



cutting through complexity

KPMG SWITZERLAND

Transparency Report 2012

The best firm
for our clients,
our people and
our communities.

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Letter from the Senior Partner

The Transparency Report of KPMG Switzerland for the year ended 30 September 2012 allows us to explain clearly how we uphold our professional obligations and responsibilities and make sure our services are consistently of the very highest quality.

After a very challenging year for the global economy, we continue to operate in difficult and uncertain times. The consensus is that economic conditions will remain challenging and that the principal markets we operate in will continue to experience only modest growth for some time to come. In addition, the financial crisis has fundamentally shifted the way the capital markets system is viewed. We need to acknowledge that shift and respond by helping to shape the future role of audit.

Significant policy debates are underway that could substantially impact corporate governance, financial reporting, and the role of auditors – not only in Europe, but internationally. In particular the debate on the operation of the audit market within the European Union has intensified and will undoubtedly also affect Switzerland. We have always supported a positive agenda for change. We encourage proposals that aim to improve the relevance

and quality of audit and provide for a robust framework for auditor independence, while at the same time upholding the principles of good corporate governance and shareholder supremacy. Indeed, we support some of the European Commission's suggested reforms, including the proposals to strengthen the role of the Audit Committee. We are opposed, however, to the EC's proposals focusing on competition and the perceived market dominance of the Big 4 Audit firms.

Investor confidence is highly volatile at the moment. That makes our role as auditor as relevant as ever. Auditing is of vital public interest. It plays a hugely relevant role in reinforcing confidence in the capital markets. In the wake of the financial crisis, we have an important role to play in helping to redefine business confidence and in rebuilding trust. We, therefore, argue strongly that any proposed reforms to the sector must be carefully thought through and fully debated. We will continue to emphasise the critical role audit plays in the integrity and smooth running of the capital markets.

At the level of KPMG Europe LLP, we have learned during the first 5 years what's really needed to make the European Firm

work most effectively for both our clients and our people. During 2012 we took the opportunity to reflect on our KPMG Europe LLP journey and consider the next stage of our evolution. We have concluded that we now need a smaller executive with shorter decision lines, focusing on specific projects and programmes where, working efficiently together, we can continue to deliver the best quality for our clients across borders, whilst also freeing up more time for member firms to drive country-led initiatives. We have therefore taken steps to refresh the KPMG Europe LLP governance structure and put in place a more streamlined approach – changes that were introduced without disruption to the business.

I hope this report provides you with a real insight into our commitment to quality and how we strive relentlessly to deliver work of the highest standard. Quality remains at the heart of our business and all the services we provide because it underpins our very reputation.



Roger Neininger



Roger Neininger
CEO KPMG Switzerland

Who we are

2.1 Our business

KPMG Holding AG together with its wholly owned subsidiaries is referred to throughout this report as 'KPMG Switzerland' or the 'Swiss Firm'. We employ around 1,600 people and operate out of 11 offices in Switzerland and one office in Liechtenstein. Further details of our service offerings can be found on our website at the following link: kpmg.ch.

Our business is organized on a Partnership basis. The responsibility for leadership is borne by an Executive Committee that creates the framework conditions for the successful activities of all Partners and employees, geared toward clients and markets.

KPMG Switzerland is part of KPMG Europe LLP. KPMG Europe LLP was created in October 2007, initially through the merger of our German and UK firms. With effect from 1 October 2008, KPMG Switzerland was the third firm to join the merger and more have followed thereafter. KPMG Europe LLP itself, together with those operating firms, are referred to throughout this report as the 'KPMG Europe Group'.

The KPMG Europe Group is a cross-border professional services organisation that delivers audit, tax and advisory services to help its national and international clients negotiate risks and thrive in the varied environments in which they do business. Further details of our service offerings can be found on our website at the following link: kpmg.eu/services

The KPMG Europe Group currently consists of firms operating in the UK, Germany, Switzerland, Spain, Belgium, the Netherlands, Luxembourg, the CIS¹, Turkey, Norway and the Gulf States of Saudi Arabia, Jordan and Kuwait. Together these firms employ 32,300 people, operating across 19 countries and from 122 different offices.

2.2 Our strategy

The strategy for the KPMG Europe Group is set by the KPMG Europe LLP Board and has remained consistent for some time. The Board has determined that our overall ambition remains to be the number one multi-disciplinary professional services firm in Europe and to be a quality service provider to all of our clients. As an organisation that has come together voluntarily as a single limited liability Partnership, we have a strong belief that we are 'better together' and that by being the best firm to work with we will win more work and attract, develop and retain the best people.

We seek to do that by focusing on remaining absolutely relevant to our clients' needs in terms of the quality of our solutions and our people's expertise. We recognise that if we do not get the quality of our service and deliverables right then each and every one of the other objectives in our business plan may be jeopardised. For that reason, we put significant focus on ensuring that we deliver the quality of service that our clients expect, continually reinforcing the importance of quality across the KPMG Europe Group. In terms

of our expertise we offer a full-range of multidisciplinary services through our five functions: Audit, Tax, Management Consulting, Transactions & Restructuring, and Risk Consulting. To improve our client service, we aim to be first to market with new solutions, share knowledge across our whole business to make the most of our ideas and credentials, and work to the very highest standards of quality. Our aim is to help clients overcome their most significant challenges, working closely with both the market leaders in our region and in our priority sectors (which are aligned to those sectors identified as being most critical in KPMG's global growth strategy), and with middle market clients through our national practices.

As for KPMG Switzerland, quality as well as compliance with laws and regulations are regularly addressed and discussed during meetings of our Executive Committee and in the internal communication with our Partners and staff.

Further details of the KPMG Europe Group's strategy and how it is performing, together with analysis of the key risks that we face and how we seek to mitigate those risks is provided in the 2012 KPMG Europe LLP Annual Report which is available at the following link: kpmg.eu/annualreport

Further details of KPMG Switzerland are provided in the 2012 KPMG Switzerland Annual Report which is available at the following link: kpmg.ch/annualreport

¹ The practice referred to as the CIS practice includes Russia, Ukraine, Armenia, Georgia, Kazakhstan, Kyrgyzstan and Azerbaijan.

Our structure and governance

3.1 Legal structure

KPMG Switzerland

KPMG Holding AG, being the parent company of the Swiss Firm, as well as KPMG Europe LLP and the other member firms in the KPMG Europe Group are all affiliated with KPMG International Cooperative ("KPMG International"), a Swiss cooperative which is a legal entity formed under Swiss law. Further details about KPMG International and its business, including our relationship with it are set out in Section 7.

KPMG Holding AG is a wholly owned subsidiary of KPMG AG Wirtschaftsprüfungsgesellschaft, Frankfurt am Main, which itself is a wholly owned subsidiary of KPMG Europe LLP. KPMG Holding AG is domiciled in Zurich/Switzerland and the parent company of the following, directly or indirectly wholly owned subsidiaries:

- KPMG AG, Zurich²;
- KPMG (Liechtenstein) AG, Schaan³;
- KPMG Klynveld Peat Marwick Goerdeler SA, Zurich⁴;
- Ostschweizerische Treuhand-Gesellschaft, St. Gallen⁴; and
- Fides Revision AG, Zürich⁵

KPMG Europe LLP

KPMG Europe LLP is incorporated as a UK limited liability Partnership under the Limited Liability Partnerships Act 2000. It is the holding entity for a number of KPMG operating firms in Europe.

KPMG Europe LLP is wholly owned by its members (Partners), all of whom work in KPMG firms in specific countries⁶. For regulatory or other reasons KPMG Europe LLP is not the legal owner of all of the operating entities in certain jurisdictions.

A list of key entities that are currently part of the KPMG Europe Group, together with details of their legal structure, regulatory status, nature of their business and area of operation, is set out in Appendix A.1 of the KPMG Europe LLP Transparency Report 2012.

3.2 Name and ownership

KPMG is the registered trademark of KPMG International and is the name by which the member firms of KPMG International are commonly known. The rights of member firms to use the KPMG name and marks are contained within agreements with KPMG International. The current Transparency Report for KPMG International is available at the following link: kpmg.com.

Although KPMG Europe LLP is a registered audit firm in the UK, it does not provide services to clients; all client work is performed by the various operating firms that are part of the KPMG Europe Group.

All members of KPMG Europe LLP as at 30 September 2012 are either full or affiliate members of the Institute of Chartered Accountants of England and Wales (ICAEW) or are full members of one of the other three British or Irish Institutes. During the year ended 30 September 2012 there was an average of 1,437 members of KPMG Europe LLP (2011: 1,425 members).

As for KPMG Switzerland, there was an average of 133 Partners during the year ended 30 September 2012 (138 during the year ended 30 September 2011). As of 30 September 2012, KPMG Switzerland had 86 equity Partners being members of KPMG Europe LLP and 43 national Partners.

3.3 Governance structure

KPMG Switzerland

The main governing body of KPMG Switzerland is the Executive Committee, which also acts as the legal Executive Board of Directors of KPMG AG, our key operating firm. The Executive Committee is responsible for managing the Swiss Firm within the framework of the strategy defined by KPMG Europe LLP. The ultimate responsibility for decisions regarding the quality of our audits and our audit opinions lies with the leadership of Audit Switzerland.

Until 30 September 2012, the Executive Committee comprised the Senior Partner (CEO) and six additional officers, being the Chief Financial Officer (CFO), the National Quality & Risk Management Partner (NQRMP) and the Heads of Audit, Financial Services, Tax and Advisory. With effect from 1 October 2012, the Executive Committee comprises the Senior Partner (CEO) and six additional officers, being the Chief Operating Officer (COO), the Heads LOB Corporates and Financial Services, and the Heads of Audit, Tax and Advisory.

Swiss audit regulations require a majority of our Executive Committee to be licensed with the Federal Audit Oversight Authority (FAOA). Until 30 September 2012 and

² Regulatory status: Swiss Licensed Audit Firm under State Oversight

³ Regulatory status: Liechtenstein Registered Audit Firm

⁴ Regulatory status: Swiss Licensed Audit Expert

⁵ Dormant entity

⁶ In the case of the Netherlands, each Partner's interest in KPMG Europe LLP is owned through a personal holding company wholly owned by the relevant Partners

Our structure and governance continued

as of 1 October 2012, 4 out of the 7 members of our Executive Committee held such a license.

The Senior Partner is appointed by the Board of KPMG Europe LLP after consultations with the Swiss Partnership through the Swiss Partners' Committee (see below). The other members of the Executive Committee are appointed by the Senior Partner in consultation with the Swiss Partners' Committee. The term of each member of the Executive Team is three years, and all are eligible for reappointment. The Executive Committee employs a Remuneration Committee consisting of the Senior Partner, the Head of Human Resources and two members of the Partners' Committee (see below).

Until 30 September 2012, the Senior Partner and another Swiss Partner were non-executive members of the ELLP Board, and the Senior Partner was Head of the ELLP Board's Remuneration Committee (see KPMG Europe Group governance below). With effect from 1 October 2012, KPMG Switzerland is represented by the Senior Partner (being a non-executive member) on the ELLP Board.

KPMG Switzerland employs a Partners' Committee, which acts as a sounding board to the Executive Committee, monitors the Partner nomination and remuneration process and provides observations and recommendations in respect of the Swiss Firm's strategy and performance. Two members (including the Head) of the Partners' Committee together with the Senior Partner and the Head of Human Resources form the Swiss Remuneration Committee that reviews the allocation of profit to the Swiss Partners.

The Executive Committee met 18 times in the year to 30 September 2012, including three retreats that focused on strategic topics. The Senior Partner of KPMG Switzerland communicates regularly and through various means with the Swiss Partners and staff. During the year ended 30 September 2012, four meetings were held with the Swiss Partners.

Full details of those charged with governance for KPMG Switzerland, including their biographies and their terms of office are set out in Appendix 2.

KPMG Europe LLP

As a major international organisation, the KPMG Europe Group applies high standards of corporate governance. The governance structures for our parent entity, KPMG Europe LLP, therefore mirror to a large extent those followed by our major clients.

The Board

The main governing body is a unitary Board. It can exercise all the powers of KPMG Europe LLP except for a small number of matters principally affecting the structure and composition of the KPMG Europe Group, which require a vote of the members.

The KPMG Europe LLP Board is responsible for ensuring that the KPMG Europe Group is run in the interests of the members as a whole and in a manner which is in keeping with the standing and reputation of KPMG Europe LLP. The Board's responsibilities include setting the strategy, overseeing its implementation by the Executive Committee and considering KPMG Europe Group's overall financial performance and solvency.

From 1 August 2012, following the retirement of his fellow joint Chairman John Griffith-Jones, the Board appointed Rolf Nonnenmacher as sole Chairman of KPMG Europe LLP for a period of two years. Also from 1 August 2012, the role of Chief Operating Officer and Head of Finance & Infrastructure were allocated to one person, Jaap van Everdingen. The decision to appoint a sole Chairman and to introduce the combined Chief Operating Officer & Head of Finance and Infrastructure role was ratified via a Partner vote on 19 September 2012. The Chairman can be removed from office at any time by an extraordinary resolution of the members.

As at 30 September 2012, the KPMG Europe LLP Board comprised the Chairman, nine additional officers, being the Chief Operating Officer & Head of Finance and Infrastructure, and the Heads of Audit, Tax, Management Consulting, Transactions & Restructuring, Risk Consulting, Markets, Human Resources and Quality & Risk Management, and a number of KPMG Partners who hold non-executive roles for the KPMG Europe Group. As at 30 September 2012, there were 27 Partners on the Board.

The Chairman is responsible for leading the KPMG Europe Group, chairing the Board and the Executive Committee. Whilst he is formally appointed by the Board his appointment must be ratified by an ordinary resolution of the members.

The nine additional officer roles were appointed by the Board after considering the recommendations of the Chairman and the Nominations Committee. They are elected for a term of three years, renewable for such a period as the Board

Our structure and governance continued

sees fit. The KPMG Partners who hold a non-executive role on the Board are recommended for appointment by the Nominations Committee in consultation with the Chairman. Their appointment is subject to ratification by an ordinary resolution of the members: they are elected for a term of three years and can serve for two terms (or in the case where the non-executive members are Senior Partners of one of our operating firms, they may be appointed for the period that they hold that office).

The UK audit regulations require a majority of the Board to have attained an appropriate accounting professional qualification from one of the EU member states. At 30 September 2012 20 members (accounting for approximately 74 %) of the Board held this qualification.

The Board met seven times in the year to 30 September 2012 including a full day meeting in March 2012 (to which our external non-executives were also invited) to consider the KPMG Europe Group's strategic plan.

In addition, six main bodies that report to the Board dealt with key aspects of governance within the KPMG Europe Group. These are:

- The Executive Committee;
- The Quality & Risk Committee;
- The Public Interest Committee;
- The Audit Committee;
- The Nominations Committee; and
- The Remuneration Committee.

Details about the role, responsibilities and composition of each of these key bodies are set out below. Full details of those holding positions on each of these bodies, including their biographies and the number of Board meetings and subcommittee meetings that they attended in the year and how long they have served are set out in Appendix A.2 of the KPMG Europe LLP Transparency Report 2012.

The Executive Committee

The Executive Committee is responsible for recommending policy to the Board and developing the business plan within the overall strategy set by the Board, together with its subsequent implementation. It deals with operational matters affecting the KPMG Europe Group (including operating and financial performance, budgets, new business proposals, marketing, technology development, recruitment and retention, and general remuneration).

For the year ended 30 September 2012 the Executive Committee included the Chairman, the Chief Operating Officer & Head of Finance and Infrastructure, and those Board members responsible for Audit, Tax, Management Consulting, Risk Consulting, Transactions & Restructuring, Markets and Human Resources. The Head of Quality & Risk Management and the national Senior Partners received all Executive Committee papers and had the right to attend meetings.

The Executive Committee met eight times either face-to-face or via video link/conference call during the year to 30 September 2012.

The Quality & Risk Committee

The principal role of the Quality & Risk Committee is to provide oversight of quality and risk management matters across the KPMG Europe Group. As part of its role it helps to ensure that a culture of quality and integrity is maintained within the KPMG Europe Group and, where required, it will act as a sounding board to the Head of Quality & Risk Management on policies and procedures relating to professional risk management, ethics and independence, quality control and compliance. The Quality & Risk Committee also considers the impact of key findings from our compliance quality monitoring programmes and the adequacy of proposed remedial actions.

During the year ended 30 September 2012, the Quality & Risk Committee consisted of three KPMG Partners who held a non-executive role on the Board and who are appointed to the Committee by (and for a term determined by) the Chairman with the approval of the Board. The Quality & Risk Committee met five times in the year to 30 September 2012. This included a meeting with the Chairman of the Audit Committee to discuss the process for identifying the key risks (both professional and enterprise) currently facing the KPMG Europe Group and reviewing the associated mitigating actions.

The Public Interest Committee

The Public Interest Committee is responsible for overseeing the public interest aspects of decision making of the KPMG Europe Group including the management of risks. Acting in the public interest in this context involves having regard to legitimate interests of clients, governments, financial institutions, employees, investors and the wider business and financial

Our structure and governance continued

community and others relying on the objectivity and the integrity of the accounting profession to support the propriety and orderly functioning of commerce. The Public Interest Committee is also responsible for engaging in a dialogue with external stakeholders.

In view of the commonality of interests, the Public Interest Committee normally meets jointly with the Quality & Risk Committee – although the two committees form their own conclusions on the matters discussed. The chairmanship for the joint meetings is rotated between the two Committees' respective chairs. In addition, the Public Interest Committee holds private deliberations as necessary. During the year to September 2012, the Public Interest Committee met five times privately, in addition to the five joint meetings with the Quality & Risk Committee.

The Public Interest Committee comprises three external non-executives – Sir Steve Robson, Dr. Alfred Tacke and Tom de Swaan – all of whom were appointed from outside of the KPMG Europe Group by the, then Joint Chairmen on recommendation of the Nominations Committee and with the Board's approval. Each member of the Public Interest Committee receives an annual remuneration of EUR 100,000.

The full terms of reference for the Public Interest Committee together with brief biographies of the current members can be found at: kpmg.eu/governance

The Audit Committee

The Audit Committee is responsible for reviewing the annual financial statements of the KPMG Europe Group, considering accounting issues arising in respect of the legal group's affairs, receiving and

considering reports from the internal and external auditors as well as reviewing the effectiveness of the operational and financial controls within the KPMG Europe Group.

The Audit Committee comprises of three KPMG Partners who hold a non-executive role on the Board and who are appointed to the committee by (and for a term determined by) the Chairman with the approval of the Board. The Audit Committee met three times in the year to 30 September 2012.

A report on the activities of the Audit Committee in the year is included in the 2012 KPMG Europe LLP Annual Report: kpmg.eu/annualreport

The Nominations Committee

The Nominations Committee is responsible for overseeing the process of identifying suitable candidates within the KPMG Europe Group for appointment to the Board and other key appointments. This includes interviewing potential candidates and making recommendations to the Board and Chairman as appropriate.

The Nominations Committee met three times in the year to 30 September 2012. The members of the Nominations Committee are appointed by the Board for a term of up to three years (which can be renewed for a further term not exceeding three years). As at 30 September 2012 there were five members on the committee, being one non-executive Board member and four non-Board members.

The Remuneration Committee

The Remuneration Committee is responsible for determining the remuneration of the Chairman and making recommendations on policies for Partners' remuneration. It is also responsible for approving

the process used by the Executive Committee for determining individual Partner remuneration and for approving the pay of the members of the Executive Committee and Head of Quality & Risk Management.

As part of its activities, it receives detailed quality and risk metrics for the KPMG Europe LLP Board members as well as for all Partners who are graded P4 (the most senior grade in our Partner grading model) for whom it has a responsibility to monitor pay.

The Remuneration Committee comprised nine KPMG Partners who are all national Senior Partners holding a non-executive role on the Board. They are appointed to the committee by the Chairman with the Board's approval, following consultation with the Nominations Committee. The Remuneration Committee met three times in the year ended 30 September 2012 and has held three meetings to discuss 2012 Partner pay.

Further information regarding Partner remuneration is set out in Section 6.

Communication with the members

The Chairman communicates regularly with the Senior Partners of our operating firms as well as from time to time directly with all of the members of KPMG Europe LLP on any matters of importance for the KPMG Europe Group.

However, the country Senior Partners have primary responsibility for communicating with the Partners in the relevant country – they use a variety of media for this purpose including regular meetings of members in the various geographies, functions and service lines, emails and facilitated web-ex sessions.

Our structure and governance continued

Changes to KPMG Europe LLP governance effective 1 October 2012

A number of changes to the KPMG Europe LLP governance structure were put to a member vote on 19 September 2012 and the resulting agreed changes have been effective from 1 October 2012. The governance and management structure has been streamlined to support the KPMG Europe Group's focused project plan for 2012 onwards, resulting in a reduced number of members on the Board and Executive Committee.

In terms of the KPMG Europe LLP Board, the number of Board members has been reduced from 29 at 1 October 2011 to 23 at 1 October 2012.

The Executive Committee now consists of four members, as opposed to ten as was previously the case, being the Chairman, Chief Operating Officer & Head of Finance and Infrastructure, Head of Markets and Head of People. In addition, the CEO of the KPMG EMA (Europe, Middle East and Africa) Region has joined the Executive Committee, in order to enhance co-operation between the KPMG Europe Group and other countries in the EMA region. Whilst the revised governance arrangements were formally put in place from 1 October 2012, in practice the Executive Committee started to function along the lines contemplated by the new governance arrangements earlier in the year.

The Nominations and Remuneration Committees have been combined to form one Committee, the Remuneration & Nominations Committee, which has five members and is responsible for both the key appointments within the KPMG Europe Group, including the appoint-

ment of Board members, and for determining the remuneration of the Chairman and officers and making recommendations on policies for Partners' remuneration. There have been no changes to the structure of the Audit, Quality & Risk or Public Interest Committees.

3.4 Leadership responsibilities for quality and risk management

While we stress that all professionals are responsible for quality and risk management, the following have leadership responsibilities for this.

KPMG Switzerland

Overall responsibility and delegation:

The Senior Partner of KPMG Switzerland (Hubert Achermann until 30 September 2012; Roger Neiningen with effect from 1 October 2012) has overall responsibility for the system of quality control. He has in turn allocated responsibility for quality to the national Function Heads and the National Quality & Risk Management Partner. Individual engagement quality and performance is controlled primarily at the level of the engagement team and the respective function with an appropriate oversight by National Quality & Risk Management, particularly in the case of audit which is regulated by the Federal Audit Oversight Authority (FAOA) and the Financial Market Supervisory Authority (FINMA). The national Function Heads and the National Quality & Risk Management Partner have reporting lines to the Senior Partner as well as their equivalent roles at the KPMG Europe Group level. This is designed to ensure appropriate oversight through to the Quality & Risk and the Public Interest Committees and through them ultimately to the Board of KPMG Europe LLP.

Role of the National Quality & Risk Management Partner: Operational responsibility for the system of quality control, risk management and compliance in KPMG Switzerland has been delegated to the National Quality & Risk Management Partner, Philipp Hallauer, who is responsible for setting overall professional risk management and quality control policies and monitoring compliance for the Swiss Firm. He has a direct reporting line to the Senior Partner. The National Quality & Risk Management Partner is supported by a team of Partners and professionals at the center and in each of the functions as well as the line of business (LOB) Financial Services.

Role of the Heads of Audit, Tax, Advisory and LOB Financial Services: The heads of the client service functions (Audit, Tax, Advisory) and the head of the line of business Financial Services are accountable to KPMG's Executive Committee for the quality of service delivered in their respective function and in the LOB Financial Services. Between them they determine the operation of the risk management, quality assurance and monitoring procedures for their specific functions and the LOB Financial Services within the framework set by the National Quality & Risk Management Partner. These procedures all make it clear though that at engagement level risk management and quality control is ultimately the responsibility of all professionals.

Details of some of the measures that the Executive Committee of KPMG Switzerland has taken to ensure that a culture of quality prevails within our Firm are set out in Section 4.

Our structure and governance continued

KPMG Europe LLP

The Chairman and Board: In accordance with the principles in the International Standard on Quality Control 1 (ISQC1), the Chairman and the Board have assumed ultimate responsibility for KPMG Europe LLP's system of quality control.

The Head of Quality & Risk Management: Operational responsibility for the system of quality control, risk management and compliance in KPMG Europe LLP has been delegated to the Head of Quality & Risk Management. He is responsible for setting overall professional risk management and quality control policies and monitoring compliance for the group. He has a seat on the Board and has a direct reporting line to the Chairman. The fact that the role is a Board position, and the seniority of the reporting lines underlines the importance that the group places on risk and quality issues. The Head of Quality & Risk Management also meets at least quarterly with the Quality & Risk and the Public Interest Committees as part of their oversight of these important matters.

The Head of Quality & Risk Management is supported by a team of Partners at both KPMG Europe LLP and country level.

The Audit, Tax and Advisory functions – Function Heads: The five group heads of the client service functions (Audit, Tax and the three Advisory functions) oversee the quality of service delivered in their respective functions. Each Function Head presents periodically to the Quality & Risk and Public Interest Committees on the measures that are being taken in their respective areas to enhance quality across the group. The group function heads maintain a close working relationship with each of the national function heads in this regard.

System of quality control

KPMG Europe LLP has policies of quality control that apply to all of its operating firms. These policies are based on the International Standard on Quality Control 1 (ISQC 1) issued by the International Auditing and Assurance Standards Board (IAASB), and the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA), relevant to firms that perform statutory audits and other assurance and related services engagements. These policies and associated procedures are designed to guide our operating firms in complying with relevant professional standards, regulatory and legal requirements, and in issuing reports that are appropriate in the circumstances.

KPMG Switzerland implements KPMG International policies and procedures and adopts additional policies and procedures that are designed to address rules and standards issued by the Federal Audit Oversight Authority (FAOA), the Financial Market Supervisory Authority (FINMA) and other relevant regulators, such as the US Public Company Accounting Oversight Board (US PCAOB), as well as applicable legal and other requirements.

KPMG International's policies reflect individual quality control elements to help member firms' personnel act with integrity and objectivity, perform their work with diligence, and comply with applicable laws, regulations and professional standards.

Quality control and risk management are the responsibility of all KPMG personnel. This responsibility includes the need to understand and adhere to firm policies and associated procedures in carrying out their day-to-day activities.

While many KPMG quality control processes are cross-functional and apply equally to tax and advisory work, the primary focus of the transparency report requirements relate to audit and the remainder of this section focuses on what we do to ensure delivery of quality audits.

At KPMG audit quality is not just about reaching the right opinion, but how we reach that opinion. It is about the processes, thought and integrity behind the audit report. KPMG views the outcome of a quality audit as the delivery of an appropriate and independent opinion in compliance with the auditing standards. This means, above all, being independent, objective and compliant with relevant legal and professional requirements.

To help all audit professionals concentrate on the fundamental skills and behaviours required to deliver an appropriate and independent opinion, we have developed our global Audit Quality Framework. Our Framework introduces a common language that is used by all KPMG member firms to describe what we believe drives audit quality, and to highlight how every audit professional at KPMG contributes to the delivery of audit quality.

Our Audit Quality Framework identifies seven drivers of audit quality:

- Tone at the Top;
- Association with the right clients;
- Clear standards and robust audit tools;
- Recruitment, development and assignment of appropriately qualified personnel;

- Commitment to technical excellence and quality service delivery;
- Performance of effective and efficient audits; and
- Commitment to continuous improvement.

Tone at the Top sits at the core of the Framework.

All of the other drivers are presented within a virtuous circle, because each driver is intended to reinforce the others. Each of the seven key drivers is described in more detail in the following sections of this report.

System of quality control continued

Audit Quality Framework



4.1 Tone at the Top

Tone at the Top sits at the core of the Audit Quality Framework and ensures the right behaviours permeate our entire network and maximises our outcomes through a focused and consistent voice.

Our leadership demonstrates and communicates its commitment to quality, ethics and integrity through a number of mechanisms including:

- Culture, values, and code of conduct – clearly stated and demonstrated in the way we work;
- A strategy with quality at its heart;
- Standards set by leadership;
- Seeking to understand tone at the top through our regular people surveys and annual focus groups;
- Operating a whistle-blowing hotline; and

- A governance structure and clear lines of responsibility for quality, skilled and experienced people in the right positions to influence the quality agenda.

Integrity is a critical characteristic that stakeholders expect and rely on. It is also the key KPMG core value: Above all, we act with integrity. For us integrity means constantly striving to uphold the highest professional standards in our work, providing sound good-quality advice to our clients and rigorously maintaining our independence. Our values, which have been explicitly codified now for a number of years, are embedded into our working practices. For example, they are considered in the performance appraisal process that our people follow and adherence to these values is also reviewed when our people are considered for more senior promotions, including to Partner. Our core values are set out in Appendix 4.

Our Code of Conduct incorporates our core values, defines the standards of

ethical conduct that we require from our Firm and our people. The Code of Conduct was updated in November 2012 to reflect changes in laws, regulations and professional ethics. It sets out KPMG’s ethical principles, and helps Partners and employees to understand and uphold those principles. The Code of Conduct emphasises that each Partner and employee is personally responsible for following the legal, professional, and ethical standards that apply to his or her job function and level of responsibility. It has provisions that require KPMG people to:

- Comply with all applicable laws, regulations and KPMG policies;
- Report any illegal acts, whether committed by KPMG personnel, clients or other third parties;
- Report breaches of risk management policies by KPMG firms or people;
- Uphold the highest levels of client confidentiality; and
- Not offer, promise, make, solicit or accept bribes (whether directly or through an intermediary).

The commitments in our Code of Conduct underlie our values-based compliance culture where individuals are encouraged to raise their concerns when they see behaviour or actions that are inconsistent with our values or professional responsibilities.

We operate a whistle-blowing hotline which is available for our personnel, clients, and other parties to confidentially report concerns they have relating to how others are behaving (both internally and externally) and concerns regarding certain areas of activity by the Firm, and its senior leadership. The whistle-blowing hotline

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allows people to report their concerns (via telephone, secure internet lines or surface mail) to a third-party organisation. Our people can raise matters anonymously and without fear of retaliation.

During the year ended 30 September 2012, 1 case was reported to the hotline (2011: none). Matters reported to the hotline are investigated under the supervision of an independent ombudsman and are reported ultimately to the KPMG Europe Group's Quality & Risk Committee and the Public Interest Committee.

4.2 Association with the right clients

4.2.1 Acceptance and continuance of clients and engagements

Rigorous client and engagement acceptance and continuance policies and processes are vitally important to the Swiss Firm's and the KPMG Europe Group's ability to provide quality professional services and to protect KPMG's reputation and support its brand.

4.2.2 Prospective client and engagement evaluation process

Before accepting a client, we undertake an evaluation of the prospective client. This involves an assessment of its principles, its business, and other service-related matters. This also involves background checks on the prospective client, its key management and beneficial owners. A key focus is on the integrity of management as a prospective client. A second Partner, as well as the evaluating Partner, approves the prospective client evaluation. Where the client is considered to be 'high risk' approval is also required from the Functional and / or National Quality & Risk Management Partner.

Each prospective engagement is also evaluated; in practice this may be completed at the same time as the client evaluation, particularly in respect of audit appointments. The engagement leader evaluates a prospective engagement in consultation with other senior personnel and Functional and / or National Quality & Risk Management as required. A range of factors are considered as part of this evaluation including potential independence and conflict of interest issues (using Sentinel™, our global conflicts and independence checking system) as well as a range of factors specific to the type of engagement including for audit services, the competence of the client's financial management team.

When taking on a statutory audit for the first time, the prospective engagement team is required to perform additional independence evaluation procedures including a review of any non-audit services provided to the client and of other relevant relationships.

Depending on the overall risk assessment of the prospective client and engagement, additional safeguards may be introduced to help mitigate the identified risks. Any potential independence or conflict of interest issues are documented and resolved prior to acceptance.

The Swiss Firm will decline a prospective client or engagement if a potential independence or conflict issue cannot be resolved satisfactorily in accordance with professional and firm standards, or there are other quality and risk issues that cannot be appropriately mitigated.

Section 4.3.2 provides more information on our independence and conflict checking policies.

4.2.3 Continuance process

An annual re-evaluation of all audit clients is undertaken. In addition, clients are re-evaluated earlier if there is an indication that there may be a change in their risk profile. Recurring or long-running engagements are also subject to re-evaluation.

This re-evaluation serves two purposes. Firstly, the Swiss Firm will decline to act for any client we consider it would not be appropriate to continue to be associated with. Secondly, and more commonly, we use the re-evaluation process to consider whether or not any additional risk management or quality control procedures need to be put in place for subsequent engagements we perform for that client (this may include the assignment of additional professionals or the need to involve additional specialists in the case of audit).

4.3 Clear standards and robust audit tools

All of our professionals are expected to adhere to KPMG's policies and procedures (including independence policies) that we set and we provide a range of tools to support them in meeting these expectations. The policies and procedures set for audit incorporate the relevant requirements of accounting, auditing, ethics, and quality control standards, and other relevant laws and regulations.

4.3.1 Audit methodology and tools

Significant resources are dedicated to keeping our standards and tools complete and up to date. Our global audit methodology, developed by the Global Service Centre (GSC), is based on the requirements of International Standards on Auditing (ISAs). The methodology is set out in the KPMG Audit Manual (KAM) and includes additional requirements that go beyond the ISAs where KPMG believes these

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enhance the quality of our audits. The Swiss Firm also adds local requirements and/or guidance related to KAM to comply with additional professional, legal or regulatory requirements.

Our audit methodology is supported by eAudit, KPMG's electronic audit tool, which provides KPMG auditors worldwide with the methodology, guidance, and industry knowledge needed to perform efficient, high-quality audits. eAudit has been deployed to all audit professionals in the Swiss Firm.

eAudit's activity-based workflow provides engagement teams with ready access to relevant information at the right time throughout the audit, thereby enhancing effectiveness and efficiency and delivering value to our audit clients. The key activities within the eAudit workflow are:

Engagement set-up

- Engagement acceptance and scoping; and
- Team selection and timetable.

Risk assessment

- Understand the entity and identify and assess risks;
- Plan for involvement of specialists and others including experts, internal audit, service organisations and other auditors;
- Evaluate design and implementation of selected controls;
- Risk assessment and planning discussion; and
- Determine audit strategy and planned audit approach.

Testing

- Test operating effectiveness of selected controls; and
- Plan and perform substantive procedures.

Completion

- Update risk assessment;
- Perform completion procedures, including overall review of financial statements;
- Perform overall evaluation, including evaluation of significant findings and issues;
- Communicate with those charged with governance (for example the Audit Committee); and
- Form the audit opinion.

KAM contains, among other things, procedures intended to identify and assess the risk of material misstatement and procedures to respond to those assessed risks. Our methodology encourages engagement teams to exercise professional scepticism in all aspects of planning and performing an audit. The methodology encourages the use of specialists when appropriate and also requires the use of certain specialists in the core audit engagement team when certain criteria are met.

KAM includes the implementation of quality control procedures at the engagement level that provides us with reasonable assurance that our engagements comply with the relevant professional, legal, regulatory and KPMG requirements.

The policies and procedures set out in KAM are specific to audits and supplement the policies and procedures set out

in the Global Quality & Risk Management Manual that is applicable to all KPMG member firms, functions and personnel.

4.3.2 Independence, integrity, ethics and objectivity

4.3.2.1 Overview

We have adopted the KPMG Global Independence Policies which are derived from the International Ethics Standards Board for Accountants (IESBA) Code of Ethics and incorporate, as appropriate, the Securities & Exchange Commission (SEC), US PCAOB and other applicable regulatory standards. These policies are supplemented by other processes to ensure compliance with the Swiss law and the standards issued by the Swiss Institute of Certified Accountants and Tax Consultants. These policies and processes cover areas such as firm independence (covering for example treasury and procurement functions), personal independence, post-employment relationships, Partner rotation, and approval of audit and non-audit services.

The Swiss Firm has a designated Ethics & Independence Partner. In addition, there is a core team of specialists led by the Head of Ethics & Independence for KPMG Europe LLP to help ensure that robust and consistent independence policies and procedures are implemented across our Firm and the KPMG Europe Group and that these are updated and communicated as required. Amendments to the ethics and independence policies in the course of the year are communicated by email alerts and included in regular quality and risk communications. To help ensure ethical conduct, including integrity and independence, our Firm and its personnel must be free from prohibited financial interests in, and prohibited relationships with, the network's audit clients, their management, directors, and significant owners.

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In the event of failure to comply with relevant independence policies, whether identified in the rolling compliance review, self-declared or otherwise, professionals are subject to an independence disciplinary policy. Matters arising are factored into promotion and compensation decisions and, in the case of Partners and directors, are reflected in their individual quality and risk metrics (see Section 4.4).

4.3.2.2 Personal independence

KPMG International policy extends the IESBA Code of Ethics restrictions on ownership of audit client securities to every member firm Partner in respect of any audit client of any member firm.

Our professionals are responsible for making appropriate enquiries to ensure that they do not have any personal financial interests that are restricted for independence purposes. In common with other member firms of KPMG International, we use a web-based independence tracking system to assist our professionals in their compliance with personal independence investment policies. This system contains an inventory of publicly available investment products. Partners and client-facing managers are required to use this system prior to entering into an investment to identify whether they are permitted to do so. They are also required to maintain a record of all of their investments in the system, which automatically notifies them if their investments subsequently become restricted. The Swiss Firm monitors Partner and manager compliance with this requirement as part of a programme of independence compliance audits of a sample of professionals. In 2012 37 (2011: 68) compliance audits were conducted by the Swiss Firm.

Any professional providing services to an audit client is also required to notify the

Ethics & Independence Partner if they intend to enter into employment negotiations with that audit client.

4.3.2.3 Independence training and confirmations

The Swiss Firm provides all relevant personnel (including all Partners and client service professionals) with annual independence training appropriate to their grade and function and provides all new personnel with relevant training when they join.

All personnel are required to sign an independence confirmation upon joining our Firm. Thereafter, professionals are required to provide an annual confirmation that they have remained in compliance with applicable ethics and independence policies throughout the period. This confirmation is used to evidence the individual's compliance with, and understanding of, the Swiss Firm's independence policies.

4.3.2.4 Audit Partner rotation

Audit Partners are subject to periodic rotation of their responsibilities for audit clients under applicable laws and regulations and independence rules. These limit the number of years that Partners in certain roles may provide audit services to an audit client. KPMG rotation policies are consistent with the IESBA Code of Ethics and also require our Firm to comply with any stricter applicable rotation requirements. The Swiss Firm monitors the rotation of Partners, which also assists them in developing transition plans that help audit engagement teams to deliver a consistent quality of service to clients. The rotation monitoring is subject to compliance testing.

4.3.2.5 Non-audit services

The Swiss Firm has policies regarding the scope of services that can be provided to audit clients which are consistent

with IESBA principles and independence rules issued by the Swiss Institute of Certified Accountants and Tax Consultants, the Federal Audit Oversight Authority and the Financial Market Supervisory Authority as well as Swiss law. Additionally, KPMG policies require the lead audit engagement Partner to evaluate the threats arising from the provision of non-audit services and the safeguards available to address those threats.

KPMG International's proprietary system, Sentinel™, facilitates compliance with these policies. Lead audit engagement Partners are required to maintain group structures for their publicly traded and certain other audit clients and their affiliates in the system. Every engagement entered into by any KPMG member firm in our network is required to be included in the system prior to starting work. The system then enables lead audit engagement Partners for restricted entities to review and approve, or deny, any proposed service wherever in the world the service is proposed to be provided and wherever the member firm is based.

In Switzerland, the Federal Audit Oversight Authority has determined that independence may be impaired when the ratio of audit to non-audit fees for a listed audit client exceeds 1 to 3 in two consecutive years. The Swiss Firm monitors fees earned on audit engagements in order to ensure that this threshold is not exceeded.

In accordance with applicable auditor independence rules, none of our audit Partners are compensated on their success in selling non-audit services to their audit clients.

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4.3.2.6 Fee dependency

KPMG International's policies recognise that self-interest or intimidation threats may arise if the total fees from an audit client represent a large proportion of the total fees of the operating firm expressing the audit opinion. In particular, these policies require that in the event that the total fees from a public interest entity audit client and its related entities were to represent more than 10% of the total fees received by a particular member firm for two consecutive years:

- This would be disclosed to those charged with governance at the audit client; and
- A Senior Partner from another member firm would be appointed as the engagement quality control reviewer.

No audit client accounted for more than 10% of the total fees received by the Swiss Firm over the last two years.

4.3.2.7 Business relationships/suppliers

The Swiss Firm has policies and procedures in place that are designed to ensure that business relationships are maintained in accordance with the IESBA Code of Ethics, Swiss law and other Swiss independence requirements. Compliance with these policies and procedures is reviewed periodically.

4.3.2.8 Conflicts of interest

Conflicts of interest may prevent the Swiss Firm from accepting or continuing an engagement. The Sentinel™ system is also used to identify and manage potential conflicts of interest within and across member firms. Any potential conflict issues identified are resolved in consultation with other parties as applicable, and the resolution of all matters is documented. An escalation

procedure exists in the case of dispute between member firms. If a potential conflict issue cannot be resolved, the engagement is declined or terminated.

It may be necessary to apply specific procedures to manage the potential for a conflict of interest to arise or be perceived to arise so that the confidentiality of all clients' affairs is maintained. Such procedures may, for example, include establishing formal dividers between engagement teams serving different clients and making arrangements to monitor the operation of such dividers.

4.3.2.9 Compliance with laws, regulations, and anti-bribery and corruption.

Training covering compliance with laws (including those relating to anti-bribery and corruption), regulations and professional standards is required to be completed by client-facing professionals at a minimum of once every two years, with new hires completing such training within three months of joining the Firm. In addition, certain non-client-facing personnel who work in finance, procurement or sales and marketing departments, and who are at the manager level and above, are also required to participate in anti-bribery training.

4.4 Recruitment, development and assignment of appropriately qualified personnel

We are totally committed to equipping our people with the skills and tools they need to cut through the complexity of today's world – complexity that sees our people increasingly working across borders, collaborating on a global basis and taking on challenging and innovative projects.

One of the key drivers of quality is ensuring the assignment of professionals with the skills and experience appropriate to the client. This requires recruitment, development, promotion and retention of our personnel and robust capacity and resource management processes. We believe it is essential to attract and retain the best people. We actively manage our high-potential talent pool across the KPMG Europe Group through our Emerging Leaders Programme.

4.4.1 Recruitment

All candidates applying for professional positions are required to submit an application and are employed following a variety of selection processes, which may include application screening, competency-based interviews, psychometric and ability testing, and qualification/reference checks.

Upon joining our Firm, new personnel are required to participate in a comprehensive on boarding program, which includes training in areas such as ethics and independence. This also includes ensuring that any issues of independence or conflicts of interest are addressed before the individual's employment or Partnership commences.

4.4.2 Personal development

It is important that all professionals have the necessary business and leadership skills to be able to perform quality work in addition to technical skills (see Section 4.5.1).

A Partner development framework is in place that links particular training programmes to various Partner levels and roles. Partners are encouraged to make use of these development opportunities, and also to contribute to the development of other Partners and staff through

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coaching, mentoring, and teaching on our core programmes.

In relation to audit we provide opportunities for professionals to develop the skills, behaviours and personal qualities that form the foundations of a successful career in auditing. Courses are available to enhance personal effectiveness and develop technical, leadership and business skills. We further develop our personnel for high performance through coaching and mentoring on the job, stretch assignments, country rotational and global mobility opportunities and the like.

4.4.3 Performance evaluation and compensation

The 'glue' that binds all of our people processes and policies together for our employees are our Global Behavioral Capabilities. We use these to shape our performance development process, to underpin the learning and development offering and also the promotion processes.

At KPMG our commitment to the professionalism, openness and quality & risk management principles starts at the very top with our Partners but also extends throughout the people processes.

All professionals undergo annual goal-setting and performance reviews. Each professional is evaluated on attainment of agreed-upon goals, demonstration of the KPMG Global Behavioral Capabilities for their level, and adherence to the KPMG values and brand attributes. This is achieved through our global performance management process, which is supported by a web-based application. These evaluations are conducted by performance managers and Partners who are in a position to assess their performance. In preparation for their counselling, all of

our people are required to seek evidence of their performance during the year. As part of the year end counselling process they are awarded a grading based on how well they have performed in meeting their objectives. This grade influences the total amount of remuneration that they are paid. The results of the annual counselling are also considered when promotion decisions are being made.

Similarly, each year, Partners and directors are also required to agree objectives for the coming year which are specific to their individual role. As for staff, as part of the year end counselling process our Partners are awarded a grading based on how well they have performed in meeting their individual objectives. They are required to provide objective evidence to demonstrate this, which includes their individual quality and risk metrics which are described in further detail below. The result of the annual performance review affects the compensation of our Partners and directors and in some cases their continued association with KPMG.

All Partners and directors within the Swiss Firm and the KPMG Europe Group are issued with standardised quality and risk metrics which are fed into their annual counselling process. The quality and risk metrics include a number of parameters, such as the results of external regulatory reviews, timely completion of training, and the outcome of internal monitoring programmes. As part of these metrics, an overall red, amber or green grading is awarded. In 2012 we added additional metrics into the process and have also tightened the overall scoring mechanism. The 2012 results indicate a good level of quality and risk compliance across our Firm. The action taken against any Partner with amber and red metrics

will be dependent upon what drove the adverse metric initially. The range of actions that can be taken include remediation of the initial deficiency giving rise to the adverse metric, remedial training, one-to-one counselling with functional leadership and/or the National Quality & Risk Management Partner on the issue arising, or in some instances a reduction in the overall compensation paid to the Partner/director concerned.

Compensation and promotion

The Swiss Firm has compensation and promotion policies that are clear, simple, and linked to the performance evaluation process so that our people know what is expected of them and what they can expect to receive in return. Our compensation policies do not permit audit Partners to be compensated for the sale of non-audit services to their audit clients; other restrictions are also applied in accordance with national regulations.

A common senior grading model and career path framework has been implemented for all Partners across the KPMG Europe Group. This outlines the various roles a Partner may undertake throughout their career, the level of seniority associated with the roles and the potential career routes a Partner may take to achieve the roles/level of seniority. Expectations of each role are described through a role profile.

Partner admissions

Our process for admission to the Partnership is rigorous and thorough, involving appropriate members of our leadership. For the year ended 30 September 2012 there was a common approach for assessing and admitting new Partners into KPMG Europe LLP. This procedure includes a business case and a personal case for the individual candidate. Our key

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criteria for admission to Partner are consistent with a commitment to professionalism and integrity, quality and being an employer of choice. Anyone who is being considered for promotion to Partner within KPMG Switzerland and KPMG Europe LLP is evaluated against criteria which include evidence of the way that an individual has managed quality and risk as well as their overall adherence to our values. Similarly, attitude to quality and risk is explored for any external Partner hires that we are considering. All recommendations for admission to the Partnership of the Swiss Firm need to be approved by the Executive Committee.

4.4.4 Assignment

The Swiss Firm has procedures in place to assign both the engagement Partners and professionals to a specific engagement by evaluating their skill sets, relevant professional and industry experience, and the nature of the assignment or engagement. Function heads are responsible for the process of allocating particular engagement Partners to clients.

Audit engagement Partners are required to be satisfied that their engagement teams have appropriate competencies and capabilities, including time, to perform audit engagements in accordance with KAM, professional standards and applicable legal and regulatory requirements. This may include involving KPMG's local and global specialists.

When considering the appropriate competence and capabilities expected of the engagement team as a whole, the engagement Partner's considerations may include the following:

- An understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation;
- An understanding of professional standards and legal and regulatory requirements;
- Appropriate technical skills, including those related to relevant information technology and specialised areas of accounting or auditing;
- Knowledge of relevant industries in which the client operates;
- Ability to apply professional judgement; and
- An understanding of KPMG's quality control policies and procedures.

As an additional control in Audit (where the services are of more of a recurring nature than across much of the rest of our business), our Head of Audit together with the Audit Quality & Risk Management Partner performs an annual review of the portfolio of all of our Audit engagement leaders. The purpose of this portfolio review is to look at the complexity and risk of each audit and then to consider whether or not, taken as a whole, the specific engagement leader has the appropriate time, suitable experience and the right level of support to enable them to perform a high-quality audit for each client in their portfolio.

4.5 Commitment to technical excellence and quality service delivery

We provide all professionals with the technical training and support they need,

including access to networks of specialists and departments of professional practice ('DPP') or equivalent which are made up of senior professionals with extensive experience in audit, reporting and risk management, either to provide resources to the engagement team or for consultation.

At the same time we use our audit accreditation and licensing policies to require professionals to have the appropriate knowledge and experience for their assigned engagements. Our structure enables our engagement teams to apply their business understanding and industry knowledge to deliver valued insights and to maintain audit quality.

4.5.1 Technical training

In addition to personal development discussed at 4.4.2, our policies require all professionals to maintain their technical competence and to comply with applicable regulatory and professional development requirements.

Our technical training curriculum covers all grades of staff with a core training programme for junior staff and periodic and annual update training for qualified and experienced staff and Partners.

Audit Learning and Development steering groups at the global, regional and local levels identify annual technical training priorities for development of new courses, content for periodic and annual update training and amendments to the core programme. Delivery of training is through a blend of classroom, e-learning and Virtual Classroom. Audit Learning and Development teams work with subject experts and leaders from the Global Service Centre (GSC), International Stand-

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ards Group (ISG) and DPPs, as appropriate, to ensure the training is of the highest quality, relevant to performance on the job and is delivered on a timely basis.

Audit training is mandatory and completion is monitored through a Learning Management System. This allows individuals to monitor their compliance both with their ongoing Continuing Professional Development requirements and with KPMG's mandatory training and accreditation requirements (see 4.5.2).

In addition to structured technical training, there is a coaching culture that encourages consultation, on-the-job training and mentoring.

4.5.2 Accreditation and licensing

All KPMG professionals are required to comply with applicable professional licence rules in the jurisdiction where they practice.

The Swiss Firm is responsible for ensuring that Audit professionals working on engagements have appropriate audit, accounting and industry knowledge and experience in the local predominant financial reporting framework. We have accreditation requirements for many of our services (including for US audit and accounting work, International Financial Reporting Standards, Transactions Services and Corporate Finance services) which ensure that only Partners and employees with the appropriate training and experience are assigned to clients and are appropriately licensed where necessary.

The Swiss Firm requires that all Audit professionals are also required to maintain accreditation with their professional bodies and satisfy the Continuing Professional Development requirements of such bodies (at a minimum, professionals comply with IESBA requirements).

Our policies and procedures are designed to ensure that those individuals who require a licence to undertake their work are appropriately licensed.

4.5.3 Access to specialist networks

Our engagement teams have access to a network of local and global specialists in KPMG member firms. Engagement Partners are responsible for ensuring that their engagement teams have the appropriate resources and skills.

The need for specialists (eg Information Technology, Tax, Treasury, Pensions, Forensic) to be assigned to a specific audit engagement is considered as part of the audit engagement acceptance and continuance process.

4.5.4 Consultation

Internal consultation is a fundamental contributor to quality and is mandated in certain circumstances and always encouraged.

The Swiss Firm provides appropriate consultation support to audit engagement professionals through professional practice resources that include a DPP and a US Accounting & Reporting Group.

Across the KPMG Europe Group, the role of DPP is crucial in terms of the support that it provides to the Audit function. It provides technical guidance to client service professionals on specific engagement-related matters, develops and disseminates specific topic-related guidance on emerging local technical and professional issues, and disseminates international guidance on International Financial Reporting Standards (IFRS) and ISAs.

To assist audit engagement professionals in addressing difficult or contentious matters, we have established protocols

for consultation and documentation of significant accounting and auditing matters, including procedures to facilitate resolution of differences of opinion on engagement issues. Consultation with a team member at a higher level of responsibility than either of the differing parties usually resolves such differences. In other circumstances, the matter may be elevated through the chain of responsibility for resolution by technical specialists. In exceptional circumstances, a matter may be referred to the Head of Audit, Head of DPP, National Quality & Risk Management Partner or a Panel consisting of such individuals.

Technical support is also available to our Firm through the International Standards Group (ISG) as well as the US Capital Markets Group based in New York, for work on SEC foreign registrants, or KPMG Europe LPP's US Accounting & Reporting Group based in London.

The ISG works with global IFRS and ISA topic teams with geographic representation from around the world to promote consistency of interpretation of IFRS between member firms, identify emerging issues and develop global guidance on a timely basis. The ISG has a network of contacts and holds regular calls both in relation to auditing and IFRS to update country professional practice representatives.

4.5.5 Developing business understanding and industry knowledge

A key part of engagement quality is having a detailed understanding of the client's business and industry.

For significant industries global audit sector leads are appointed to support the development of relevant industry information to audit professionals. A key element of this industry information is the

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provision of industry knowledge within eAudIT. This knowledge comprises examples of industry audit procedures and other information (such as typical risks and accounting processes). In addition, industry overviews are available which provide general and business information in respect of particular industries as well as a summary of the industry knowledge provided in eAudIT.

4.6 Performance of effective and efficient audits

How an audit is conducted is as important as the final result.

We expect our people to demonstrate certain key behaviours in the performance of effective and efficient audits. These behaviours are discussed below.

4.6.1 KPMG Audit Process

As set out above, our audit workflow is enabled in eAudIT. The key behaviours that our auditors apply throughout the audit process to deliver effective and efficient audits are:

- Timely Partner and manager involvement;
- Critical assessment of audit evidence;
- Exercise professional judgement and professional scepticism;
- Ongoing mentoring and on-the-job coaching, supervision and review;
- Appropriately supported and documented conclusions;
- If relevant, appropriate involvement of the Engagement Quality Control Reviewer (EQCR);

- Clear reporting of significant findings;
- Insightful, open and honest two-way communication with those charged with governance; and
- Client confidentiality, information security and data privacy.

4.6.1.1 Timely Partner and manager involvement

To identify and respond to the significant audit risks applicable to each audit, the engagement team requires an understanding of the client's business, its financial position and the environment in which it operates. The engagement Partner is responsible for the overall quality of the audit engagement and therefore for the direction, supervision and performance of the engagement.

The engagement Partner is a key participant in planning meetings, reviews key audit documentation – in particular documentation relating to significant matters arising during the audit and conclusions reached – and is responsible for the final audit opinion. The engagement manager assists the Partner in meeting these responsibilities and in the day-to-day liaison with the client and team.

Involvement and leadership from the engagement Partner early in the audit process helps set the appropriate scope and tone for the audit and helps the engagement team to obtain maximum benefit from the Partner's experience and skills. Timely involvement of the engagement Partner at other stages of the engagement allows the engagement Partner to identify and appropriately address matters significant to the engagement, including critical areas of judgement and significant risks.

4.6.1.2 Critical assessment of audit evidence with emphasis on professional scepticism

We consider all audit evidence obtained during the course of the audit, including consideration of contradictory or inconsistent audit evidence. The nature and extent of the audit evidence we gather is responsive to the assessed risks. We recognise that audit evidence obtained from external sources tends to be more persuasive. The analysis of the audit evidence requires each of our team members to exercise professional judgement and maintain professional scepticism to obtain sufficient appropriate audit evidence.

Professional scepticism involves a questioning mind and alertness to contradictions or inconsistencies in audit evidence. Professional scepticism features prominently throughout auditing standards and receives significant focus from regulators. Our Audit Quality Framework emphasises the importance of maintaining an attitude of professional scepticism throughout the audit.

We have developed a professional judgement process that provides audit professionals with a structured approach to making judgements. Our professional judgement process has professional scepticism at its heart. It recognises the need to be alert to biases which may pose threats to good judgement, to consider alternatives, to critically assess audit evidence by challenging management's assumptions and following up contradictory or inconsistent information and to document the rationale for conclusions reached on a timely basis as a means of testing their completeness and appropriateness.

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Professional judgement training has been embedded in our core Audit Technical training programme for junior staff as well as being included in our periodic and annual update training for qualified and experienced staff and Partners.

4.6.1.3 Ongoing mentoring and on the job coaching, supervision and review

We understand that skills build over time and through exposure to different experiences. To invest in the building of skills and capabilities of our professionals, without compromising on quality, we use a continuous learning environment. We support a coaching culture throughout KPMG as part of enabling personnel to achieve their full potential.

Ongoing mentoring and on-the-job coaching and supervision during an audit include:

- Engagement Partner participation in planning discussions
- Tracking the progress of the audit engagement;
- Considering the competence and capabilities of the individual members of the engagement team, including whether they have sufficient time to carry out their work, whether they understand their instructions, and whether the work is being carried out in accordance with the planned approach to the engagement;
- Helping engagement team members address any significant matters that arise during the audit and modifying the planned approach appropriately; and

- Identifying matters for consultation with more experienced team members during the engagement.

A key part of effective monitoring, coaching and supervision is timely review of the work performed so that significant matters are promptly identified, discussed and addressed.

4.6.1.4 Appropriately supported and documented conclusions

Audit documentation records the audit procedures performed, evidence obtained and conclusions reached on significant matters on each audit engagement. Our policies require review of documentation by more experienced engagement team members.

Our methodology recognises that documentation prepared at the time the work is performed is likely to be more efficient and effective than documentation prepared later. Teams are required to assemble a complete and final set of audit documentation for retention within an appropriate time period, which is ordinarily not more than 60 calendar days from the date of the audit report.

The key principle that engagement team members are required to consider is whether an experienced auditor, having no previous connection with the engagement, reviewing the audit documentation sometime in the future will understand the nature, timing, and extent of audit procedures performed to comply with the ISAs, applicable legal and regulatory requirements, the results of the procedures performed, the audit evidence obtained, significant findings and issues arising during the audit and actions taken to address them (including additional audit evidence obtained), as well as the basis for the conclusions reached, and significant

professional judgments made in reaching those conclusions.

The Swiss Firm has a formal document retention policy in accordance with the applicable regulation that governs the period we retain audit documentation and other client-specific records.

4.6.1.5 Appropriate involvement of the Engagement Quality Control Reviewer (EQCR)

EQCRs have appropriate experience and knowledge to perform an objective review of the decisions and judgements made by the audit team. They are experienced audit professionals who are independent of the engagement team. They offer an objective review of the more critical and judgemental elements of the audit.

An EQCR is required to be appointed for the audits, including any related review(s) of interim financial information, of all listed entities, non-listed entities with a high public profile, engagements that require an EQCR under applicable laws or regulations, and engagements identified as high risk. Before the date of the auditor's report, these individuals review:

- Selected audit documentation and client communications;
- The appropriateness of the financial statements and related disclosures; and
- The significant judgements the engagement team made and the conclusions it reached with respect to the audit.

The audit is completed only when the EQCR is satisfied that all significant questions raised have been resolved.

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We are continually seeking to strengthen and improve the role that the EQCR plays in audits, as this is a fundamental part of the system of audit quality control. In recent years we have taken a number of actions to reinforce this, including:

- Making available training courses covering the role of the EQCR;
- Ensuring that the role performed by EQCRs is also taken into account when performing the Partner Portfolio Review process (refer to Section 4.4.4) to ensure adequacy of time and appropriate skill set for the role and reallocation if needed; and
- Assessing, as part of our Quality Performance Reviews (refer to Section 4.7.1), the work performed by the EQCR and the adequacy of involvement including discussion with the EQCR.

4.6.1.6 Clear reporting of significant findings

Swiss and international auditing standards largely dictate the format and content of the audit report that includes an opinion on the fair presentation in all material respects of the client's financial statements. Experienced engagement Partners arrive at all audit opinions after involvement in the audit and review of the work performed by the audit team.

We provide extensive reporting guidance and technical support to audit Partners in preparing audit reports, where there are significant matters to be reported to users of the audit report, either as a qualification to the audit report or through the inclusion of an emphasis of matter paragraph.

4.6.1.7 Insightful, open and honest two-way communication with those charged with governance

Two-way communication with those charged with governance at our clients is key to audit quality. Often the audit committee will be the body identified as those charged with governance. We stress the importance of keeping those charged with governance informed of issues arising throughout the audit and of understanding their views. We achieve this through a combination of reports and presentations, attendance at audit committee or Board meetings, and ongoing discussions with members of the audit committee. We deliver insights such as the appropriateness of accounting policies, the design and operation of financial reporting systems and controls, key accounting judgements and any matters where we may disagree with management's view, and any uncorrected audit misstatements. We ensure the content of these reports meets the requirements of auditing standards and we share our industry experience to encourage discussion and debate with those charged with governance.

In recognition of the demanding and important role that audit committees play for the capital markets and also of the challenges that they face in meeting their responsibilities, the KPMG Audit Committee Institute ('ACI') was created in 2002 to help audit committee members enhance their awareness, commitment and ability to implement effective audit committee processes. The Institute which currently operates in Switzerland as well as many other KPMG Europe LLP countries (including Germany, the Netherlands, Spain, Belgium, the UK, Luxembourg and Russia) provides audit com-

mittee members with authoritative guidance on matters of interest to audit committees as well as the opportunity to network with their peers during an extensive programme of technical updates and awareness seminars. The challenges facing audit committees as a result of proposed EU regulation and the increased expectations placed upon them by both politicians and investors in the wake of the financial crisis make the work of the ACI more relevant than ever.

4.6.1.8 Focus on effectiveness of group audits

Our audit methodology covers the conduct of group audits in detail. We stress the importance of effective two-way communication between the group engagement team and the component auditors, which is a key to audit quality. The group audit engagement Partner is required to evaluate the competence of component auditors, whether they are KPMG member firms or not, as part of the engagement acceptance process. Additional guidance, training and materials issued in this area include:

- eAudit guidance and functionality based on revised ISA 600 for group audit engagements. Heightened attention is being given to key risk areas for group audits, for example emerging markets and business environments that may be subject to heightened fraud risk; and
- Training conducted at audit conferences and dedicated workshops reinforcing key principles and requirements about the responsibility of the group auditor for the work undertaken by component auditors.

System of quality control continued

4.6.2 Client confidentiality, information security and data privacy

KPMG Europe LLP is committed to providing a secure and safe environment for the personal data and confidential information we hold, as well as protecting the privacy of our clients, service providers and our third parties.

The importance of maintaining client confidentiality is emphasised through a variety of mechanisms including through regular communication on the topic, the Code of Conduct, training and the annual independence confirmation process, which all of our professionals are required to complete.

KPMG Switzerland is required to meet the security requirements set out in the Global Information Security Policies and Standards as issued by KPMG International. As part of these Global requirements, the Swiss Firm appointed a National Security Officer (NSO), who also acts as National IT Security Officer (NITSO), with the necessary authority, skills and experience, to lead the information security function. The NSO / NITSO is in charge of the Swiss Firm's information security programme and works closely with our IT Services, National Quality & Risk Management and Marketing & Communications. The NSO / NITSO reports to the Swiss Firm's Senior Management and also to the Global IT Security Officer and Global Head of Information Protection.

Each KPMG Europe LLP operating firm is required to implement an incident response procedure to minimise the impact of a security breach or data loss.

Everyone has role to play in protecting client and confidential information. Poli-

cies and practices are communicated to all personnel and, as appropriate, reinforced through guidance, awareness and training. Each KPMG Europe LLP operating firm must publish an Acceptable Use Policy that applies to all KPMG personnel. The policy encourages effective and appropriate use of KPMG information technology resources, and highlights the protection requirements of all employee, KPMG, and client confidential and personal information.

Each operating firm is required to have a formal document retention policy concerning the retention period for audit documentation and other records relevant to an engagement in accordance with the relevant IESBA requirements as well as other applicable laws, standards and regulations.

4.7 Commitment to continuous improvement

We focus on ensuring our work continues to meet the needs of participants in the capital markets. To achieve this goal, we employ a broad range of mechanisms to monitor our performance, respond to feedback and understand our opportunities for continuous improvement.

Additionally, we have processes in place to proactively identify emerging risks and to identify opportunities to improve quality and provide insights.

4.7.1 Monitoring

4.7.1.1 Internal monitoring

KPMG International has an integrated monitoring programme that covers all member firms to assess the relevance, adequacy, and effective operation of key quality control policies and procedures. This monitoring addresses both engage-

ment delivery and KPMG International policies and procedures and meets the ISQC1 monitoring requirements.

The results and lessons from the programmes are communicated within the Swiss Firm, and the overall results and lessons from the programmes are considered, and appropriate actions taken, at KPMG Europe Group, regional and global levels.

Our monitoring procedures involve ongoing consideration of:

- Compliance with KPMG's policies and procedures;
- The effectiveness of training and other professional development activities; and
- Compliance with applicable laws and regulations and the Swiss Firm's standards, policies, and procedures.

We use two formal inspection programmes conducted annually by KPMG Switzerland across the Audit, Tax, and Advisory functions: the Quality Performance Review (QPR) Programme; and the Risk Compliance Programme (RCP). Both programmes are developed and administered by KPMG International.

Additionally all KPMG member firms are covered once in a three-year cycle by cross-functional Global Compliance Reviews (GCRs) performed by reviewers in the Global Compliance Group who are independent of the member firm and report to Global Quality & Risk Management. These programmes are designed by KPMG International and participation in them is a condition of ongoing membership of the KPMG network (see Sec-

System of quality control continued

tion 7 for further details on the KPMG network). The appropriateness of KPMG International’s guidance materials is considered periodically.

The KPMG Europe Group’s operating firms also perform periodic compliance testing, which is consolidated once every six months and presented at the joint Quality & Risk Committee and Public Interest Committee meetings.

Quality Performance Reviews (QPRs)

The International QPR programme is the cornerstone of KPMG’s efforts to monitor engagement quality and one of the primary means of ensuring that member firms are collectively and consistently meeting both KPMG International’s requirements and applicable professional standards. The QPR Programme assesses engagement level performance in the Audit, Tax, and Advisory functions and identifies opportunities to improve engagement quality. All engagement Partners are generally subject to selection for review at least once in a three-year cycle. The reviews are tailored to the relevant function, performed at a member firm level, overseen by a Lead Reviewer from outside the specific member firm being reviewed, and are monitored regionally and globally. Remedial action plans for all significant deficiencies noted are required at an engagement and member firm level. We disseminate our findings from the QPR programme to our professionals through written communications, internal training tools, and periodic Partner, manager and staff meetings. These areas are also emphasised in subsequent inspection programmes to gauge the extent of continuous improvement.

As for KPMG Switzerland, in 2012 the number of engagements and Partners/directors reviewed was as follows:

	2012 Number of engagements reviewed (2011)	2012 Percentage of engagement leaders reviewed (2011)
Audit	35 (40)	40% (41%)
Tax	42 (41)	36% (33%)
Advisory	24 (34)	36% (62%)

Last year KPMG International strengthened the Audit QPR programme with the aim of making the reviews undertaken as part of this programme comparable in robustness to those undertaken by our external audit regulators. Our aim is to ensure that our regulators are sufficiently confident in the comparability of the two programmes that they will be able to rely on the results of our QPR programme and thereby reduce the number of independent reviews that they need to complete. Since 2011, KPMG International has used a grading system in our QPR programme for Audit that is more akin to the grades and definitions used by our external audit regulators in their reviews.

All engagements are awarded one of three grades; ‘Satisfactory, Performance Improvement Necessary and Unsatisfactory’. A ‘Satisfactory’ grading requires both (i) the audit work performed, the evidence obtained and the audit documentation produced to comply with our internal policies, applicable auditing standards and legal and regulatory requirements, and (ii) key judgments concerning significant matters in the audit and the audit opinion itself to have been appropriate. A ‘Performance Im-

provement Necessary’ grading is attributed where the auditor’s report is generally supported by the work performed and the auditor’s report is appropriate. However, improvements are necessary in one or more significant area including with respect to the documentation of the work performed. An ‘Unsatisfactory’ grading is attributed where the engagement was not performed in accordance with the international firm’s policy and professional standards in significant areas, in particular where there are significant deficiencies in the financial statements themselves, the audit work paper documentation or the actual work undertaken.

In terms of remedial actions all engagement leaders receiving a ‘Performance Improvement Necessary’ grading are considered for review in the following year and all engagement leaders receiving an ‘Unsatisfactory’ rating will be subject to a review of another of their engagements in the current year and a review in the following year. In addition, the ratings from the annual QPR exercise are included in the annual quality and risk metrics issued for all Partners and directors for all functions (as described in Section 4.4.3).

Lead Audit Engagement Partners are notified if (i) any subsidiary in their respective cross-border and/or global audit accounts was subject to review and received a less than ‘Satisfactory’ rating; and (ii) if a subsidiary of their global account is audited by a KPMG member firm where more pervasive quality concerns have been identified during the Audit QPR programme.

In Tax and Advisory, the functions follow a similar three-tier engagement grading system to Audit.

System of quality control continued

Risk Compliance Programme (RCP)

The RCP is a member firm's annual self-assessment programme. The objectives of the RCP are to monitor, assess, and document firm wide/cross functional compliance with the system of quality control established through KPMG International's quality and risk management policies and applicable legal and regulatory requirements as they relate to the delivery of professional services. The programme is overseen and monitored regionally as well as globally.

Member firms are required to self-assess their overall levels of compliance as 'Green', 'Amber' or 'Red'. A 'Green' grade indicates that the firm is substantially compliant with KPMG's policies and procedures and where there are issues identified these are minor and isolated and are acted on promptly. An 'Amber' grade also indicates that the firm is substantially compliant with KPMG policies and procedures. Although there may be several instances of non-compliance with policies or procedures, these do not indicate serious deficiencies within the firm as a whole. A 'Red' grade indicates that there are serious deficiencies.

Global Compliance Review Programmes (GCRs)

GCRs are performed by reviewers independent of the member firm led by the Global Compliance Group and are carried out once in a three-year cycle. These reviews focus on significant governance, risk management and independence and finance processes (including an assessment of the robustness of the firm's Risk Compliance Programme). Each major review area is assigned a "traffic light" rating by the GCR review team. A 'Green' rating indicates that policies and procedures

are generally satisfactory and that the firm is substantially compliant with KPMG's policies and procedures. An 'Amber' rating is given when the results indicate that the firm is generally compliant with KPMG's policies and procedures. There may be several instances of non-compliance with policies and procedures; however these do not necessarily indicate serious deficiencies within the firm as a whole. A 'Red' rating indicates that a firm has serious deficiencies.

During the year ended 30 September 2012, the Swiss Firm was subject to such a GCR.

4.7.1.2 External monitoring

In Switzerland, the Federal Audit Oversight Authority (FAOA) has been carrying out independent inspections for a number of years. Such inspections consist of a firm level review and a selection of audit engagement file reviews. In addition, the Swiss Financial Market Supervisory Authority (FINMA) conducts audit engagement file reviews of our FINMA regulated clients on a sample basis. In 2012, the FAOA assumed responsibility for financial statement audit file reviews related to the financial services sector, while the FINMA retained responsibility for file reviews of regulatory audits related to the financial services sector.

The FAOA's 2012 inspection of KPMG AG is substantially complete and we received the draft inspection report in November 2012. We will consider each of the findings and implement actions to continue to strengthen our policies and procedures as appropriate.

KPMG AG is also registered with the following foreign audit regulators:

- Canadian Public Accountability Board (CPAB)
- French 'Haut Conseil du Commissariat aux Comptes' (H3C)
- German 'Abschlussprüferaufsichtskommission' (APAK)
- Irish Auditing & Accounting Supervisory Authority (IAASA)
- Italian 'Commissione Nazionale per le Società e la Borsa' (CONSOB)
- Japanese Financial Services Authority (JFSA)
- Liechtensteinische Finanzmarktaufsicht FMA
- Luxembourg 'Commission de Surveillance du Secteur Financier' (CSSF)
- Swedish Supervisory Board of Public Accountants
- UK Professional Oversight Board of the FRC
- US Public Company Accounting Oversight Board (PCAOB)

4.7.2 Client feedback

In addition to internal and external monitoring of quality, we operate a formal programme across the Swiss Firm where we actively solicit feedback from management and those charged with governance at our clients on the quality of specific services that we have provided to them. The feedback that we receive from this programme is formally considered by leadership and individual client service teams to ensure that we continue

System of quality control continued

ally learn and improve the levels of client service that we deliver. Any urgent actions arising from client feedback are followed up by the engagement Partner to ensure that concerns on quality are dealt with on a timely basis.

4.7.3 Monitoring of complaints

We have robust procedures in place for handling complaints received from clients relating to the quality of our work. These procedures are detailed on our Firm's website: kpmg.ch/complaints

KPMG Switzerland takes any complaints about the quality of its services or the behaviour of its people seriously. We undertake to investigate them and address the concerns raised promptly.

If a client has a complaint or is not satisfied with any aspect of their dealings with KPMG Switzerland they are invited to raise their concerns with a Partner or a senior member of staff who is known to them. If they are not able to reach a satisfactory resolution in this way, they may follow one of the following courses of action:

- if the complaint concerns KPMG's professional services they may contact the National Quality & Risk Management Partner;
- if they wish to report possible illegal, unethical or improper conduct involving KPMG Switzerland or any of its people and do not wish to follow any of the previous courses of action, they may make use of our whistle-blowing hotline.

4.7.4 Interaction with regulators at international and European levels

KPMG International has regular two-way communication with the International Forum of Independent Audit Regulators (IFIAR) to discuss issues identified and actions taken to address such issues at a network level.

In respect of KPMG Europe LLP countries a forum has been established, referred to informally as the 'College of Regulators' which consists of representatives from the Regulators of many members of our group. The College liaises with the KPMG Europe Group to increase mutual understanding on key areas of focus.

Financial information

KPMG Switzerland achieved the following revenues for the year ended 30 September 2012:

Gross revenues by service line				
	Share of sales in %	Change in %	2012 in million CHF	2011 in million CHF
Audit	55	4.3	233,5	223,8
Tax (including Legal)	29	-1.9	125.2	127,7
Advisory	16	-9.9	70.7	78,5
Total	100	-0.1	429,4	430,0

Gross revenues include out-of-pocket expenses and services of subcontractors and other KPMG member firms billed by KPMG Switzerland. Certain activities were moved from Advisory to Tax during the past fiscal year and figures from the previous year have been adjusted accordingly.

Net revenues by service line				
	Share of sales in %	Change in %	2012 in million CHF	2011 in million CHF
Audit	57	1.4	204,4	201,6
Tax (including Legal)	29	-3.8	105,2	109,4
Advisory	14	-9.0	49,8	54,7
Total	100	-1.7	359,4	365,7

Net revenues refer to services rendered by KPMG Switzerland. Certain activities were moved from Advisory to Tax during the past fiscal year and figures from the previous year have been adjusted accordingly.

Partners & staff			
	Change in %	FTE in 2012	FTE in 2011
Total FTE, as of 30 September 2012	-0.9	1505	1519

KPMG Europe LLP publishes consolidated financial statements in accordance with IFRS. Please refer to: [ELLP Transparency Report 2012](#).

Partner remuneration

The Partners of KPMG Switzerland are employed by KPMG AG and part of their remuneration comprises a base salary and associated benefits (including employer contributions to the Swiss Firm's pension fund, see below) as for other employees. In addition, they are entitled to share in bonus and profit pools of their respective function and the Swiss Firm, which are established when the profits of the year (before bonuses) have been determined. In Switzerland and Liechtenstein, Partners are members of a pension fund operated for all employees; both employer (the Swiss Firm) and employees (Partners and staff) are required to contribute to this scheme.

Each Partner's remuneration is paid almost exclusively from the relevant operating firm's profits. Whilst there is the capacity to allocate profit from KPMG Europe LLP it is not intended that this entity should generate significant profits. As a consequence, only KPMG Europe LLP Board members will be allocated small profit allocations from KPMG Europe LLP for the year to 30 September 2012; these allocations are taken into account when determining the overall remuneration payable to them.

The final allocation of bonuses and hence overall remuneration of Partners of the Swiss Firm is determined by the Executive Committee after assessing

the Swiss Firm's overall financial performance and each function's and each respective Partner's contribution to that performance for the year. Audit Partners are explicitly not remunerated for non-audit services sold to their audit clients. There is transparency among Partners over the average total compensation – in bands – allocated to them. The Swiss Remuneration Committee, consisting of the Senior Partner, two members of the Partners' Committee and the Head of Human Resources, reviews the proposed Partner bonus, profit allocations and total compensation, making recommendations to the Executive Committee for additional consideration.

At the level of KPMG Europe LLP, the Board's Remuneration Committee makes recommendations on policies for Partner remuneration, approves the process used by the Executive Committee, and determines the remuneration for the Chairman, Executive Committee and Head of Quality & Risk Management. In determining the amount of profit paid to Partners they remain conscious of the Public Interest Committee's encouragement to avoid short-term behaviour and also to make appropriate investments for the future. The Remuneration Committee also reviews the remuneration of a selection of Partners across the KPMG Europe Group on an individual basis, giving consideration to their quality & risk metrics.

Network arrangements

7.1 Legal Structure

The independent member firms of the KPMG network (including KPMG Europe LLP's operating firms) are affiliated with KPMG International, a Swiss cooperative which is a legal entity formed under Swiss law. The KPMG International network consists of more than 152,000 professionals working in 156 countries. For the year ended 30 September 2012 the member firms comprising the network generated aggregate revenues of US\$23 billion.

KPMG International carries out business activities for the overall benefit of the KPMG network of member firms but does not provide professional services to clients. Professional services to clients are exclusively provided by its member firms.

The structure is designed to support consistency of service quality and adherence to agreed values wherever in the world the member firms operate. One of the main purposes of KPMG International is to facilitate the provision by member firms of high-quality Audit, Tax and Advisory services to their clients. For example, KPMG International establishes, and facilitates the implementation and maintenance of, uniform policies and standards of work and conduct by member firms and protects and enhances the use of the KPMG name and brand.

KPMG International is an entity which is legally separate from each member firm. KPMG International and the member firms are not a global Partnership, joint venture or Partnership with each other. No member firm has any authority to obligate or bind KPMG International or any other member firm vis-à-vis third parties, nor does KPMG International have any such authority to obligate or bind any member firm.

7.2 Responsibilities and obligations of member firms

KPMG is the registered trademark of KPMG International and is the name by which the member firms are commonly known. The rights of member firms to use the KPMG name and marks are contained within agreements with KPMG International.

In these agreements, member firms commit themselves to a common set of KPMG values. Under agreements with KPMG International, member firms are required to comply with KPMG International's policies and regulations including quality standards governing how they operate and how they provide services to clients. This includes having a structure that ensures continuity and stability and being able to adopt global and regional strategies, share resources, service multinational clients, manage risk, and deploy global methodologies and tools. Each member firm takes responsibility for its management and the quality of its work.

In accordance with the Global Code of Conduct, Partners and professionals working within member firms are required to act with integrity at all times. Compliance with key quality standards (including key aspects of methodologies, tools and management of risk) are specifically assessed as part of the International Review Programmes described in Section 4.7.1. The results of these programmes are reported to various governance and management bodies within KPMG International which can, at its discretion, take a number of actions against the firm concerned – including, ultimately, removal from the KPMG International network for any firm which fails to meet the required quality standards.

Member firms are also required to have the capability to provide certain types of core services and to refer work to other member firms where appropriate (for example, if the engagement concerns work in that other member firm's country and that other member firm has the required capacity and expertise to perform the work).

KPMG International's activities are funded by amounts paid by member firms. The basis for calculating such amounts (which is currently based on revenue) is approved by the Global Board and consistently applied to the member firms.

A firm's status as a KPMG member firm and its participation in the KPMG network may be terminated if, among other things, it has not complied with the policies and regulations set by KPMG International or any of its other obligations owed to KPMG International.

7.3 Professional indemnity insurance

A substantial level of insurance cover is maintained in respect of professional negligence claims. The cover provides a territorial coverage on a worldwide basis and is principally written through a captive insurer through a programme that is available to all KPMG member firms.

7.4 Governance structure

The key governance and management bodies of KPMG International are the Global Council, the Global Board, and the Global Executive Team.

The Global Council focuses on high-level governance tasks and provides a forum for open discussion and communication among member firms. It performs functions equivalent to a shareholders' meeting (albeit that KPMG International has

Network arrangements continued

no share capital and, therefore, only has members, not shareholders). Among other things, the Global Council elects the Chairman for a term of up to four years (renewable once) and also approves the appointment of Global Board members. It includes representation from 55 member firms that are 'members' of KPMG International as a matter of Swiss law. Sub-licensees are generally indirectly represented by a member.

The Global Board is the principal governance and oversight body of KPMG International. The key responsibilities of the Global Board include approving strategy, protecting and enhancing the KPMG brand, overseeing management of KPMG International, and approving policies and regulations. It also admits member firms and ratifies the Chairman's appointment of the Deputy Chairman and members of the Global Executive Team.

The Global Board includes the Chairman, the Deputy Chairman, the Chairmen of each of the three regions (the Americas; Asia Pacific (ASPAC); and Europe, the Middle East, and Africa (EMA)) and a number of senior Partners of member firms. One of the Board members is elected as the "lead director" by those Board members who are not also members of the Global Executive Team ('non-executive' members). A key role of the lead director is to act as liaison between the Chairman and the 'non-executive' Board members.

The Global Board is supported in its oversight and governance responsibilities by several committees, including a Governance Committee; an Audit, Finance, and Investments Committee; a Compensation

and Nomination Committee; a Quality & Risk Management Committee; and a Professional Indemnity Insurance Committee. The lead director nominates the Chairs and members of Board committees for approval by the Board.

The Global Executive Team is the principal management body of KPMG International. The Global Executive Team drives the execution of the strategy approved by the Global Board and establishes processes to monitor and enforce policy compliance. It is led by the Chairman and includes the Deputy Chairman, the Chief Operating Officer, Global Practice Heads, regional leaders, and a number of senior Partners of member firms.

The Global Executive Team is supported by Global Steering Groups responsible for executing the approved strategy and business plan in their respective areas. In particular, the Global Quality & Risk Management Steering Group operates under delegated authority from the Global Executive Team.

Each member firm is part of one of three regions (the Americas, ASPAC and EMA). Each region has a Regional Board comprising a regional Chairman, regional Chief Operating or Executive Officer, representation from any sub-regions, and other members as appropriate. Each Regional Board focuses specifically on the needs of member firms within their region and assists in implementation of KPMG International's policies and processes within the region.

Members of the Global Board and Global Executive Team are members of the various network firms. Such members per-

form these roles on behalf of KPMG International and in that capacity do not act for KPMG Europe LLP or any entity within the KPMG Europe Group.

Further details about KPMG International, including the governance arrangements, can be found in its Transparency Report which is available at: kpmg.com/transparencyreport

7.5 Area Quality & Risk Management Leaders

KPMG International has a network of Area Quality & Risk Management Leaders (AQRMLs), reporting to the Global Vice Chair–Quality & Risk Management. The AQRMLs are members of the Global Quality & Risk Management Steering Group and each AQRML performs a monitoring function over a group of member firms. Their role is to enhance the KPMG network's ability to proactively monitor quality and risk management across member firms.

Statement by the Executive Board of Directors on the effectiveness of quality controls and independence

The measures and procedures that serve as the basis for the system of quality management for KPMG Switzerland outlined in this report aim to provide a reasonable degree of assurance that the statutory audits carried out by the Swiss Firm comply with the relevant laws and regulations.

The Executive Board of Directors of KPMG Switzerland has considered:

- the design and operation of the quality management system as described in this report;
- the findings from the various compliance programmes operated by our Firm (including the KPMG International Compliance Programmes as described in Section 4.7.1 and our local compliance monitoring programmes); and
- findings from regulatory inspections

Taking all of this evidence together, the Executive Board of Directors confirms with a reasonable level of assurance that the system of quality control within our Firm has operated effectively in the year ended 30 September 2012.

Further, the Executive Board of Directors confirms that an internal review of independence compliance within our Firm has been conducted in the year ended 30 September 2012.

1. Key legal entities and areas of operation

Name of Entity	Legal Structure	Regulatory Status	Nature of Business	Area of Operation
KPMG Holding AG	Swiss corporation / company limited by shares	N/A	Holding Company	Switzerland
KPMG AG	Swiss corporation / company limited by shares	Swiss Licensed Audit Firm under State Oversight	Audit, Tax and Advisory Services	Switzerland and Liechtenstein
KPMG (Liechtenstein) AG	Liechtenstein corporation / company limited by shares	Liechtenstein Registered Audit Firm	Audit, Tax and Advisory Services	Liechtenstein
KPMG Klynveld Peat Marwick Goerdeler SA	Swiss corporation / company limited by shares	Swiss Licensed Audit Expert	Audit Services	Switzerland
Ostschweizerische Treuhand-Gesellschaft	Swiss corporation / company limited by shares	Swiss Licensed Audit Expert	Audit, Tax and Advisory Services	Switzerland

2. Details of those charged with governance at KPMG AG

As of and for the year ended 30 September 2012:



Hubert Achermann

Chief Executive Officer, is an attorney-at-law with a PhD in law, has been the CEO of KPMG Switzerland from 1 October 2004 to 30 September 2012. He has worked for KPMG since 1982 and from 1994 to 2004 he was a member of the Executive Committee with responsibility for Tax and Legal. Hubert Achermann was a non-executive member of the KPMG Europe LLP's Board and chaired its Remuneration Committee. He was also a member of the Board of KPMG International, became in December 2008 the Lead Director and chaired the Board Process and Evaluation Committee. He stepped down as CEO on 30 September 2012.



Roger Neiningger

Head of Audit, Deputy CEO, is a Swiss Certified Accountant and has been with KPMG since 1984. His responsibilities include auditing and advising prominent national and international companies. He has headed the Audit function from June 2009 to 30 September 2012. As of 1 October 2012, Roger Neiningger was appointed CEO of the Swiss Firm.



Philipp Hallauer

Head of National Quality & Risk Management, is a graduate in business administration (lic. oec.) of the University of St. Gallen and a Swiss Certified Accountant. He has worked for KPMG since 1990. He was the Chairman of the Board of KPMG Switzerland from 1 April 2005 until 30 September 2008, when the firm merged with KPMG Europe LLP. Philipp Hallauer became a member of the Executive Committee in 2010. Until 30 September 2012 he was also a member of KPMG Europe LLP's Nomination Committee.



Lukas Marty

Chief Financial Officer, is a graduate in business administration (lic. oec.) of the University of St. Gallen and a Swiss Certified Accountant. He has been with KPMG since 1993. He is a Partner in International Accounting & Reporting and responsible for auditing and advising listed clients. He was appointed CFO in 2008 and became a member of the Executive Committee in 2010.



Stefan Pfister

Head of Advisory, has a Masters Degree in Economics from the University of St. Gallen (lic. oec.) and is a Certified Real Estate Expert and Chartered Surveyor. He has more than 15 years of Corporate Finance and Real Estate business experience, especially in leading large transactions and valuation mandates within the real estate industry. Stefan joined KPMG in 2005 and has been a member of the Executive Committee since October 2011.



Daniel Senn

Head of Financial Services, is a Swiss Certified Accountant and has been a member of KPMG's Executive Committee since June 2007. His professional career began in banking. Since joining KPMG in 1997, he has managed engagements for major national and international banks and clients in the funds sector. In addition, he has supervised numerous special projects mandated by the Swiss Financial Market Supervisory Authority (FINMA).



Jörg Walker

Head of Tax, is a graduate in law from St. Gallen (lic. iur.) and a Certified Tax Expert. He spent four years teaching at the Institute of Public Finance and Fiscal Law (IFF) at the University of St. Gallen and joined KPMG in 1994. Jörg Walker has been a member of the Executive Committee since October 2004.

Details of those charged with governance at KPMG AG continued

With effect from 1 October 2012:



Roger Neininger (1960, CH)

Chief Executive Officer, is a Swiss Certified Accountant and has been with KPMG since 1984. In 1996 he was appointed Partner and took over broader responsibilities in management.

In 2009 he joined the Executive Committee and became Head of Audit and Deputy CEO. On 1 October 2012 Roger Neininger was appointed CEO of KPMG in Switzerland.



Jörg Walker (1962, CH)

Chief Operating Officer, Chief Financial Officer, Deputy CEO, is a graduate in law from St. Gallen (lic. iur.) and a Certified Tax Expert. He spent four years teaching at the Institute of Public Finance and Fiscal Law (IFF) at the University of St. Gallen and joined KPMG in 1994. Jörg Walker has been a member of the Executive Committee since October 2004.



Stéphane Gard (1965, CH)

Head of Corporates, joined KPMG in 1988 after receiving his Master's degree in Economics and was appointed Partner on 1 January 2000. In 2001 he took on the lead of KPMG's Western Switzerland Region. In 2012 he became Head of Corporates and a member of the Executive Committee.



Lukas Marti (1967, CH)

Head of Audit, is a graduate in business administration (lic. oec.) of the University of St. Gallen and a Swiss Certified Accountant. He has been with KPMG since 1993. He is a Partner responsible for auditing and advising listed clients. He was appointed CFO in 2008 and became a member of the Executive Committee in 2010. On 1 October 2012 he became Head of Audit.



Stefan Pfister (1968, CH)

Head of Advisory, has a Masters Degree in Economics from the University of St. Gallen (lic. oec.) and is a Certified Real Estate Expert and Chartered Surveyor. He has more than 15 years of Corporate Finance and Real Estate business experience, especially in leading large transactions and valuation mandates within the real estate industry. Stefan Pfister joined KPMG in 2005 and has been a member of the Executive Committee since October 2011.



Daniel Senn (1957, CH)

Head of Financial Services, is a Swiss Certified Accountant and has been a member of KPMG's Executive Committee since June 2007. His professional career began in banking. Since joining KPMG in 1997, he has managed engagements for major national and international banks and clients in the funds sector. In addition, he has supervised numerous special projects mandated by the Swiss Financial Market Supervisory Authority (FINMA).



Peter Uebelhart (1969, CH)

Head of Tax, is a graduate in business administration (lic. oec.) of the University of St. Gallen and a Certified Tax Expert. He joined KPMG in January 2001. Since 2002 he has been a Partner of KPMG in Switzerland. He became Head of M&A Tax Switzerland in 2002 and Head of International Corporate Tax in Zurich in 2005. On 1 October 2012 he was appointed Head of Tax, Legal, BOS and became a member of the Executive Committee.

3. Public interest entities

The list of the Swiss Firm's public interest entity audit clients as at 30 September 2012 is provided below. The definition of 'public interest entity' for this purpose is that given under the provisions of Article 727 Section 1 lit. 1 of the Swiss Code of Obligations and includes Swiss entities publicly listed by shares or bonds and Swiss entities that contribute at least 20% of assets or revenues to the consolidated financial statements of Swiss publicly listed entities.

Absolute Invest AG
 Aduno Holding AG
 agta record ag
 AKEB Aktiengesellschaft für Kern-
 energie- Beteiligungen Luzern
 Allreal Generalunternehmung AG
 Allreal Holding AG
 Allreal Home AG
 Allreal Office AG
 Alpine Select AG
 Autoneum Holding AG
 Axpo AG
 Axpo Holding AG
 Axpo Trading AG
 Bank Julius Bär & Co. AG
 Banque Cramer & Cie SA
 Barry Callebaut AG
 BELIMO Automation AG
 BELIMO Holding AG
 Berner Oberland-Bahnen AG
 BondPartners S.A.
 Burkhalter Holding AG
 Burkhalter Technics AG
 BVZ Holding AG
 Centralschweizerische Kraftwerke AG
 Ciba Spezialitätenchemie Finanz AG
 Cior Technologies Ltd.
 Conzeta AG

Credit Suisse AG
 Credit Suisse Group AG
 Datacolor AG
 Datacolor AG Europe
 DOTTIKON ES HOLDING AG
 DOTTIKON EXCLUSIVE SYNTHESIS AG
 EMS-CHEMIE AG
 EMS-CHEMIE HOLDING AG
 ENAG Energiefinanzierungs AG
 Energiedienst Holding AG
 Feintool International Holding AG
 Flughafen Zurich AG
 GAM Holding AG
 Gondelbahn Grindelwald-Männlichen AG
 Gornergrat Bahn AG
 Groupe Baumgartner Holding SA
 Helvetia Holding AG
 Helvetia Schweizerische Lebensver-
 sicherungsgesellschaft AG
 Helvetia Schweizerische Versicherungs-
 gesellschaft AG
 Jelmoli AG
 Julius Bär Gruppe AG
 Jungfraubahn AG
 JUNGFRAUBAHN HOLDING AG
 Kardex AG
 Kernkraftwerk Leibstadt AG
 Kühne + Nagel International AG
 Kuoni Reisen AG
 Kuoni Reisen Holding AG
 LO Immeubles S.A.
 Lonza AG
 Lonza Group AG
 Lonza Sales AG
 Lonza Swiss Finanz AG
 Looser Holding AG
 Matterhorn Gotthard Verkehrs AG
 MCH Group AG
 MCH Messe Schweiz (Basel) AG
 Micronas Semiconductor Holding AG

Mobimo AG
 Mobimo Holding AG
 Montana Tech Components AG
 Nestlé S.A.
 New Venturetec AG
 Nobel Biocare Holding AG
 NORINVEST HOLDING SA
 OC Oerlikon Corporation AG, Pfäffikon
 Panalpina Welttransport (Holding) AG
 Partners Group AG
 Partners Group Holding AG
 Phoenix Mecano AG
 Private Equity Holding AG
 Publicitas S.A.
 Publigroupe S.A.
 Roche Holding AG
 Roche Kapitalmarkt AG
 Schlatter Holding AG
 Schlatter Industries AG
 SPS Beteiligungen Alpha AG
 SPS Immobilien AG
 Swiss Prime Site AG
 Swisscom (Schweiz) AG
 Swisscom AG
 Swisstronics Contract Manufacturing AG
 Tecan Group AG
 Tecan Trading AG
 u-blox AG
 u-blox Holding AG
 Valiant Bank AG
 Valiant Holding AG
 VAUDOISE ASSURANCES HOLDING SA
 VAUDOISE GENERALE, Compagnie
 d'Assurances SA
 VAUDOISE VIE, Compagnie
 d'Assurances SA
 Villars Holding S.A.
 Warteck Invest AG
 Wengernalpbahn AG
 Zehnder Group AG

4. KPMG’s global values

We lead by example.	At all levels we act in a way that exemplifies what we expect of each other and our clients.
We work together.	We bring out the best in each other and create strong and successful working relationships.
We respect the individual.	We respect people for who they are and for their knowledge, skills and experience as individuals and team members.
We seek the facts and provide insight.	By challenging assumptions and pursuing facts, we strengthen our reputation to provide insight as trusted and objective business advisers.
We are open and honest in our communication.	We share information, insight and advice frequently and constructively and manage tough situations with courage and candour.
We are committed to our communities.	We act as responsible corporate citizens by broadening our skills, experience and perspectives through work in our communities.
Above all, we act with integrity.	We are constantly striving to uphold the highest professional standards, provide sound advice and rigorously maintain our independence.

KPMG’s core values are at the heart of our Global Code of Conduct which defines the standards of ethical conduct that are required of people in KPMG member firms worldwide.

The information contained herein is of a general nature and is not intended to address the circumstances of any particular individual or entity. Although we endeavor to provide accurate and timely information, there can be no guarantee that such information is accurate as of the date it is received or that it will continue to be accurate in the future. No one should act on such information without appropriate professional advice after a thorough examination of the particular situation.

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