also provides administrative support to IFFIm.
- The International Bank for Reconstruction and Development (the “World Bank”): The World Bank is a global development organisation based in the United States. It provides treasury management, risk management and accounting services to IFFIm. IFFIm’s relationship and interactions with the World Bank are described further in the *Financial Overview and Hedging IFFIm’s Market Risks* sections of this report.
- The GAVI Fund Affiliate (“GFA”): GFA is a charity based in the United Kingdom. GFA entered into pledge agreements with donors and then assigned to IFFIm the right to receive cash payments under those agreements. Also, all cash payments from IFFIm to GAVI were channelled through GFA. In order to reduce costs and streamline operations, IFFIm worked with the GFA board to remove GFA from the IFFIm structure by execution of a novation agreement effective 8 February 2013 (the “Novation Date”). Subsequently, on 28 March 2013, the GFA board decided to initiate the process of voluntary liquidation of GFA. Activities previously performed by GFA have been transitioned to GAVI and IFFIm. Going forward, any new IFFIm-related pledges will be made to GAVI and then assigned to IFFIm. See the *Recent Events* section of this report below for further details.

Governance

IFFIm’s trustees, who are also the directors of IFFIm for the purposes of company law, are responsible for determining IFFIm’s strategic plans, overseeing the implementation of such plans, and monitoring functions outsourced to GAVI and the World Bank. During 2012, there were twelve meetings of the IFFIm board.

The IFFIm audit committee is a standing committee of the IFFIm board of directors consisting of at least two members and was established by the IFFIm board to assist the board in fulfilling its responsibilities in respect to the corporate accounting and financial practices of IFFIm. During 2012, there were two meetings of the audit committee.

During the year ended 31 December 2012, IFFIm’s directors were as follows:

- Sean Carney, Audit Committee Chair: Mr Carney is President of Na Makani Eha, London. Formerly, he was the Chief Operating Officer at the Children’s Investment Fund Foundation in London and Chief Operating Officer of Investment Banking at HSBC Investment and Global Banking in London.
- Didier J. Cherpitel: Mr Cherpitel is a former Managing Director at JP Morgan in London and Paris. He is also a former Secretary General and Chief Executive Officer of the International Federation of Red Cross and Red Crescent Societies, Geneva, Switzerland. He became a member of the audit committee in February 2012.
- John Cummins: Mr Cummins is the Group Treasurer of the Royal Bank of Scotland Group. Formerly, he was the Group Treasurer of the Standard Life Assurance Company, the largest mutual assurer in Europe. He concluded his term as a director in December 2012.
- Alan R. Gillespie, Former Board Chair: In 2009, Dr Gillespie was appointed Chairman of the United Kingdom’s Economic and Social Research Council. From 2001 until 2008, he served as Group Chairman of Ulster Bank Group, Northern Ireland, a member of the Royal Bank of Scotland Group. He concluded his term as Board Chair and a director in February 2012.

- Dayanath Jayasuriya: Dr Jayasuriya, President's Counsel, is Senior Partner of Asian Pathfinder Legal Consultancy and Drafting Services, a firm specialising in medical law, and Visiting Professor of Law at the University of the Free State, South Africa. He is a member of the audit committee.
- René Karsenti, Board Chair: Dr Karsenti joined the board on 23 December 2011. He was elected Chair on that date but took office in February 2012. Dr Karsenti is the President of the International Capital Market Association (ICMA), has served as Director General of Finance of the European Investment Bank and was the first Treasurer of the European Bank for Reconstruction and Development.

All trustees serve on a voluntary basis and have a duty to avoid conflicts of interest. Trustees are chosen for their skills and expertise in areas relevant to IFFIm. Induction procedures introduce trustees to the specifics of IFFIm's operations and provide an overview of entities related to IFFIm. Details of trustee expenses are disclosed in Note 4 to the financial statements.

Objectives and Public Benefit

Objectives

IFFIm was created to accelerate the availability of predictable, long-term funds for health and immunisation programmes through GAVI in over 70 of the poorest countries around the world. IFFIm was created as a development financing tool to help the international community achieve the Millennium Development Goals and it promotes the effective use of GAVI's resources for charitable purposes, and for the benefit of the public, by providing services and facilities that assist GAVI in raising funds. Such services and facilities include, but are not limited to, borrowing money or entering into agreements whereby sovereign government donors (the "Grantors") promise funds for charitable purposes.

Every year, in the world's poorest countries, millions of children miss out on vaccinations against common diseases, making them vulnerable to sickness, disability and death. Millions of children die from easily preventable diseases such as diphtheria, pneumonia, diarrhoea, meningitis and yellow fever. IFFIm was created to help avert such deaths by accelerating the availability and increasing the predictability of funds for immunisation, vaccine procurement and health systems strengthening ("HSS") programmes. GAVI uses funds raised by IFFIm to reduce the number of worldwide vaccine-preventable deaths and illnesses. GAVI achieves this by funding the purchase and delivery of vaccines and strengthening health systems in the poorest countries in the world.

IFFIm raises funds by issuing bonds in the international capital market under its *Global Debt Issuance Programme*. IFFIm then disbursed the funds to GFA which, in turn, disbursed the funds to GAVI to support various GAVI vaccine procurement, immunisation and HSS programmes. Through its bond issuances, IFFIm converts long-term government pledges into immediately available cash resources. IFFIm uses grant payments from the Grantors to, among other things, pay the principal and interest on its bonds.

The World Health Organization ("WHO") has estimated that GAVI programmes, with the help of IFFIm funds, could lead to the vaccination of more than 500 million children by 2015. This could be achieved by accelerating the uptake and use of new and underused vaccines, strengthening the capacity of integrated health systems to deliver immunisation in poor countries, increasing the predictability of global financing and improving the sustainability of national financing for immunisation, and through shaping vaccine markets to ensure adequate supply of appropriate, quality vaccines at low and sustainable prices for developing countries.

Public Benefit

IFFIm's directors have considered the Charity Commission's general guidance on public benefit and have paid due regard to it when planning IFFIm's activities and assessing how IFFIm's activities further its objectives.

Programmes Funded by IFFIm

GAVI programmes funded by IFFIm are categorised into Country-Specific Programmes and Investment Cases. Each of these categories is described below.

Country-Specific Programmes

Governments of eligible developing countries apply for vaccine procurement, immunisation and HSS support by submitting applications to GAVI. Once it has reviewed and approved the applications, GAVI requests funding from IFFIm. IFFIm funds have supported the following GAVI Country-Specific programmes:

New and Underused Vaccine Support (“NVS”) programmes: GAVI supported developing countries in introducing vaccines and associated vaccine technology. GAVI’s support was aimed at accelerating the countries’ vaccine uptake and improving their vaccine supply security. NVS programmes funded by IFFIm related primarily to the following diseases:

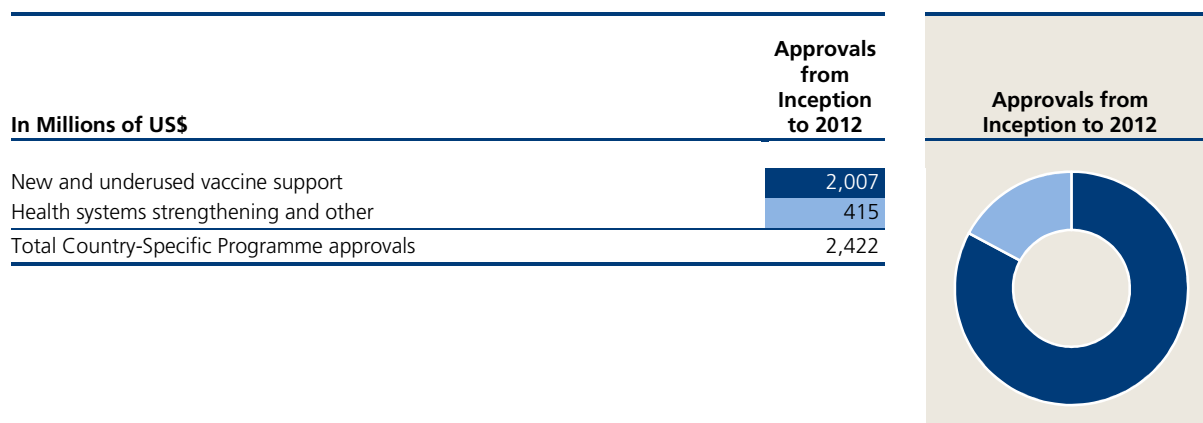
- Pneumococcal Disease: This is a bacterial infection and is the leading cause of pneumonia – the world’s biggest killer of children under five years of age. WHO estimates that more than 500 thousand young children die each year from pneumococcal infection, with the vast majority of these deaths occurring in developing countries. In addition to pneumonia, pneumococcal disease is also responsible for meningitis, which can leave survivors with permanent disabilities, including mental retardation and seizures.
- Hepatitis B: This is a viral infection which claims 600 thousand lives every year, through chronic or acute liver infections. Babies and young children are most at risk, with the virus often passing from mother to child before or shortly after birth, and putting victims at high risk of death from cirrhosis of the liver and liver cancer in later life. An estimated two billion people alive today are believed to have been infected with hepatitis B, while 350 million people worldwide are chronically infected.
- Haemophilus Influenzae Type B (“Hib”): This is a bacterial infection which causes meningitis and pneumonia. It is considered the third biggest cause of vaccine-preventable death in children under five years of age. It is estimated that there are three million cases of serious Hib infection annually, of which 400 thousand result in childhood death. The majority of survivors suffer paralysis, deafness, mental retardation and learning disabilities.
- Diphtheria: This is a bacterial infection transmitted from person to person through close physical and respiratory contact. The disease can be fatal. Between 5% and 10% of diphtheria patients die, even if properly treated. If left untreated, the disease claims even more lives.
- Tetanus: Also known as lockjaw, tetanus is a bacterial infection. Tetanus affects new-born babies and their mothers, usually as a result of unsafe delivery in unhygienic conditions, often without skilled birth attendants.
- Pertussis: Also known as whooping cough, pertussis is a disease of the respiratory tract caused by bacteria that live in the mouth, nose, and throat. Many children who contract pertussis have coughing spells that last four to eight weeks. The disease is most dangerous in infants.
- Yellow Fever: As an acute viral haemorrhagic disease transmitted by mosquitoes, yellow fever causes devastating epidemics in areas where infected mosquitoes can come in contact with non-immunised populations. Up to 50% of people severely affected by yellow fever will die. Yellow fever virus poses the greatest threat to 900 million people in Africa, Central and South America. Together, deforestation, urbanisation, climate change and low population immunity have contributed to its re-emergence since the 1980s.
- Measles: This is a highly contagious virus, whose symptoms include a high fever, severe skin rash, and a cough. Measles still kills an estimated 164 thousand people each year, mostly children under five years of age. Because it is so contagious, measles remains a significant threat to child health even in those areas where the rates of measles are reduced. By weakening the immune system, measles can also lead to other health problems such as pneumonia, blindness, diarrhoea, and encephalitis.
- Rotavirus: This virus is the leading cause of severe and fatal diarrhoea in children under five years of age. WHO estimates that more than 450 thousand children under five die from rotavirus infection each year. Nearly every child in the world will suffer a rotavirus infection by their third birthday. While rotavirus infects children in every country, more than 95% of rotavirus deaths occur in low-income countries in Africa and Asia, where access to treatment for severe rotavirus-related diarrhoea is limited or unavailable.

Health Systems Strengthening (“HSS”) programmes: The objective of HSS programmes is to achieve and sustain increased immunisation coverage, through strengthening the capacity of countries’ systems to provide immunisation and other health services. Countries are encouraged to use HSS funding to target the bottlenecks or barriers in their health systems.

Immunisation Services Support (“ISS”) programmes: GAVI provides developing countries with flexible reward payments for strengthening their immunisation systems. These payments are subject to strict performance requirements and GAVI works with governments and inter-agency coordinating committees to set goals and monitor progress.

Injection Safety Support (“INS”) programmes: GAVI contributed to the provision of auto-disable syringes, reconstitution syringes and safety boxes. These syringes and safety boxes facilitated the administering of vaccines in developing countries.

From its inception to 31 December 2012, IFFIm approved the following amounts for disbursement to help fund GAVI’s Country-Specific Programmes:



Investment Cases

From time to time, IFFIm funds one-time tactical investments in disease prevention and control. These investments are made through GAVI partners such as the United Nations Children’s Fund (“UNICEF”) and WHO. Each investment targeted a disease that constrains progress towards the United Nations Millennium Development Goals for improved child and maternal health. To date, IFFIm has helped to fund the following Investment Cases:

Yellow Fever Stockpiles: GAVI supported the creation and maintenance of yellow fever vaccine stockpiles to ensure that vaccines are ready for deployment as soon as an outbreak is identified. The stockpiles also help to secure supply for routine programmes. IFFIm funds were used for both outbreak response and preventative campaigns.

Polio Eradication: GAVI supported intensified eradication activities that were implemented to interrupt wild and vaccine-derived poliovirus transmission. These activities included sustaining polio surveillance and laboratory activities, improving social mobilisation and enhancing technical assistance.

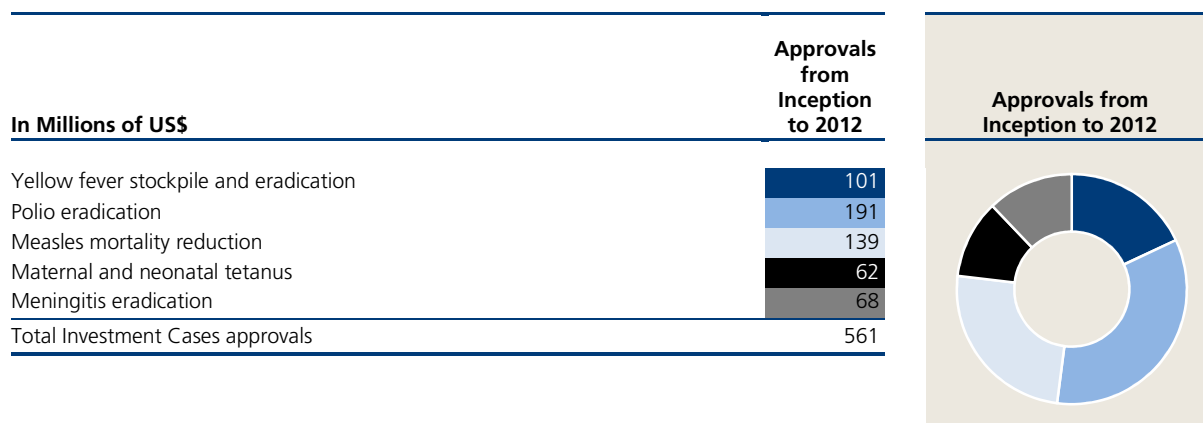
Measles Mortality Reduction: GAVI supported efforts to reduce the level of mortality from measles. Each year, measles kills nearly 200 thousand people globally, including many children under the age of five. The measles mortality reduction campaign is a partnership among several global health and development agencies to address this major childhood disease. Measles vaccination campaigns have become a channel for the delivery of other life-saving interventions, such as bed nets, de-worming medicine and vitamin supplements.

Maternal and Neonatal Tetanus: GAVI supported a campaign to eliminate maternal and neonatal tetanus. Maternal and neonatal tetanus continues to burden the most poorly served populations in the poorest countries of the world. The campaign was implemented to build on existing efforts to improve clean delivery practices and immunisation services in these populations.

Yellow Fever Continuation: In March 2009, GAVI, IFFIm and GFA boards approved funding for an extension and expansion of GAVI’s original yellow fever investment case described above. The additional funds allowed for increased and extended yellow fever vaccine coverage and also helped offset higher than expected vaccine prices.

Meningitis Eradication: GAVI supported efforts to eliminate meningococcal A meningitis epidemics in 25 African countries that were estimated to be home to approximately 95% of the world’s meningococcal meningitis burden. Meningococcal meningitis is a bacterial disease that mainly affects children and can result in death or permanent disability.

From its inception to 31 December 2012, IFFIm approved the following amounts for disbursement to help fund GAVI's Investment Cases:



Financial Overview

Overview of Assets and Liabilities

The following table summarises IFFIm's assets and liabilities as of 31 December 2012 and 2011:

In Millions of US\$	2012	2011	Change
Sovereign pledges	3,562	3,404	158
Funds held in trust	547	851	(304)
Other assets	1	1	-
Total assets	4,110	4,256	(146)
Bonds payable	1,959	2,573	(614)
Grants payable	707	417	290
Other liabilities	1,013	489	524
Total liabilities	3,679	3,479	200

Sovereign Pledges: IFFIm's asset base consists primarily of irrevocable and legally binding multi-year sovereign pledges from the Grantors. As of 31 December 2012, the Grantors were the Republic of France, the Republic of Italy, the State of the Netherlands, the Kingdom of Norway, the Republic of South Africa, the Kingdom of Spain, the Kingdom of Sweden, the United Kingdom and the Commonwealth of Australia. The amounts pledged by the Grantors, along with the pledge dates, are listed in Note 2 to the financial statements.

Each Grantor committed to provide scheduled grant payments to GFA, a United Kingdom charity. GFA then assigned, to IFFIm, the right to receive these grant payments. In turn, IFFIm agreed to review and, if it deems appropriate, approve vaccine procurement, immunisation and HSS programmes submitted by GFA. IFFIm has also agreed to raise funds for the programmes it approves.

During 2012, IFFIm's sovereign pledges increased by US\$ 158 million due to the following:

- **Fair Value Gains:** IFFIm recorded US\$ 410 million in fair value gains on sovereign pledges during 2012. These gains were primarily the result of lower interest rates that resulted in lower discount rates as of 31 December 2012 and, therefore, higher fair values of sovereign pledges. The gains were also attributed to a relatively weaker United States dollar in 2012 that resulted in higher fair values of IFFIm's foreign currency denominated sovereign pledges. IFFIm's methodology for fair valuing sovereign pledges is described in Notes 1 and 15 to the financial statements.
- **Receipts from Grantors:** The abovementioned fair value increases were partially offset by payments received from the Grantors totalling US\$ 252 million during 2012, bringing the net increase in sovereign pledges to US\$ 158 million. From inception through 31 December 2012, cumulative payments received from the Grantors totalled US\$ 1,046 million.

Funds Held in Trust and Investment Strategy: IFFIm's funds held in trust represent an investment portfolio denominated in United States dollars and managed by the World Bank. IFFIm has established liquidity and investment policies based on recommendations made by the World Bank.

The World Bank maintains a single, commingled investment portfolio (the "Pool") for IFFIm, certain trust funds and other entities administered by the World Bank, as well as assets held in trust for other World Bank Group institutions. The Pool's assets are maintained separate from the funds of the World Bank Group.

The Pool is divided into sub-portfolios to which allocations are made based on funding specific investment horizons, risk tolerances and other eligibility requirements set by the World Bank. Under IFFIm's investment strategy approved by the trustees, IFFIm's liquid assets are invested in high-grade fixed-income instruments with interest rate sensitivity matching that of the liabilities funding IFFIm's investment portfolio. IFFIm holds sufficient liquidity to satisfy investor expectations and rating agency requirements that a sufficient balance be available to meet interest and principal payments to debt holders while remaining in compliance with gearing ratio limits negotiated with the World Bank as counterparty on IFFIm's swap contracts. Consistent with these purposes, IFFIm keeps funds available for a one-year time horizon.

Funds held in trust decreased by US\$ 304 million during 2012. This was primarily because, as planned, bond redemptions of US\$ 761 million exceeded proceeds from new bond issuances and payments received from Grantors.

Bonds Payable: IFFIm has continued to raise funds on the global capital market. From its inception to 31 December 2012, IFFIm had raised US\$ 3.7 billion through bond issuances and had disbursed a total of US\$ 2.3 billion to GFA.

During 2012, IFFIm's bonds payable decreased by US\$ 614 million primarily due to the following:

- Bond Issuances and Redemptions: During 2012, bond redemptions exceeded proceeds from new bond issuances. The decrease in bonds payable, which resulted from the redemption of five bonds totalling US\$ 761 million, was partially offset by proceeds from four new bond issuances totalling US\$ 137 million.
- Fair Value Losses: All of IFFIm's borrowings are now denominated in currencies other than the United States dollar. As such, the fair value of these borrowings is highly sensitive to exchange rate movements. During 2012, IFFIm recorded value losses of US\$ 20 million on its borrowings.

Grants payable: Grants payable represent board approved commitments made by IFFIm to fund GAVI programmes. These commitments are evidenced in indicative funding confirmations, each of which are signed by IFFIm's trustees on behalf of the IFFIm board.

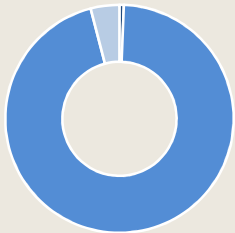
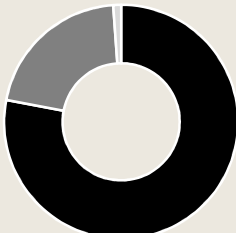
During 2012, IFFIm's grants payable balance increased by US\$ 290 million due to the following:

- New programme approvals: During 2012, the IFFIm board approved US\$ 390 million in programmes, comprised of US\$ 315 million for new and underused vaccine support and US\$ 75 million for health systems strengthening and other.
- Programme disbursements: The above new programme approvals were partially offset by programme disbursements to GFA during 2012 of US\$ 100 million.

Other Liabilities: IFFIm's other liabilities represent IFFIm's net liability position on interest rate and currency swap contracts. This liability increased from US\$ 489 million, as of 31 December 2011, to US\$1,013 million, as of 31 December 2012, primarily due to adverse interest rate and foreign currency rate fluctuations during 2012. IFFIm's hedging strategy is described in the *Hedging IFFIm's Market Risks* section of this report and IFFIm's net liability position is discussed further in Note 20 to the financial statements.

Overview of Income and Expenses

The following table summarises IFFIm's income and expenses for the years ended 31 December 2012 and 2011:

In Millions of US\$	2012	2011	Change	2012 Income	2012 Expenses
Contribution revenue	1	145	(144)		
Net fair value gains	147	46	101		
Investment income	6	8	(2)		
Total income	154	199	(45)		
Programme grants	390	200	190		
Financing costs	105	171	(66)		
Other expenses	5	5	-		
Total expenses	500	376	124		

Contribution Revenue: No new sovereign pledges were received during 2012. Contribution revenue for 2012 was comprised of US\$1 million of services donated to IFFIm by GAVI.

Net Fair Value Gains: As described above, IFFIm recorded significant fair value adjustments on its sovereign pledges and bonds payable. These adjustments were, however, hedged through currency and interest rate swaps. The *Hedging IFFIm's Market Risks* section below describes these hedges and summarises their impact on IFFIm income.

Investment Income: As described in the *Overview of Assets and Liabilities* section above, IFFIm's funds held in trust decreased by US\$ 304 million during 2012. As a result, IFFIm's average balance of funds held in trust was lower in 2012 than in 2011, which in turn resulted in the decrease of investment income earned.

Programme Grants: During 2012, GAVI continued to experience strong demand for vaccines and vaccine related support. To help fund this demand, GAVI requested a total of US\$ 390 million from IFFIm during the year. The *Programmes Funded by IFFIm* section above describes the various GAVI programmes that IFFIm has helped to fund.

Financing Costs: As described in the *Overview of Assets and Liabilities* section above, proceeds from four new bonds issued by IFFIm during 2012 were offset by the redemption of five bonds during 2012. As a result, outstanding bonds payable were reduced during 2012, which in turn resulted in lower interest expense incurred in 2012.

Other Expenses: IFFIm's other expenses are comprised primarily of treasury management fees billed by the World Bank, legal fees, audit fees, consulting fees and administrative support services donated to IFFIm by GAVI. As there were no significant changes in the nature of IFFIm operations, its other expenses remained flat at US\$ 5 million from 2011 to 2012.

It is IFFIm's policy that payments to suppliers of the abovementioned services are made in accordance with those terms and conditions agreed between IFFIm and its suppliers. Payments for services received are usually processed within 30 days upon receipt of invoices.

Risk Management

The major risks, to which IFFIm is exposed, as identified by the trustees, have been reviewed and systems or procedures have been established to manage these risks as required by the *Statement of Recommended Practice: Accounting and Reporting by Charities*, issued in March 2005.

IFFIm has two main areas of risk; programme risks and financial risks:

- **Managing Programme Risks:** Programme risks include: (1) the risk that implementing countries may misuse funds they receive from IFFIm, and (2) the performance risk that IFFIm funds may not be efficiently and effectively applied by implementing countries to meet GAVI's programme objectives.

The programme risk related to misuse of funds is addressed by financial and management controls, put in place at the World Bank and GAVI, which control the IFFIm funds disbursement process. The programme performance risk is mitigated through the GAVI programme monitoring process, which is a multi-step monitoring and evaluation process that includes an initial project assessment and approval, as well as annual monitoring reviews.

GAVI has identified cases of misuse of funds in seven IFFIm-eligible countries. The estimated total IFFIm funds misused in these countries since 2006 is US\$ 756 thousand, which is less than 0.04% of total funds disbursed by IFFIm during that period. GAVI has a zero-tolerance policy with respect to misuse of funds and is actively working to bring all these identified cases to resolution and recover the misused funds from the countries.

- **Managing Financial Risks:** IFFIm's activities expose it to three principal types of financial risk: (1) credit risk, (2) liquidity risk, and (3) market risk. IFFIm seeks to mitigate each of these risks based on a risk management strategy approved by its board.

IFFIm's market risk is comprised primarily of interest rate and foreign exchange rate risks. IFFIm mitigated these risks through the use of interest rate and currency swaps. Sovereign pledges were swapped into United States dollar floating rate assets and, at issuance, IFFIm's bonds payable were swapped into United States dollar floating rate liabilities. IFFIm's activities to hedge market risks are described further in the *Hedging IFFIm's Market Risks* section below.

IFFIm's credit rating was downgraded by Moody's Investor Service and Fitch Ratings in March 2013 and April 2013, respectively. These rating downgrades reflect increased IFFIm credit risk. The IFFIm board, working with the World Bank, has put in place measures to manage this increased risk. Note 20 to the financial statements includes further details of the rating agencies' downgrades of IFFIm and the measures put in place by the board to manage IFFIm's additional risk.

Notes 12, 13 and 14 to the financial statements describe IFFIm's financial risks and related risk management activities in more detail.

Credit Rating and Reserves Policy

IFFIm seeks to maintain an adequate level of liquidity to meet its operational requirements, provide predictability of programme funding and support its credit rating. Taking these factors into account, IFFIm maintains a minimum liquidity equivalent to its cumulative contracted debt service payments for the next twelve months. This minimum liquidity level is recalculated and reset on a quarterly basis. Based on factors such as the strength of its financial base, its conservative financial policies and the strong support of the Grantors, IFFIm's Global Debt Issuance Programme is rated AA+ by Fitch Ratings, Aa1 by Moody's Investor Service, and AA+ by Standard & Poor's Ratings Service ("S&P").

Hedging IFFIm's Market Risks

The majority of IFFIm sovereign pledges and bonds payable are denominated in currencies other than the United States dollar. Therefore, IFFIm is exposed to the risk of financial loss or unpredictable cash flows resulting from fluctuations in foreign exchange rates. Since all of IFFIm's programme expenses are incurred in United States dollars and predictability of funding is essential to GAVI's mission, IFFIm has entered into currency swap contracts with the World Bank to mitigate the aforementioned risks. Under these contracts, IFFIm has effectively swapped foreign currency receipts from Grantors and payments to bond holders with United States dollar receipts from, and payments to, the World Bank.

In addition to the abovementioned foreign exchange risks, IFFIm is also exposed to potential adverse changes in the value of its sovereign pledges and bonds payable resulting from fluctuation in interest rates. In order to mitigate this risk, IFFIm has entered into interest rate swap contracts with the World Bank. Under these contracts, IFFIm has effectively swapped sovereign pledges into dollar floating rate receivables from the World Bank and bonds payable into floating rate payables to the World Bank.

The following table shows how IFFIm's use of currency and interest rate swaps hedged against the significant impacts that changes in interest and foreign exchange rates would otherwise have had on IFFIm's income for the years ended 31 December 2012 and 2011:

In Millions of US\$	2012		2011	
	Pledges	Bonds	Pledges	Bonds
Interest and fair value adjustments before impact of swaps	410	(125)	290	38
Impact of currency and interest rate swaps	(356)	112	(420)	(35)
Net interest and fair value adjustments after impact of swaps	54	(13)	(130)	3
Interest expense on bonds before impact of swaps		104		166
Impact of bond swaps on interest expense		(95)		(160)
Net interest expense on bonds after impact of swaps		9		6

As of 31 December 2012, IFFIm was in net liability position of US\$ 1,013 million due to the World Bank on its currency and interest rate swaps contacts with the World Bank. This liability is described further in Notes 8, 13 and 20 to the financial statements.

Recent Developments

Effective 1 January 2013, the IFFIm board appointed three new members to three-year terms as directors of IFFIm. The three new directors are:

- **Cyrus Ardalan:** Mr Ardalan is a Vice Chairman of Barclays and Head of European Union and United Kingdom Public Policy and Government Relations. Previously, he held a number of senior positions at Barclays Capital, BNP Paribas, Chemical Bank and the World Bank. Mr Ardalan also serves as Chairman of the Board of the International Capital Markets Association (“ICMA”).
- **Christopher Egerton-Warburton:** Mr Egerton-Warburton is a partner with Lion’s Head Capital Partners, a London-based merchant bank that provides advisory, financial structuring, capital raising and asset management services. Previously, he spent 14 years at Goldman Sachs within the Debt Capital Markets group and was instrumental in the creation of IFFIm, working as the lead banker at its creation on behalf of the governments of France, Italy, Norway, Spain, South Africa, Sweden and the United Kingdom.
- **Marcus Fedder:** Mr Fedder has been involved with microfinance for the last five years, after spending more than 20 years in banking. Previously, he held senior positions at several financial institutions, including Toronto Dominion Bank, Canadian Imperial Bank of Commerce (“CIBC”), Deutsche Bank and the World Bank. Mr Fedder also served as Treasurer of the European Bank for Reconstruction and Development (“EBRD”).

On 5 March 2013, Moody’s Investors Service downgraded IFFIm from Aaa to Aa1 and is maintaining a negative outlook. Moody’s decision to downgrade IFFIm follows the recent downgrade by Moody’s of the United Kingdom, a donor to IFFIm, to Aa1 from Aaa. In its analysis of IFFIm’s rating, Moody’s considered IFFIm’s credit rating to be closely associated with the rating of the United Kingdom. The United Kingdom is IFFIm’s largest grantor, representing approximately half of the outstanding present value of IFFIm’s total grants. On 22 April 2013, Fitch Ratings lowered its rating for IFFIm to AA+ from AAA in connection with its decision to downgrade the United Kingdom’s sovereign credit rating. As of 14 June 2013, IFFIm was rated AA+ by Fitch Ratings, Aa1 with a negative outlook by Moody’s and AA+ with a negative outlook by Standard & Poor’s. As a result of these downgrades an agreement has been reached between the World Bank and IFFIm to apply an additional buffer to the existing gearing ratio limit to manage the exposure for the World Bank under the derivative transactions entered into between IFFIm and the World Bank. See Note 20 to the financial statements for further details.

In October 2012, the GFA board approved a restructuring of GFA and its removal from the IFFIm structure. Pursuant to this approved restructuring, and effective 8 February 2013, IFFIm, GFA, GAVI and the Grantors entered into the Second Deed of Novation, Amendment and Restatement, which removed GFA from the IFFIm structure. In March 2013, the GFA board approved the dissolution of GFA by way of a member’s voluntary liquidation. GFA was solvent at the time of this approval and shall remain solvent throughout the liquidation process, which is expected to be completed by 31 December 2013. The removal and liquidation of GFA will streamline IFFIm and GAVI operations and is expected to save over US\$ 1 million in governance costs per year.

Future Plans

IFFIm has proven very successful in helping to align Grantors’ pledges with demand for vaccines and immunisation related services. The multi-year nature of current sovereign pledges has also helped to facilitate long-term planning by Grantors, GAVI and implementing countries. The trustees believe that IFFIm can, and should, continue to contribute significantly to GAVI’s mission. To this end, and in collaboration with GAVI and the World Bank, the trustees are currently executing the following strategies for the future:

- **IFFIm Expansion:** A case can be made for approaching new donors to make multi-year pledges to IFFIm in support of GAVI’s strategy. IFFIm could then utilise these new multi-year pledges to provide predictable and flexible funding to GAVI.
- **IFFIm Extension:** Grantors may be willing to expand or extend the terms of their existing pledges by adding payments to these pledges.

Declarations by IFFIm’s Directors

In accordance with section 418 of the Companies Act 2006, each person who is a director of IFFIm at the date of approval of this report confirms that:

- so far as he or she is aware, there is no relevant audit information of which IFFIm's auditors are unaware, and
- he or she has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that IFFIm's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with section 418 of the Companies Act 2006.

So far as each of the trustees is aware, applicable accounting standards have been followed.

Independent Auditors

KPMG LLP was appointed as IFFIm's independent auditor for the financial years ended 31 December 2012 and 2011.

This report has been prepared in accordance with the *Statement of Recommended Practice: Accounting and Reporting by Charities*, issued in March 2005, and in accordance with the provisions of the Companies Act 2006.

Approved by the trustees and signed on their behalf by:

/s/ Sean Carney

Sean Carney
IFFIm Audit Committee Chair
14 June 2013

IFFIm Financial Statements

Statements of Income and Expenditures

In Thousands of US\$	Note	Year Ended 31 December 2012 Restricted Funds	Year Ended 31 December 2011 Restricted Funds
<u>Turnover</u>			
Contribution revenue	2	-	144,137
<u>Operating expenses</u>			
Programme grants to GFA	4	390,000	200,000
Treasury manager's fees	4	2,377	2,569
Governance costs	4	2,997	2,749
Total operating expenses		395,374	205,318
<u>Other operating income</u>			
Donated services	2	974	820
Operating loss		(394,400)	(60,361)
<u>Financing and investment income (expenses)</u>			
<u>Financing income (expenses) on bonds and bond swaps:</u>			
Net fair value gains on bonds and bond swaps	5	91,984	174,027
Interest expense on bonds	5	(103,947)	(166,399)
Net financing (expenses) income on bonds and bond swaps		(11,963)	7,628
<u>Other financing income (expenses):</u>			
Net fair value gains (losses) on pledges and pledge swaps	5	54,084	(130,291)
Other foreign exchange gains	5	440	1,068
Other financing charges		(629)	(4,209)
Net other financing income (expenses)		53,895	(133,432)
<u>Investment income:</u>			
Investment and interest income	3	6,282	8,046
Fair value gain on interest rate overlay swap	5	-	1,437
Total financing and investment income (expenses)		48,214	(116,321)
Deficit for the year		(346,186)	(176,682)

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

Statements of Financial Activities

In Thousands of US\$	Note	Year Ended 31 December 2012 Restricted Funds	Year Ended 31 December 2011 Restricted Funds
<u>Incoming resources from generated funds</u>			
<u>Voluntary income:</u>			
Contribution revenue	2	-	144,137
Donated services	2	974	820
Total voluntary income		974	144,957
Investment and interest income	3	6,282	8,046
Total incoming resources from generated funds		7,256	153,003
<u>Resources expended</u>			
<u>Cost of generating funds:</u>			
Treasury manager's fee	4	2,377	2,569
Financing charges	4	104,576	170,608
Total cost of generating funds		106,953	173,177
Charitable activities	4	390,000	200,000
Governance costs	4	2,997	2,749
Total resources expended		499,950	375,926
Net resources expended		(492,694)	(222,923)
Net fair value gains on pledges, bonds and swaps	5	146,508	46,241
Net change in funds		(346,186)	(176,682)
Total funds as of the beginning of the year		776,493	953,175
Total funds as of the end of the year		430,307	776,493

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

All incoming resources and resources expended derive from continuing operations and there are no gains or losses other than those included in this statement.

Balance Sheets

In Thousands of US\$	Note	As of 31 December 2012	As of 31 December 2011
<u>Noncurrent assets</u>			
Sovereign pledges due after more than one year	6	3,327,061	3,192,651
Derivative financial instruments due after more than one year	8	115,704	97,329
<u>Current assets</u>			
Sovereign pledges due within one year	6	235,081	211,286
Derivative financial instruments due within one year	8	17,535	171,778
Prepayments		337	272
<u>Cash and funds held in trust:</u>			
Cash		549	692
Funds held in trust	7	546,648	850,958
Total cash and funds held in trust		547,197	851,650
Total current assets		800,150	1,234,986
<u>Current liabilities</u>			
Creditors falling due within one year	9	420,567	766,565
Derivative financial instruments due within one year	8	24,518	2,023
Grants payable to GFA within one year		200,000	417,064
Total current liabilities		645,085	1,185,652
Net current assets		155,065	49,334
Total assets less current liabilities		3,597,830	3,339,314
Creditors falling due after more than one year	10	1,539,149	1,809,050
Derivative financial instruments due after more than one year	8	1,121,310	753,771
Grants payable to GFA after more than one year		507,064	-
Net assets		430,307	776,493
Restricted funds		430,307	776,493

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

Approved by the trustees and signed on their behalf by:

/s/ Sean Carney

Sean Carney
IFFIm Audit Committee Chair
14 June 2013

Statements of Cash Flows

In Thousands of US\$	Note	Year Ended 31 December 2012 Restricted Funds	Year Ended 31 December 2011 Restricted Funds
Net cash outflows from operating activities		427,910	68,784
<u>Returns on investments and servicing of financing</u>			
Investment and interest income received	3	6,282	8,046
Interest paid on bonds		(114,400)	(170,743)
<u>Management of liquid resources</u>			
Decrease in funds held in trust	16	304,310	714,344
Net cash outflows before financing activities		196,192	551,647
<u>Cash inflows (outflows) from financing activities</u>			
Proceeds from bond issuances	16	136,734	377,819
Redemption of bonds	16	(760,979)	(1,000,000)
Net change in cash		(143)	(1,750)
Cash as of the beginning of the year		692	2,442
Cash as of the end of the year		549	692

Reconciliation of net change in funds to net cash outflows from operating activities:

In Thousands of US\$	2012	2011
Net change in funds	(346,186)	(176,682)
Investment and interest income	(6,282)	(8,046)
Bond interest expense	103,947	166,399
Fair value gains on sovereign pledges	(409,722)	(289,831)
Fair value losses (gains) on bonds	20,323	(208,570)
Initial fair value of pledges	-	(144,137)
Payments received from donors	251,517	201,610
(Increase) decrease in prepayments	(65)	152
Decrease in derivative financial instruments	525,902	627,157
(Decrease) increase in trade creditors and amounts due to related parties	(421)	390
(Decrease) increase in advances received on pledges	(1,103)	342
Increase (decrease) in grants payable to GFA	290,000	(100,000)
Net cash outflows from operating activities	427,910	68,784

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

Notes to the Annual Financial Statements

1. Significant Accounting Policies

The principal accounting policies of the International Finance Facility for Immunisation Company (“IFFIm”) are summarised below. These accounting policies were consistently applied from prior years. IFFIm’s financial statements have been prepared on a going concern basis and approved by its trustees in accordance with applicable law and United Kingdom Accounting Standards. Following discussions and agreement with the World Bank, also described in Note 20, the trustees do not foresee the World Bank calling collateral which would cause IFFIm to be unable to meet its required financial obligations and, therefore, the trustees concluded that the going concern basis of accounting is appropriate because there are no material uncertainties related to events or conditions that may cast significant doubt about IFFIm’s ability to continue as a going concern.

Basis of Accounting: The financial statements are prepared:

- on the accruals basis of accounting, under the historical cost convention, with the exception of sovereign pledges, funds held in trust, derivative financial instruments, bonds payable and grants payable, which are included at fair value,
- in accordance with the Statement of Recommended Practice: Accounting and Reporting by Charities, issued in March 2005, applicable United Kingdom Accounting Standards and the Companies Act 2006,
- in accordance with FRS26 Financial Instruments: Recognition and Measurement, sovereign pledges, funds held in trust, derivative financial instruments, bonds payable and grants payable are measured at fair value with changes in fair value recognised in the income statement. These assets and liabilities are recorded at fair value based on the methodologies described in Note 15.

Contribution Revenue: Voluntary income received by way of contributions and grants that are for a defined portfolio of programme implementing countries or specified purposes is recognised as revenue in the restricted net asset class when there is a contractual obligation, certainty of receipt and when it can be reliably measured. Contributions and grants are reported as contribution revenue at fair value in the year in which payments are received or unconditional promises to give or pledges are made. See Notes 2 and 6 for more details on revenue calculation and recognition of pledges.

Donated Services: Donated services are included at the value to IFFIm of the service provided.

Charitable Activities: Charitable expenses comprise the direct costs of immunisation, vaccine procurement and health systems strengthening (“HSS”) grants by IFFIm. They are recognised as expenses in the Statements of Financial Activities when indicative funding confirmations to the GAVI Fund Affiliate (“GFA”) have been signed by any trustee on behalf of IFFIm’s board.

Governance Costs: Governance costs include the expenditure associated with meeting the constitutional and statutory requirements of IFFIm and include audit fees, legal fees as well as the costs of providing strategic direction to IFFIm.

Costs of Generating Funds: Any costs of securing the sovereign pledges that are borne by IFFIm are expensed through its Statements of Financial Activities in the periods in which they are incurred. IFFIm is allocated a percentage of the fundraising costs with the assignment of the pledges from GFA to IFFIm. Consequently, IFFIm’s costs of generating funds comprise the treasurer manager’s fees for managing IFFIm’s funds held in trust that generate its investment income and for managing IFFIm’s borrowings that generate the funds that IFFIm grants to GFA for immunisation, vaccine procurement and HSS programmes of the GAVI Alliance (“GAVI”).

The bond issuance costs are presented as finance charges in the Statements of Financial Activities.

Interest Income and Expense: Investment and interest income is recognised during the period in which it is earned. Interest expense is recognised during the period in which it is incurred.

Sovereign Pledges: Sovereign pledges are recognised as contribution revenue and as receivables upon assignment of donor contributions to IFFIm by GFA. Sovereign pledges are initially recognised at fair value then subsequently remeasured at fair value as of each reporting date. Gains and losses due to changes in fair market values are reported in fair value gains (losses) in the Statements of Financial Activities. Contribution amounts received from donors

depend on a Grant Payment Condition (“GPC”) which allows the donors to reduce such amounts. See Note 15 for details of the GPC.

Funds Held in Trust: IFFIm’s share in the pooled investment portfolio is measured at fair value on initial recognition, and then subsequently remeasured at fair value at the reporting date in accordance with FRS 26 Financial Instruments: Measurements and FRS 29 Financial Instruments: Disclosure. Gains or losses due to changes in fair market values are reported in fair value gains (losses) in the Statements of Financial Activities. See Notes 7 and 15 for further details.

Cash: Cash consists of cash at depository bank accounts. Cash does not include IFFIm’s pooled investment portfolio, which is presented separately as funds held in trust in the Balance Sheets.

Derivative Financial Instruments: IFFIm uses derivatives to manage its assets and liabilities. Derivative financial instruments are accounted for at fair value. Changes in the fair values of derivatives are recognised as changes in restricted net assets in the periods of the changes and reported in fair value gains (losses) in the Statements of Financial Activities.

In applying FRS 26 Financial Instruments: Measurements, IFFIm has elected not to apply hedge accounting.

IFFIm has both: (1) a master netting agreement with the International Bank for Reconstruction and Development (the “World Bank”) that legally provides for net settlement of receivables and payables on IFFIm’s currency and interest rate swaps, and (2) the intention to settle such receivables and payables on a net basis. As such, IFFIm offsets derivative assets against derivative liabilities and presents the net amounts in the Balance Sheets.

Bonds Payable: Bonds payable are recognised at fair value at the time of issuance and subsequently remeasured at fair value at each reporting date. Bonds payable have been elected to be fair valued as IFFIm manages all its assets and liabilities on a fair value basis. The bond issuance costs are written off in the year of issue and are reported in other resources expended as finance charges in the Statements of Financial Activities. Gains or losses due to changes in fair market values are reported in fair value gains (losses) in the Statements of Financial Activities.

As IFFIm’s bonds payable are measured at fair value with changes in fair value recognised in the income statement, bond issuance costs are expensed as incurred.

Grants Payable: Grants payable are recognised at fair value when an indicative funding confirmation to GFA has been signed by one of IFFIm’s trustees on behalf of the IFFIm’s board. They are subsequently remeasured at fair value at each reporting date. Gains or losses due to changes in fair market values are reported in fair value gains (losses) in the Statements of Financial Activities.

Funds: Funds, revenues, gains and losses are classified based on the existence of grantor-imposed restrictions. IFFIm receives its funding from grantors or by raising funds by borrowing in worldwide capital markets. Proceeds are used to fund programmes for a defined portfolio of eligible countries or specified purposes. Therefore all funds are treated as restricted funds. See Note 15 for IFFIm’s defined portfolio of eligible countries.

Foreign Currency Remeasurement: The financial statements are presented in United States dollars which is IFFIm’s functional and reporting currency. All financial assets are monetary assets. As such, foreign currency transactions are translated into the functional currency using the exchange rates in effect on the dates on which they occur. Exchange gains and losses arising on settled transactions are included in other incoming funds in the Statements of Financial Activities. Gains and losses on the translation of foreign currency denominated assets and liabilities at year end exchange rates are included in fair value gains (losses) in the Statements of Financial Activities.

Use of Estimates: The preparation of the annual financial statements in conformity with United Kingdom accounting standards requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of the revenues and expenses during the year. Actual results could differ from these estimates.

Significant estimates are used in determining the fair values of IFFIm’s sovereign pledges receivable, bonds payable and derivative financial instruments. The natures of these significant estimates are described in Note 15.

2. Contribution Revenue

Contribution Revenue: Several governments (the “Grantors”) have entered into legally binding obligations to make scheduled grant payments to GFA over periods of up to 20 years. GFA has assigned the right to receive these grant payments to IFFIm in consideration for IFFIm’s agreement to assess for approval immunisation, vaccine procurement

and HSS programmes presented to IFFIm by GFA, and to use its reasonable endeavours to raise funds for such programmes if approved.

The details of the grant obligations entered into by the Grantors are as follows:

Grantor	Grant Date	Payment Period	Grant Amount, in Thousands	
Commonwealth of Australia	28 March 2011	19 years	A\$	250,000
Republic of France ¹	2 October 2006	15 years	€	372,800
Republic of France ²	7 December 2007	19 years	€	867,160
Republic of Italy	2 October 2006	20 years	€	473,450
Republic of Italy	14 November 2011	14 years	€	25,500
State of the Netherlands	18 December 2009	7 years	€	80,000
Kingdom of Norway	2 October 2006	5 years	US\$	27,000
Kingdom of Norway	31 August 2010	10 years	Nkr	1,500,000
Republic of South Africa	13 March 2007	20 years	US\$	20,000
Kingdom of Spain	2 October 2006	20 years	€	189,500
Kingdom of Sweden	2 October 2006	15 years	Skr	276,150
United Kingdom	2 October 2006	20 years	£	1,380,000
United Kingdom	5 August 2010	19 years	£	250,000

¹ Acting through Agence Française de Développement.

² Acting through the Ministry of Economy, Industry and Employment.

Contribution revenue recognised was comprised of:

In Thousands of US\$	2012	2011
Initial fair value of pledge received from the Commonwealth of Australia	-	124,303
Initial fair value of pledge received from the Republic of Italy	-	19,834
Total contribution revenue	-	144,137

Donated Services: IFFIm received donated administrative services from GAVI in 2012 and 2011. The services donated by GAVI were valued by using a comprehensive cost allocation model to calculate a single administrative support amount.

The following donated services were recorded as both income and expense and valued at an amount equal to the cost incurred by GAVI:

In Thousands of US\$	2012	2011
Administrative support	974	820
Total donated services	974	820

3. Investment and Interest Income

In Thousands of US\$	2012	2011
Income from funds held in trust	6,268	8,040
Bank account interest	14	6
Total investment and interest income	6,282	8,046

4. Total Resources Expended

In Thousands of US\$	2012	2011
<u>Cost of generating funds</u>		
<u>Treasury manager's fees:</u>		
Financial operations management	2,377	2,569
<u>Finance charges:</u>		
Bond interest expense	103,947	166,399
Other financing charges	629	4,209
Total finance charges	104,576	170,608
Total cost of generating funds	106,953	173,177
<u>Charitable activities</u>		
<u>Country-specific programmes:</u>		
New and underused vaccines	315,000	175,000
Health systems strengthening and immunisation services	75,000	25,000
Total charitable activities	390,000	200,000
<u>Governance costs</u>		
<u>Professional services:</u>		
Consultancy fees	411	590
GAVI administrative support fee	974	820
Legal fees	695	450
<u>Auditor's remuneration:</u>		
Statutory audit	135	137
Audit related assurance services	157	165
Tax compliance services	14	20
Other assurance services	14	13
<u>Other governance costs:</u>		
Trustees' indemnity insurance premiums	473	470
Trustees' meeting and travel expenses	124	84
Total governance costs	2,997	2,749

Administrative and Financial Management Support: Pursuant to the Finance Framework Agreement entered into among IFFIm, the Grantors, the World Bank, GAVI and GFA, IFFIm has no employees. IFFIm outsources all administrative support to GAVI, and outsources its treasury function, together with certain accounting and financial reporting support, to the World Bank.

Trustees' Expenses: IFFIm's trustees are not remunerated. They are, however, reimbursed for expenses they incur in attending meetings and performing other functions directly related to their duties as trustees. IFFIm also incurs professional indemnity insurance premium expenses for the trustees. IFFIm had five trustees as of 31 December 2012.

5. Fair Value Gains and Losses

In Thousands of US\$	2012	2011
<u>Fair value (losses) gains on bonds</u>		
Fair value (losses) gains on bonds	(20,323)	208,570
Net fair value gains (losses) on bond swaps	112,307	(34,543)
Interest expense on bonds	(103,947)	(166,399)
Net fair value (losses) gains on bonds and bond swaps	(11,963)	7,628
<u>Fair value gains (losses) on pledges and pledge swaps</u>		
Fair value gains on sovereign pledges	409,722	289,831
Net fair value losses on pledge swaps	(355,638)	(420,122)
Net fair value gains (losses) on pledges and pledge swaps	54,084	(130,291)
Fair value gain on interest rate overlay swap	-	1,437
Other foreign exchange gains	440	1,068
Net fair value gains (losses) on pledges, bonds and swaps	42,561	(120,158)

6. Sovereign Pledges

IFFIm's sovereign pledges represent grants from the Grantors. These legally binding payment obligations are irrevocable by the Grantors and are paid in several instalments according to predetermined fixed payment schedules.

The total amounts paid by the Grantors to IFFIm are impacted by the GPC. See Note 15 for further details.

Sovereign pledges, like contribution revenue, are recognised upon assignment of the Grantor contributions to IFFIm by GFA. Fair value adjustments due to changes in interest rates, the GPC, discounting and exchange rates are recognised from inception until year end.

Sovereign pledges were comprised of:

In Thousands of US\$	2012	2011
Balance as of the beginning of the year	3,403,937	3,171,579
Initial fair value of pledges	-	144,137
Payments received from donors	(251,517)	(201,610)
Fair value gains	409,722	289,831
Balance as of the end of the year	3,562,142	3,403,937
Sovereign pledges due within one year	235,081	211,286
Sovereign pledges due after more than one year	3,327,061	3,192,651
Total sovereign pledges	3,562,142	3,403,937

Note 8 provides details on fair value gains from interest rate and currency swaps that were recognised related to the sovereign pledges due.

7. Funds Held in Trust

Funds held in trust represent cash, money market instruments, government and agency obligations, asset-backed securities and corporate securities (together "Liquid Assets") that are managed by the World Bank. The World Bank maintains a single investment portfolio (the "Pool") for IFFIm, GFA and other trust funds it administers. The World Bank maintains the Pool's assets separate and apart from the funds owned by the World Bank Group.

The Pool is divided into sub-portfolios to which allocations were made based on fund specific investment horizons, risk tolerances and other eligibility requirements set by the World Bank. Under an investment strategy approved by IFFIm's trustees, IFFIm's Liquid Assets were invested in high-grade fixed-income instruments with interest rate sensitivity matching that of the liabilities funding the portfolio.

In Thousands of US\$	2012	2011
IFFIm's share in the Pool's fair value	546,648	850,958

The Pool's fair value is based on market quotations. Gains, losses and investment income are recognised in the period in which they occurred and are allocated to IFFIm on a daily basis. These net gains totalled US\$ 6.3 million and US\$ 8 million for the years ended 31 December 2012 and 2011, respectively, and were reported as investment income in the Statements of Financial Activities.

8. Derivative Financial Instruments

IFFIm entered into interest rate and currency swaps that economically hedged certain risks as discussed below.

For financial reporting purposes, IFFIm elected not to define any qualifying hedge relationships as defined by FRS 26 Financial Instruments: Measurements. All derivatives were valued at fair value recognising the resulting gains and losses in the Statements of Financial Activities during the period in which they occur. Net gains on derivatives were recognised as changes in restricted net assets.

The World Bank, as IFFIm's treasury manager, executed a comprehensive swap programme to lock in the total present value of pledges. The locked-in values of the pledges were determined: (1) using the market exchange and interest rates at the time the swap contracts were written, (2) considering the different payment profiles in different grant currencies and, (3) assuming that the reduction amounts due to the GPC will remain at the levels they were as of the time the swap contracts were written, (4) assuming no Grantor defaults.

At issuance, IFFIm's fixed rate bond obligations have been swapped simultaneously on a back-to-back basis into United States dollar 3-month LIBOR, floating-rate liabilities.

As described in Note 13, IFFIm maintains a minimum liquidity equivalent to its cumulative contracted debt service payments for the next twelve months.

The notional amounts and fair values of the interest rate and currency swaps were:

In Thousands of US\$	31 December 2012		31 December 2011	
	Notional Amount	Fair Value	Notional Amount	Fair Value
Currency and interest rate swaps receivable related to sovereign pledges	24,424	280	76,629	2,232
Currency and interest rate swaps receivable related to bonds payable	2,781,969	132,959	3,425,309	266,875
Total currency and interest rate swaps receivable		133,239		269,107
Currency and interest rate swaps payable related to sovereign pledges	4,651,542	(1,050,191)	4,685,100	(713,032)
Currency and interest rate swaps payable related to bonds payable	978,180	(95,637)	1,227,671	(42,762)
Total currency and interest rate swaps payable		(1,145,828)		(755,794)
Total fair value of interest rate and currency swaps		(1,012,589)		(486,687)

The World Bank is counterparty on all of IFFIm's currency and interest rate swap contracts and, therefore, the above US\$ 1,013 million net liability on swaps is due to the World Bank.

9. Creditors Falling Due within One Year

In Thousands of US\$	2012	2011
Bonds payable falling due within one year	419,890	764,364
Trade creditors	484	732
Amounts due to GAVI	193	366
Advances received on pledges	-	1,103
Total creditors falling due within one year	420,567	766,565

10. Creditors Falling Due after More than One Year

Creditors falling due after more than one year are comprised of bonds payable. IFFIm issues bonds on worldwide capital markets to meet IFFIm's primary objective of funding GAVI's immunisation, vaccine procurement and HSS programmes. IFFIm's outstanding bonds payable were:

Issue Date	Maturity Date	Coupon Interest Rate	Nominal Amount, in Thousands	Fair Value as of 31 December 2012, in Thousands of US\$	Fair Value as of 31 December 2011, in Thousands of US\$
19 February 2009	21 February 2012	2.60%	A\$ 45,000	-	46,085
19 February 2009	21 February 2012	2.65%	NZ\$ 179,000	-	139,733
19 February 2009	21 February 2012	6.26%	R 3,170,000	-	400,654
15 May 2009	15 May 2014	3.38%	£ 250,000	428,995	414,620
15 May 2009	13 June 2014	0.00%	£ 16,227	30,287	28,329
27 May 2009	25 May 2012	3.51%	A\$ 50,000	-	50,929
27 May 2009	25 May 2012	1.00%	US\$ 105,000	-	105,360
24 June 2009	24 June 2013	4.36%	A\$ 70,592	73,763	72,179
24 June 2009	24 June 2013	6.85%	R 239,000	28,375	30,026
24 June 2009	24 June 2024	0.50%	R 800,000	46,947	40,226
23 March 2010	27 March 2013	7.15%	R 2,500,000	301,312	319,671
28 June 2010	27 June 2014	4.77%	A\$ 17,200	18,323	17,755
28 June 2010	27 June 2014	8.30%	R\$ 103,300	51,977	57,167
28 June 2010	29 June 2020	0.50%	R 430,000	33,865	30,762
15 October 2010	15 October 2015	5.50%	A\$ 35,000	38,861	37,288
8 December 2010	8 December 2015	5.75%	A\$ 400,000	445,115	427,537
30 March 2011	24 March 2014	7.81%	R\$ 371,100	188,399	206,332
28 September 2011	26 September 2014	6.00%	R\$ 105,000	51,192	55,273
29 September 2011	30 September 2015	3.40%	A\$ 12,000	12,611	11,892
29 September 2011	29 September 2016	6.10%	R 650,000	79,647	81,596
28 June 2012	29 June 2015	4.21%	R 471,000	54,204	-
28 June 2012	28 December 2016	3.15%	A\$ 11,500	11,785	-
28 June 2012	29 June 2027	0.50%	R 520,000	24,207	-
30 July 2012	24 July 2017	3.10%	A\$ 38,000	39,174	-
Total bonds payable				1,959,039	2,573,414
Due within one year				(419,890)	(764,364)
Due after more than one year				1,539,149	1,809,050

11. Movement of Funds

In Thousands of US\$	As of 31 December 2011	Incoming Resources	Resources Expended	As of 31 December 2012
Sovereign pledges assigned from GFA	3,439,385	-	(2,023)	3,437,362
Investment and interest income	57,946	6,282	-	64,228
Other gains (losses) and other income (expenses)	(128,090)	146,508	(106,953)	(88,535)
<u>Donated services:</u>				
Administrative support	-	974	(974)	-
<u>Programme funding to GFA:</u>				
Country-specific programmes	(1,851,058)	-	(390,000)	(2,241,058)
Yellow fever stockpile investment case	(57,140)	-	-	(57,140)
Polio eradication investment case	(191,280)	-	-	(191,280)
Measles mortality reduction investment case	(139,000)	-	-	(139,000)
Maternal and neonatal tetanus investment case	(61,620)	-	-	(61,620)
Pentavalent payment guarantee	(181,050)	-	-	(181,050)
Yellow fever continuation investment case	(43,881)	-	-	(43,881)
Meningitis eradication investment case	(67,719)	-	-	(67,719)
Total restricted funds	776,493	153,764	(499,950)	430,307

In Thousands of US\$	As of 31 December 2010	Incoming Resources	Resources Expended	As of 31 December 2011
Sovereign pledges assigned from GFA	3,297,177	144,137	(1,929)	3,439,385
Investment and interest income	49,900	8,046	-	57,946
Other gains (losses) and other income (expenses)	(1,154)	46,241	(173,177)	(128,090)
<u>Donated services:</u>				
Administrative support	-	820	(820)	-
<u>Programme funding to GFA:</u>				
Country-specific programmes	(1,651,058)	-	(200,000)	(1,851,058)
Yellow fever stockpile investment case	(57,140)	-	-	(57,140)
Polio eradication investment case	(191,280)	-	-	(191,280)
Measles mortality reduction investment case	(139,000)	-	-	(139,000)
Maternal and neonatal tetanus investment case	(61,620)	-	-	(61,620)
Pentavalent payment guarantee	(181,050)	-	-	(181,050)
Yellow fever continuation investment case	(43,881)	-	-	(43,881)
Meningitis eradication investment case	(67,719)	-	-	(67,719)
Total restricted funds	953,175	199,244	(375,926)	776,493

12. Credit Risk

Credit risk is the risk that IFFIm may suffer financial loss should the Grantors, market counterparties or implementing countries fail to fulfil their contractual obligations. The carrying amounts of financial assets represent IFFIm's maximum credit exposures. These maximum exposures were:

In Thousands of US\$	2012	2011
Sovereign pledges	3,562,142	3,403,937
Cash, investments and derivatives	(465,392)	364,963
Total credit exposure	3,096,750	3,768,900

Credit Risk Related to Sovereign Pledges: IFFIm was exposed to Grantor credit risk on pledges from highly rated governments. This exposure is detailed by Grantor in Note 2 above. The Grantors were rated between BBB- and AAA as of 31 December 2012.

The Grantors' credit ratings as of 31 December 2012 and 2011, as determined by Standard and Poor's Ratings Service ("S&P"), were:

Grantor	2012	2011
Commonwealth of Australia	AAA	AAA
Republic of France	AA+	AAA
Republic of Italy	BBB+	A
State of the Netherlands	AAA	AAA
Kingdom of Norway	AAA	AAA
Republic of South Africa	BBB	BBB+
Kingdom of Spain	BBB-	AA-
Kingdom of Sweden	AAA	AAA
United Kingdom	AAA	AAA

IFFIm was also indirectly exposed to implementing country credit risk embodied in the GPC. IFFIm took this risk into account when determining the fair value of sovereign pledges. See Note 15 for details.

Credit Risk Related to Cash, Investments and Derivatives: The World Bank, an AAA credit-rated institution, managed IFFIm's credit risk related to cash, investments and derivatives. The World Bank managed the risk on derivative contracts by serving as the counterparty for all IFFIm's swaps.

To manage credit risk related to investments, the World Bank invests in highly rated Liquid Assets. The World Bank was limited to investments with the following minimum credit ratings:

- Investments in money market instruments were limited to instruments issued or guaranteed by financial institutions whose senior debt securities were rated at least A- by the major rating agencies.
- Investments in government and agency obligations were limited to obligations issued or unconditionally guaranteed by government agencies rated at least AA- by the major rating agencies if denominated in a currency other than the issuers' home currencies. Obligations denominated in issuers' home currencies required no rating. Obligations issued by an agency or instrumentality of a government, a multilateral organisation or any other official entity required a minimum credit rating of AA-.
- Investments in asset-backed securities and corporate securities were limited to securities with a minimum rating of AAA.

IFFIm's investments in money market instruments, government and agency obligations, asset-backed securities and corporate securities had the following credit ratings:

In Thousands of US\$	2012	2011
Instruments and securities rated AAA	255,053	485,363
Instruments and securities rated AA+	91,998	57,720
Instruments and securities rated AA	9,020	2,976
Instruments and securities rated AA-	136,084	244,824
Instruments and securities rated A+	23,600	59,717
Instruments and securities rated A	13,981	358
Instruments and securities rated BBB+	16,912	-
Total funds held in trust	546,648	850,958

13. Liquidity Risk

Liquidity risk is the risk that IFFIm may be unable to meet its obligations, when they fall due, as a result of a sudden, and potentially protracted, increase in cash outflows. Under its liquidity policy, IFFIm seeks to maintain an adequate level of liquidity to meet its operational requirements, provide predictability of programme funding and support its credit rating. Taking these factors into account, IFFIm maintains a minimum liquidity equivalent to its cumulative contracted debt service payments for the next twelve months. This minimum liquidity level is recalculated and reset on a quarterly basis. As of 31 December 2012, the calculated minimum liquidity was US\$ 419 million and the value

of IFFIm's Liquid Assets was US\$ 547 million. As of 31 December 2011, the calculated minimum liquidity was US\$ 595 million and the value of IFFIm's Liquid Assets was US\$ 852 million.

Based on factors such as the strength of its financial base, its conservative financial policies and the strong support of the Grantors, IFFIm's Global Debt Issuance Programme is rated AA+ by S&P and Fitch Ratings, and Aa1 by Moody's Investor Service.

Also, from time to time, IFFIm's trustees set a limit on IFFIm's gearing ratio. The gearing ratio is calculated using IFFIm's net financial liabilities as a percentage of the net present value of pledges due from the Grantors, after the impact of amounts due on swaps held.

The following were the contractual undiscounted maturities of IFFIm's financial liabilities, including estimated interest payments:

As of 31 December 2012, in Thousands of US\$	Total Cash Outflows	Due in Less than One Year	Due in 2014	Due in 2015	Due from 2016 through 2030
Bonds payable	(2,158,668)	(480,247)	(774,386)	(553,791)	(350,244)
Grants payable to GFA	(707,064)	(200,000)	(507,064)	-	-
Derivative financial liabilities	(1,252,686)	(42,657)	(113,304)	(52,888)	(1,043,837)
Total undiscounted maturities	(4,118,418)	(722,904)	(1,394,754)	(606,679)	(1,394,081)

As of 31 December 2011, in Thousands of US\$	Total Cash Outflows	Due in Less than One Year	Due in 2013	Due in 2014	Due from 2015 through 2029
Bonds payable	(2,816,497)	(842,610)	(490,350)	(754,881)	(728,656)
Grants payable to GFA	(417,064)	(417,064)	-	-	-
Derivative financial liabilities	(954,402)	(12,171)	(19,096)	(97,249)	(825,886)
Total undiscounted maturities	(4,187,963)	(1,271,845)	(509,446)	(852,130)	(1,554,542)

The trustees expect that IFFIm will receive cash inflows over the lives of its derivative financial assets. The following are the expected undiscounted inflows from derivative financial assets and the expected undiscounted net cash flows from all of IFFIm's derivative financial instruments:

As of 31 December 2012, in Thousands of US\$	Total Cash Inflows (Outflows)	Due in Less than One Year	Due in 2014	Due in 2015	Due from 2016 through 2030
Derivative financial assets	283,274	90,739	88,007	58,715	45,813
Derivative financial liabilities	(1,252,686)	(42,657)	(113,304)	(52,888)	(1,043,837)
Net cash inflows (outflows)	(969,412)	48,082	(25,297)	5,827	(998,024)

As of 31 December 2011, in Thousands of US\$	Total Cash Inflows (Outflows)	Due in Less than One Year	Due in 2013	Due in 2014	Due from 2015 through 2029
Derivative financial assets	474,050	264,519	79,745	57,977	71,809
Derivative financial liabilities	(954,402)	(12,171)	(19,096)	(97,249)	(825,886)
Net cash inflows (outflows)	(480,352)	252,348	60,649	(39,272)	(754,077)

The trustees do not expect that the cash flows included in the above maturity analyses could occur significantly earlier, or at significantly different amounts.

14. Market Risk

Market risk is the risk that IFFIm's net assets or deficit for the year, or its ability to meet its objectives, may be adversely affected by changes in the level of, or volatility in, market rates or prices. IFFIm's market risk objectives are: (1) understanding the components of IFFIm's market risk, (2) controlling IFFIm's market risk through the use of currency and interest swaps, and (3) facilitating predictable funding of GAVI programmes within a controlled and transparent risk management framework.

IFFIm's market risk is comprised primarily of foreign exchange rate risk and interest rate risk. Each of these is described further below.

Foreign Exchange Rate Risk: IFFIm was exposed to foreign exchange risks from currency mismatches as well as timing differences between receipt of Grantor payments, payment of bond obligations, disbursements to GFA and issuance of IFFIm bonds. To mitigate these risks, Grantor pledges were swapped into United States dollar floating rate assets and, at issuance, IFFIm's bonds payable were swapped into United States dollar floating rate liabilities.

The carrying amounts of IFFIm's foreign currency assets and liabilities, including derivatives, were:

As of 31 December 2012, in Thousands of US\$	Foreign Currency Assets	Foreign Currency Liabilities	Net Exposure
Australian dollar	797,635	(807,820)	(10,185)
Brazilian real	291,563	(291,568)	(5)
Euro	1,467,170	(1,821,749)	(354,579)
British pound	2,210,160	(2,475,067)	(264,907)
Norwegian krone	171,019	(191,462)	(20,443)
New Zealand dollar	1	-	1
Swedish krona	20,525	(22,884)	(2,359)
South African rand	576,125	(568,557)	7,568

As of 31 December 2011, in Thousands of US\$	Foreign Currency Assets	Foreign Currency Liabilities	Net Exposure
Australian dollar	815,116	(821,433)	(6,317)
Brazilian real	319,352	(318,772)	580
Euro	1,384,339	(1,811,037)	(426,698)
British pound	2,149,091	(2,381,302)	(232,211)
Norwegian krone	175,679	(194,179)	(18,500)
New Zealand dollar	139,735	(139,733)	2
Swedish krona	21,348	(23,238)	(1,890)
South African rand	909,751	(902,935)	6,816

The following exchange rates applied during the year:

In US\$	Average Rate for the Year Ended 31 December 2012	Spot Rate as of 31 December 2012	Average Rate for the Year Ended 31 December 2011	Spot Rate as of 31 December 2011
Australian dollar	1.0358	1.0371	1.0327	1.0174
Brazilian real	0.5120	0.4884	0.5977	0.5360
Euro	1.2856	1.3183	1.3925	1.2938
British pound	1.5848	1.6167	1.6037	1.5454
Norwegian krone	0.1718	0.1790	0.1784	0.1664
New Zealand dollar	0.8102	0.8222	0.7916	0.7734
Swedish krona	0.1476	0.1536	0.1540	0.1451
South African rand	0.1218	0.1178	0.1377	0.1235

Sensitivity to Foreign Exchange Rates: Strengthening of the above currencies, against the United States dollar, as of 31 December 2012 and 2011 would have increased (decreased) IFFIm's net assets and deficits for those years by the amounts shown below. This analysis is based on foreign currency exchange rate variances that IFFIm considered to be reasonably possible at the end of the year. The analysis assumes that all other variables, in particular interest rates, remain unchanged:

In Thousands of US\$	Increase (Decrease) in Deficit for the Year Ended and Net Assets as of 31 December 2012		Increase (Decrease) in Deficit for the Year Ended and Net Assets as of 31 December 2011	
	10% Strengthening against US\$	10% Weakening against US\$	10% Strengthening against US\$	10% Weakening against US\$
Australian dollar	926	(1,132)	574	(702)
Brazilian real	-	(1)	(53)	64
Euro	33,305	(40,706)	39,915	(48,785)
British pound	24,253	(29,642)	21,189	(25,898)
Norwegian krone	1,859	(2,273)	1,682	(2,056)
Swedish krona	220	(269)	174	(213)
South African rand	(688)	841	(620)	757

Interest Rate Risk: IFFIm was exposed to interest rate risk from differences in the interest rate bases of the bonds payable and funds held in trust. IFFIm used interest rate swaps to mitigate this exposure. The interest rate profiles of IFFIm's interest-bearing financial instruments, including derivatives, with the exception of funds held in trust, were:

In Thousands of US\$	2012 Carrying Amount	2011 Carrying Amount
Fixed rate instruments		
Financial assets	1,676,520	2,160,825
Financial liabilities	(5,899,815)	(6,365,099)
Net fixed rate instruments	(4,223,295)	(4,204,274)
Variable rate instruments		
Financial assets	3,524,352	3,794,576
Financial liabilities	(2,272,685)	(2,650,402)
Net variable rate instruments	1,251,667	1,144,174

Sensitivity to Interest Rates: Changes of 25 basis points in interest rates as of 31 December 2012 and 2011 would have increased (decreased) IFFIm's net assets and deficits for those years by the amounts shown below. This analysis assumes that all other variables, in particular foreign currency rates, remain unchanged:

In Thousands of US\$	Increase (Decrease) in Deficit for the Year Ended and Net Assets as of 31 December 2012	Increase (Decrease) in Deficit for the Year Ended and Net Assets as of 31 December 2011
25 basis point increase	10,498	13,012
25 basis point decrease	(10,859)	(13,451)

Value at Risk ("VaR") for Funds Held in Trust: VaR measures, in terms of fair value changes, the potential losses due to adverse market movements over a given interval at a given confidence level. VaR is conceptually applicable to all financial risk types with valid regular price histories. The annual VaR at 95% confidence level for IFFIm's funds held in trust was US\$ 1.2 million and US\$ 2.6 million for the years ended 31 December 2012 and 2011, respectively. IFFIm uses a three-year historical dataset to compute VaR.

15. Fair Values of Financial Instruments

Fair Values Compared to Carrying Amounts: The fair values of IFFIm's financial assets and liabilities, together with the carrying amounts shown in the statements of financial position, were as follows:

In Thousands of US\$	31 December 2012		31 December 2011	
	Carrying Amount	Fair Value	Carrying Amount	Fair Value
<u>Assets carried at fair value</u>				
Sovereign pledges	3,562,142	3,562,142	3,403,937	3,403,937
Funds held in trust	546,648	546,648	850,958	850,958
Derivative financial instruments	133,239	133,239	269,107	269,107
Total assets carried at fair value	4,242,029	4,242,029	4,524,002	4,524,002
<u>Assets carried at amortised cost</u>				
Prepayments	337	337	272	272
Cash	549	549	692	692
Total assets carried at amortised cost	886	886	964	964
<u>Liabilities carried at fair value</u>				
Bonds payable	1,959,039	1,959,039	2,573,414	2,573,414
Grants payable to GFA	707,064	707,064	417,064	417,064
Derivative financial instruments	1,145,828	1,145,828	755,794	755,794
Total liabilities carried at fair value	3,811,931	3,811,931	3,746,272	3,746,272
<u>Liabilities carried at amortised cost</u>				
Accounts payable	677	677	2,201	2,201
Total liabilities carried at amortised cost	677	677	2,201	2,201

Fair Value Hierarchy: The table below analyses IFFIm's financial instruments carried at fair value, by valuation method. The different levels have been defined as follows:

- Level 1: Financial instruments that were valued using unadjusted prices quoted in active markets for identical assets and liabilities.
- Level 2: Financial instruments that were valued using inputs, other than quoted prices included with Level 1, which were observable for the asset or liability, either directly or indirectly.
- Level 3: Financial instruments whose valuation incorporated inputs for the asset or liability that were not based on observable market data.

As of 31 December 2012, in Thousands of US\$	Level 1	Level 2	Level 3	Total
Financial assets				
Sovereign pledges	-	-	3,562,142	3,562,142
Funds held in trust	46,565	500,083	-	546,648
Derivative financial instruments	-	133,239	-	133,239
Total financial assets	46,565	633,322	3,562,142	4,242,029
Financial liabilities				
Bonds payable	-	1,959,039	-	1,959,039
Grants payable to GFA	-	707,064	-	707,064
Derivative financial instruments	-	1,145,828	-	1,145,828
Total financial liabilities	-	3,811,931	-	3,811,931

As of 31 December 2011, in Thousands of US\$	Level 1	Level 2	Level 3	Total
Financial assets				
Sovereign pledges	-	-	3,403,937	3,403,937
Funds held in trust	26,952	824,006	-	850,958
Derivative financial instruments	-	269,107	-	269,107
Total financial assets	26,952	1,093,113	3,403,937	4,524,002
Financial liabilities				
Bonds payable	-	2,573,414	-	2,573,414
Grants payable to GFA	-	417,064	-	417,064
Derivative financial instruments	-	755,794	-	755,794
Total financial liabilities	-	3,746,272	-	3,746,272

The changes in the aggregate fair value of IFFIm's Level 3 financial assets and liabilities were:

In Thousands of US\$	2012	2011
Balance as of the beginning of the year	3,403,937	3,171,579
Initial fair value of pledges	-	144,137
Donor payments	(251,517)	(201,610)
Fair value gains	409,722	289,831
Balance as of the end of the year	3,562,142	3,403,937

The bases for techniques that IFFIm applied in determining the fair values of financial assets and liabilities are summarised below.

Funds Held in Trust: The World Bank, as treasury manager, maintains IFFIm's investments on a pooled accounting basis and the pooled investments are reported at fair value. IFFIm's share in pooled cash and investments represents IFFIm's allocated share of the Pool's fair value at the end of the year. The fair value is based on market quotations where available. If quoted market prices are not available, fair values are based on quoted market prices of comparable instruments. The corresponding proportionate interest income and investment gains or losses are recognised by IFFIm in the year in which they occur.

Sovereign Pledges Receivable: Fair values are estimated using a discounted cash flow method. Each cash flow is reduced by an estimated reduction amount due to the GPC and the reduced cash flows are discounted to present value using observable Grantor-specific interest rates.

The GPC allows the Grantors to reduce their payments in the event that an IFFIm-eligible country falls into protracted arrears on its obligations to the International Monetary Fund (the "IMF"). Each implementing country has been ascribed a weight in a reference portfolio that will remain static for the life of IFFIm. Donors reduce the amounts they pay IFFIm by the aggregate percentage weights of countries that are in protracted arrears to the IMF. When countries clear their arrears to the IMF, future amounts payable by donors to IFFIm are increased by the respective weights of those clearing countries. The reference portfolio comprises 70 predetermined IFFIm-eligible countries. Each implementing country has been given a weighting of either 1%, 3% or 5%, totalling of 100%, as shown in the table below. The amount of each Grantor payment is determined 25 business days prior to the due date of such payment.

The reference portfolio as of 31 December 2012 was as follows:

Country	Country Weighting	Total Share
Afghanistan, Angola, Armenia, Aserbaijan, Benin, Bhutan, Bolivia, Burkina, Faso, Burundi, Cambodia, Cameroon, Central African Republic, Chad, Comoros, Congo, Republic of Cote d'Ivoire, Djibouti, Eritrea, The Gambia, Georgia, Ghana, Guinea, Guinea-Bissau, Guyana, Haiti, Honduras, Kenya, Kiribati, Kyrgyzstan, Lao PDR, Lesotho, Liberia, Madagascar, Malawi, Mali, Mauritania, Moldova, Mongolia, Mozambique, Myanmar, Nepal, Nicaragua, Niger, Papua New Guinea, Rwanda, Sao Tome & Principe, Senegal, Sierra Leone, Solomon Islands, Somalia, Sri Lanka, Sudan, Tajikistan, Tanzania, Timor-Leste, Togo, Uganda, Ukraine, Uzbekistan, Yemen Republic, Zambia, Zimbabwe	1%	62%
Vietnam	3%	3%
Bangladesh, Democratic Republic of Congo, Ethiopia, India, Indonesia, Nigeria, Pakistan	5%	35%

The fair values of the contributions receivable are estimated using a discounted cash flow method. Each cash flow is reduced by an estimated reduction amount due to the grant payment condition and the reduced cash flows are discounted to present value at donor-specific interest rates. The reduction amount is calculated using a probabilistic model, which estimates the likelihood and duration that any implementing country might fall into arrears with the IMF. This probabilistic model is based on the assumption that the performance of the implementing countries since 1981 is a reasonable proxy for their future performance.

The initial GPC reduction rate used in October 2006 was 17.6%. The rate was 15.6% and 15.4% as of 31 December 2012 and 2011 respectively. 1% decreases in the GPC reduction rates as of 31 December 2012 and 2011 would have resulted in increases in the fair values of sovereign pledges of US\$ 42 million and US\$ 40 million, respectively. 1% increases in the GPC reduction rates would have had equal but opposite effects on the fair values of sovereign pledges.

During the year ended 31 December 2012, three reference portfolio countries were in protracted arrears to the IMF. Those countries were Somalia, Sudan and Zimbabwe.

In July 2011, South Sudan seceded from Sudan and became an independent state. In April 2012, South Sudan became a member of the IMF, and is not in protracted arrears with the IMF. In accordance with the Finance Framework Agreement, on 25 February 2013 GAVI, in consultation with IFFIm and with the prior approval of the World Bank, amended the Reference Portfolio to take into account South Sudan's secession. South Sudan was added to the list of Specified Countries forming the Reference Portfolio and was allocated a Country Weighting of 0.5%, and accordingly, Sudan's country weighting was reduced to 0.5%.

For the above sovereign pledges as of 31 December 2012, market based discount rates ranging from 0% to 5.7% were applied, as appropriate, depending on the donor, payment schedule and currency of the grant payments.

Bonds Payable: The fair values of IFFIm's bonds payable are determined using a discounted cash flow method, which relies on market observable inputs such as yield curves, foreign exchange rates, basis spreads and funding spreads.

For the years ended 31 December 2012 and 2011, the changes in the fair values of bonds payable that were attributable to IFFIm's own credit spreads were decreases of US\$ 9 million and US\$ 11 million, respectively.

Grants Payable to GFA: These liabilities are short-term in nature and, therefore, their carrying values are deemed to be reasonable estimates of their fair values.

Derivative Financial Instruments: The fair values of derivatives are estimated using a discounted cash flow method representing the estimated cost of replacing these contracts on that date. All model inputs are based on readily observable market parameters such as yield curves, foreign exchange rates, and basis spreads.

16. Notes to the Statements of Cash Flows

The following table analyses changes in net debt:

In Thousands of US\$	Fair Value as of 31 December 2011	Cash Flows and Fair Value Movements	Fair Value as of 31 December 2012
Cash	692	(143)	549
Bonds payable	(2,540,924)	603,922	(1,937,002)
Funds held in trust	850,958	(304,310)	546,648
Total	(1,689,274)	299,469	(1,389,805)

In Thousands of US\$	Fair Value as of 31 December 2010	Cash Flows and Fair Value Movements	Fair Value as of 31 December 2011
Cash	2,442	(1,750)	692
Bonds payable	(3,371,675)	830,751	(2,540,924)
Funds held in trust	1,565,302	(714,344)	850,958
Total	(1,803,931)	114,657	(1,689,274)

The following table reconciles net cash flows to movement in net debt:

In Thousands of US\$	2012	2011
Decrease in cash	(143)	(1,750)
Decrease in funds held in trust	(304,310)	(714,344)
Cash outflows from financing activities	624,245	622,181
Fair value (losses) gains on bonds	(20,323)	208,570
Movement in net debt in the period	299,469	114,657
Net debt as of the beginning of the year	(1,689,274)	(1,803,931)
Net debt as of the end of the year	(1,389,805)	(1,689,274)

17. Related Party Transactions

IFFIm's related parties are:

- **GAVI**: GAVI is a not-for-profit organisation based in Switzerland. GAVI is IFFIm's sole member.
- **GFA**: GFA is a private company limited by guarantee and incorporated in the United Kingdom under the Companies Act 1985. GFA receives irrevocable and legally binding pledges from donor governments and assigns the pledges to IFFIm.

Balances due to or from related parties are non-interest bearing and do not have specific terms of repayment.

IFFIm's related party balances and transactions were:

In Thousands of US\$	2012	2011
<u>GAVI</u>		
Accounts payable to GAVI	193	366
In-kind contributions received from GAVI	974	820
<u>GFA</u>		
Assignment of donor pledges from GFA	-	144,137
Program grants to GFA	390,000	200,000
Program grants payable to GFA	707,065	417,064

18. Commitment and Contingencies

The trustees are not aware of any commitments or contingencies as of 31 December 2012 or 2011.

19. Current Tax

IFFIm is a registered United Kingdom charity and, as such, is exempt from United Kingdom taxation of income and gains falling within s478-489 Corporation Tax Act 2010 and s256 Taxation of Chargeable Gains Act 1992 on its charitable activities. No tax charges arose during the years ended 31 December 2012 or 2011.

20. Subsequent Events

On 5 March 2013, Moody's Investors Service lowered its credit rating for IFFIm to Aa1 from Aaa. The decision followed Moody's 22 February 2013 decision to downgrade the United Kingdom's sovereign credit rating to Aa1 from Aaa. On 22 April 2013, Fitch Ratings lowered its rating for IFFIm to AA+ from AAA in connection with its decision to downgrade the United Kingdom's sovereign credit rating. As a result of these downgrades, and under the terms of the Credit Support Annex ("CSA") to the ISDA Agreement between IFFIm and the World Bank, the World Bank has the right to call for collateral to protect against its exposure on IFFIm's derivative positions. The World Bank has not exercised this right. Instead, in order to mitigate the risk that the World Bank may call collateral, an agreement has been reached between the World Bank and IFFIm to apply an additional buffer to the existing gearing ratio limit to manage the exposure for the World Bank under the derivative transactions entered into between IFFIm and the World Bank (the "Risk Management Buffer"). The Risk Management Buffer may be adjusted by the World Bank in its sole discretion. In addition, the World Bank, as IFFIm's Treasury Manager, shall continue to monitor IFFIm's funding needs to ensure that at all times IFFIm maintains sufficient available resources to be able to meet its financial obligations, including debt-service payments and obligations under the CSA and ISDA Agreement. As of 29 April 2013, the net liability on swaps due to the World Bank referred to in Note 8 had decreased to US\$ 937 million.

On 8 February 2013, IFFIm, GFA, GAVI and the Grantors entered into the Second Deed of Novation, Amendment and Restatement, which removed GFA from the IFFIm structure. On 28 March 2013, the GFA board approved the dissolution of GFA by way of a member's voluntary liquidation. GFA was solvent at the time of this approval and shall remain solvent throughout the liquidation process, which is expected to be completed by 31 December 2013. In March 2013, pursuant to GFA's removal from the IFFIm structure, IFFIm's grants payable to GFA of US\$ 707 million were assigned to GAVI. The assigned amount was comprised of grants payable within one year of US\$ 200 million and grants payable after more than one year of US\$ 507 million.

On 8 March 2013, Fitch downgraded its credit rating on Italy to BBB+ from A-.

Independent Auditors' Report



Independent Auditor's Report to the Members of the International Finance Facility for Immunisation Company

We have audited the financial statements of the International Finance Facility for Immunisation Company for the year ended 31 December 2012. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the charitable company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the charitable company and its members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Trustees and Auditors

As explained more fully in the Statement of Trustees' Responsibilities set out on page 5, the trustees (who are also the directors of the charitable company for the purposes of company law) are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the Audit of the Financial Statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on Financial Statements

In our opinion the financial statements:

- give a true and fair view of the state of the charitable company's affairs as at 31 December 2012 and of its incoming resources and application of resources, including its income and expenditure, for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information in the Trustees' Annual Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- the charitable company has not kept adequate accounting records or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of trustees' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

/s/ M.G. Fallon

Marianne Fallon (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

15 Canada Square
Canary Wharf
London E14 5GL
14 June 2013