



cutting through complexity

Transparency Report

KPMG Statsautoriseret Revisionspartnerselskab


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KPMG's Values

KPMG people work together to deliver value to clients. We believe strongly in a common set of shared values which guide our behavior when dealing with both clients and each other:

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 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 candor.

We are committed to our communities

We act as responsible corporate citizens by broadening our skills, experience, and perspectives through work in our communities and protecting the environment.

Above all, we act with INTEGRITY:

We are constantly striving to uphold the highest professional standards, provide sound advice and rigorously maintain our independence.



Foreword

According to the Danish Auditors Act we are required to issue a Transparency report, as we audit publicly listed companies, financial institutions and other companies of public interest.

In February 2014 we received our licence to operate as an Audit firm, this is therefore our first Transparency report.

Our new firm combines profound insight into Danish and Nordic affairs with a strong global perspective. The main focus is to challenge conventions and work across audit, tax and advisory to help clients seize growth opportunities in Denmark and abroad.

Since day one, we have set ambitious goals for our future as a professional services firm. So far, large numbers of organizations and funds have chosen KPMG as their trusted adviser, ranging from start-up entrepreneurs to large listed multinationals.

We are humble and grateful for this strong vote of confidence. By combining different perspectives, sound judgment and extensive cross-border collaboration, we challenge assumptions constructively and pursue facts persistently. In doing so, we are committed to enabling clients' informed decision-making wherever they do business and regardless of the scope and reach of their operations.

We are passionate about making a difference for clients and building a strong and successful working relationship. Knowing that high-caliber people attract top-tier clients, we hire new colleagues who share our strong commitment to uphold the highest professional standards, provide sound advice and maintain our independence.

We have, in 2014, implemented a system of quality control based on KPMG International's Audit Quality Framework. For us, audit quality is not just about reaching the right opinion, but also about how we reach that opinion. KPMG International's Audit Quality Framework describes our approach to achieving audit quality to meet both international and local professional and ethical standards, and focuses on enhancing the quality of our audits through being independent, complying with our legal and professional obligations, and offering insight and impartial advice to our clients. Not all aspects of the Audit Quality Framework have been used in practice, as this is our first year of operations.

In the Transparency report, we provide insight into and report on a number of significant matters regarding our firm and ensure that this information is available to the outside world. We disclose information on our legal structure and ownership, governance structure and partner remuneration. We describe the global network that we are a part of – including the responsibilities and obligations of the member firms and our values – and the elements of our quality control system. At the end of the report the Board of Directors' statement on the quality control system and the independence policy, our revenue broken down by engagement type as well as a list of audit and assurance clients subject to section 21(3) of the Danish Auditors Act, also known as "Public Interest Entities", are disclosed. The Transparency report also reflects our commitment to consistently achieving the highest standard of quality, ethics and integrity in day to day business to ensure we meet our responsibilities to our clients, communities and the capital markets.

We are proud to be able to say that we have a fully operational firm that services a large number of public interest entities, and that we play our part in ensuring that there is a competitive and efficient audit and professional services market in Denmark.

We remain committed to working closely with regulators, audit committees, investors and businesses to enhance quality. I hope that you will find that our report provides useful insight into our firm and our approach to quality.

Copenhagen, 31 March 2015

KPMG

Statsautoriseret Revisionspartnerselskab

Thomas Hofman-Bang
CEO and Senior Partner



Legal structure and ownership

KPMG Statsautoriseret Revisionspartnerselskab ("KPMG") and KPMG Acor Tax Partnerselskab ("KPMG Acor Tax") are professional services firms that deliver audit, tax and advisory services to a wide variety of Danish businesses – from small entrepreneurs to large international groups as well as foundations, associations, municipalities and public institutions. Both firms are Danish member firms of KPMG International.

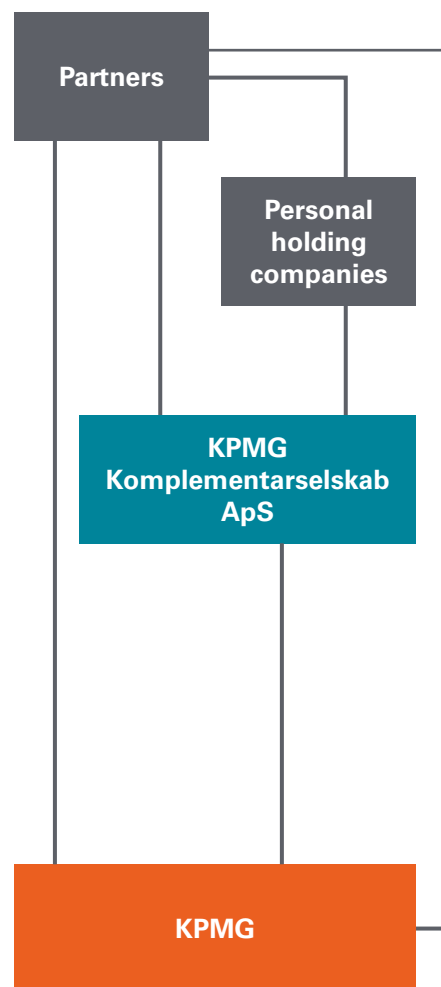
KPMG ("the Company") is a limited liability partnership that has been approved as an audit firm in Denmark.

As of 31 December 2014 KPMG was owned by KPMG Holding Danmark ApS which ultimately was owned by the KPMG Partners in Sweden and Finland. The current ownership structure of KPMG was established on 1 February 2015 when 28 Danish partners took ownership of the Company directly or indirectly through personal holding companies.

Pursuant to the Danish Auditors Act the majority vote in KPMG is held by state authorised public accountants.

KPMG Acor Tax is a limited liability partnership owned by that company's partners. The firm provides tax services under the KPMG brand in Denmark. KPMG Acor Tax is not licenced to operate as an Audit firm and there are no ownership interests between KPMG Acor Tax and KPMG.

This Transparency report does not describe the Governance Structure or the System of Quality Control of KPMG Acor Tax.





Governance structure

Consistent with our aspiration to be the most relevant, trusted firm of choice, we apply high standards of corporate governance. KPMG is owned, governed and operated by the partners. The governance structure comprises a Board of Directors and a Senior Partner. The Senior Partner is supported by a Leadership Team.

The Board of Directors

Pursuant to the Danish Companies Act, the Board of Directors is responsible for the overall and strategic management and for ensuring proper organisation of the Company by ensuring that

- adequate risk management and internal control procedures have been established
- the Senior Partner and the Leadership Team perform their duties properly and as directed by the Board of Directors

The members of the Board of Directors are elected at a shareholders meeting for a two year term. The board members can be re-elected for a maximum period of six years. The board members cannot be members of the Compensation Committee or the Leadership Team. The majority of the Board of Directors are required to be state authorised public accountants or approved auditors.

The Board of Directors, in consultancy with the Leadership Team, identifies candidates for the Senior Partner role. Following a vote by the general meeting, to determine the successful candidate, the Senior Partner is to be approved by the Board of Directors.

The Board of Directors also appoints the Quality & Risk Management Partner after consultation with the Senior Partner.

Upon the recommendation of the Leadership Team, the Board of Directors will invite individuals to become new partners and submit the appointment for approval at a general shareholders meeting. The Board of Directors shall also on recommendation by the Leadership Team propose the resignation of Partners to the general meeting.

The Board of Directors comprises the following members:

- Anette Harritz, chairman, Partner, State Authorised Public Accountant
- Benny Lynge Sørensen, Partner, State Authorised Public Accountant
- Anja Bjørnholt Lüthcke, Partner, State Authorised Public Accountant
- Bo Johansen, Partner
- Danny Golan, Partner

Our Senior Partner

The Senior Partner has the overall responsibility for the day-to-day management of the Company and must, together with the Leadership Team, follow all relevant and lawful guidelines and instructions set by the Board of Directors.

The current Senior Partner, Thomas Hofman-Bang was appointed in February 2014. The Senior Partner has a five year term with a possible re-election of up to five years.

The Senior Partner is registered with the Danish Business Authority as the executive board of the Company.

Leadership Team

The Senior Partner heads up the Leadership Team and determines the division of responsibilities among the members of the leadership team. The Leadership Team's primary responsibility includes ensuring that the Company is managed effectively, including that relevant matters are coordinated, policies are established and observed, quality is maintained and legislation is complied with.

The Leadership Team comprises the following member:

- Thomas Hofman-Bang, Senior Partner
- Anna Purchas, Partner (COO)
- Rene Vader, Partner (Nordic)
- Susanne Larsson, Partner (Markets)
- Morten Mønster, Partner (Advisory)
- Henrik O. Larsen, Partner (Audit)

The Leadership Teams of KPMG and KPMG AcorTax work closely together in order to ensure effective coordination of all relevant matters.

Compensation Committee

The Compensation Committee consists of four partners, which are elected at a shareholders meeting for a period of two years. Members of the Compensation Committee can be re-elected for a maximum period of four years. No member of the Board of Directors, or the Leadership Team, including the Senior Partner are eligible to be elected to sit on the Compensation Committee.

The Compensation Committee is responsible for:

- establishing and implementing principles and guidelines for fixed and performance based remuneration for Partners;
- reviewing and approving the amount and composition of remuneration to the Partners in accordance with the principles and guidelines;
- any complaints or disputes related to remuneration or the compensation principle.

Quality & Risk Management Partner

The Quality & Risk Management Partner is appointed by the Board of Directors and has reporting access to the Board of Directors. The Quality & Risk Management Partner regularly participates in Leadership Team meetings to discuss and assess quality and risk relating to daily management. Furthermore, the Quality & Risk Management Partner reports to the Regional and Sub-regional Quality & Risk Management Partners within KPMG International on a regular basis agreed with them.

The principal role of the Quality & Risk Management Partner is to provide oversight of quality and risk management matters across the firm, including quality and compliance with policies and guidelines, FSR – Danish Auditors' Code of Ethics for Professional Accountants and other relevant applicable legislation. The current Quality and Risk management Partner is Anette Harritz. As part of her role she oversees that a culture of quality and integrity is maintained within the Company and she develops policies and procedures relating to professional risk management, ethics and independence, quality control and compliance. The Quality and Risk Management Partner also considers the impact of findings from compliance quality monitoring programs and the adequacy of proposed remedial actions.





Partner remuneration

Due to that the Company is in a start-up phase, all Partners have in 2014 had fixed remuneration.

Apart from the Company's partners, approved auditors that are not partners may, according to our signature rules, sign auditors' reports and other assurance reports as engagement partner. The approved auditors' remuneration comprises a fixed salary plus a bonus determined based on a balanced scorecard.

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



Network arrangements

Legal structure

The independent member firms of the KPMG network are affiliated with KPMG International, a Swiss cooperative which is a legal entity formed under Swiss law.

KPMG International carries on 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 member firms, which are also responsible for and own the client relationships in the respective member countries.

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 in a principal or agent relationship or partnership with each other.

Responsibilities and obligations of member firms

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 to compete effectively. This includes having a structure that ensures continuity and stability and being able to adopt global strategies, share resources (incoming and outgoing), 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.

KPMG International's activities are funded by amounts paid by member firms. The basis for calculating such amounts 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.

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 that is available to all KPMG member firms.

Governance in KPMG International

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

For further information on KPMG International's governance and management bodies, please see the transparency report of KPMG International, which can be found at kpmg.com.



System of quality control and policy for independence and training

The Danish Auditors Act stipulates that audit firms must have a quality control system covering the issuance of auditors' reports on financial statements and other assurance reports.

The audit firm must be able to document that the quality control system is used. This means that the system must be available either in written or electronic format and that it must be available to reviewers in connection with inspections performed.

At KPMG audit quality is not just about reaching the right opinion, but how we reach that opinion. It is about the processes, thoughts, 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, and compliant with relevant legal and professional requirements.

A robust and consistent system of quality control is an essential requirement in performing high quality services.

Our policies and procedures are based on the International Standard on Quality Control 1 (ISQC 1) issued by the International Auditing and Assurance Standards Board (IAASB), on FSR – Danish Auditors' Code of Ethics for Professional Accountants, KPMG International policies, and procedures and additional requirements in the Danish Auditor Act.

The policies reflect individual quality control elements to help our 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.

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:

1. Tone at the top
2. Association with the right clients
3. Clear standards and robust audit tools
4. Recruitment, development and assignment of appropriately qualified personnel
5. Commitment to technical excellence and quality service delivery
6. Performance of effective and efficient audits
7. Commitment to continuous improvement

Tone at the top sits at the core of the Audit Quality Framework's seven drivers of audit quality and helps ensure that the right behaviours permeate across our entire network. All of the other drivers are presented within a virtuous circle because each driver is intended to reinforce the others. Each of the seven drivers is described in more detail in the following sections of this report.



Source: KPMG International, 2014.

1 Tone at the top – the foundation of audit quality

Tone at the top is a term used to describe an organization's general ethical climate, as established by its leadership. KPMG and its leadership use "tone at the top" to indicate its commitment to quality, ethics and integrity.

KPMG's tone at the top provides a clear focus on quality through:

- culture, values, and code of conduct - clearly stated and demonstrated in the way we work;
- focused and well-articulated strategy - incorporating quality at all levels;
- standard set by our leadership;

- 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. This commitment underlies our values-based compliance culture where individuals are encouraged to raise their concerns when they see behaviours or actions that are inconsistent with our values or professional responsibilities.

Our Code of Conduct incorporates our core values and addresses the commitments that we make as well as the responsibilities of our personnel at all levels across the firm.

A KPMG International [hotline](#) is available for KPMG personnel, clients, and other parties to confidentially report concerns they have relating to certain areas of activity by KPMG International itself, those who work for KPMG International, or the senior leadership of a KPMG member firm.

2 Association with the right clients

Acceptance and continuance of clients and engagements

Rigorous client and engagement acceptance and continuance policies and processes are vital to our ability to provide high-quality professional services and to protect KPMG's reputation and support its brand.

We have established policies and procedures in order to decide whether to accept or continue a client relationship, and whether to perform a specific engagement for that client.

Prospective client and engagement evaluation process

Before accepting a client, we undertake an evaluation of the prospective client. This involves an assessment of its principals, its business, and other service-related matters. This also involves background checks on the prospective client, its key management, and significant beneficial owners. A key focus is on the integrity of management at a prospective client and the evaluation considers breaches of law and regulation, anti-bribery and corruption and human rights among the factors to consider. A second partner, as well as the evaluating partner, approves the prospective client evaluation. Where the

client is considered to be 'high risk' the Quality & Risk Management Partner or her delegate is involved in approving the evaluation.

The prospective engagement partner evaluates each prospective engagement. The evaluation identifies potential risks in relation to the engagement. A range of factors is 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 factors specific to the type of engagement, including for audit services, the competence of the client's financial management team and the skills and experience of personnel assigned to staff the engagement.

Where audit services are to be provided 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.

Any potential independence or conflict of interest issues are documented and resolved prior to acceptance.

Depending on the overall risk assessment of the prospective client or engagement, additional safeguards may be introduced to help mitigate the identified risks.

We 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. The Non-Audit services and Conflicts of interests sections provide more information on our independence and conflict checking policies.

Continuance process

An annual re-evaluation of all audit clients and audit engagements 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, we will decline to continue to act for any client where we are unable to deliver to our expected level of quality, or if we consider that it would not be appropriate to continue to be associated with the client. We also use the re-evaluation to consider whether or not any additional risk management or quality control procedures need to be put in place for the next engagement (this may include the assignment of additional professionals or the need to involve additional specialists on the audit).

Client portfolio management

Our leadership appoints engagement partners who have the appropriate competence, capabilities, time and authority to perform the role for each engagement.

3

Clear standards and robust audit tools

Professional practice, risk management, and quality control are the responsibilities of every KPMG professional. Our professionals are expected to adhere to KPMG policies and procedures (including independence policies), and are provided with a range of tools and training to support them in meeting these expectations.

Audit methodology and tools

Our audit methodology, is based on the requirements of the International Standards on Auditing (ISAs). The methodology is set out in KPMG International's KPMG Audit Manual (KAM) and includes additional requirements that go beyond the ISAs, and which KPMG believes enhance the quality of our audits. Our methodology also includes requirements in the Danish Auditors Act.

Our audit methodology is supported by eAuditIT, our electronic audit tool, which provides our auditors with the methodology, guidance, and industry knowledge needed to perform efficient, high-quality audits.

eAuditIT'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 stakeholders.

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 use of specialists when appropriate, and also requires involvement of relevant 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 (GQ&RMM) that is applicable to all KPMG member firms, functions and personnel.

Independence, integrity, ethics and objectivity

Overview

KPMG member firms and professionals are required to comply with independence standards that meet or exceed those set out in the FSR – Danish Auditors' Code of Ethics and the Danish Auditors Act.

To help ensure ethical conduct, including integrity and independence, we require that all employees, must be free from prohibited financial interests in, and prohibited relationships with, the network's audit clients, their management, directors, and significant owners.

Ethics and independence policies are set out on our intranet, which contains all our independence policies, and reinforced through an annual training program. Amendments to the ethics and independence policies in the course of the year are communicated by e-mail alerts and included in regular quality and risk communications.

These policies and processes cover areas such as personal independence, firm financial independence, business relationships, post-employment relationships, partner rotation, and approval of audit and non-audit services.

Personal independence

All partners are restricted from owning securities in any audit client of any member firm of the KPMG network.

Our professionals are responsible for making appropriate inquiries to ensure that they do not have any personal financial, business or family interests that are restricted for independence purposes. 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 engagement managers are required to use this system prior to entering into an investment to identify whether they are able 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. We monitor partner and engagement manager compliance with this requirement as part of our program of independence compliance audits of a sample of professionals.

Any professional providing services to an audit client is also required to notify our Quality & Risk Management Partner if he or she intends to enter into employment negotiations with that audit client.

Firm financial independence

KPMG maintains a record of its investments in the Web-based independence tracking system. This record is monitored through our compliance process.

Business relationships/suppliers

We have policies and procedures in place that are designed to ensure that business relationships are maintained in accordance with the FSR – Danish Auditors' Code of Ethics. Compliance with these policies and procedures are reviewed periodically.

Independence training and confirmations

We provide all relevant personnel 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 the 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 our independence policies.

Audit partner rotation

In accordance with the Danish Auditors Act audit partners are subject to periodic rotation of their responsibilities for audits of public interest entities, cf. Danish Auditors Act 21 (3). This limit the number of years that partners in certain roles may provide audit services to an audit client. We monitor the rotation and have transition plans to enable thus to allocate partners with the necessary competence and capability to deliver a consistent quality of service to clients. The rotation monitoring is subject to compliance testing.

Non-audit services

We have policies as to the scope of services that can be provided to audit clients which are consistent with Danish Auditors Act and IESBA principles. The audit engagement partner is required to evaluate the threats arising from the provision of non-audit services, and the safeguards available to address those threats.

Our proprietary system, Sentinel™, facilitates compliance with these policies. 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 a KPMG member firm is required to be included in the system prior to starting work. The system enables audit engagement partners for entities for which group structures are maintained to review and approve, or deny, any proposed service for those entities worldwide.

Fee dependency

We recognize that self-interest or intimidation threats may arise when the total fees from an audit client represent a large proportion of the total fees of our firm. In the event that the total fees from a public interest entity audit client and its related entities were to represent more than 10 percent of the total fees received for two consecutive years, a senior partner from another member firm would be appointed as the engagement quality control (EQC) reviewer. Also, this would be disclosed to those charged with governance at the audit client.

Conflicts of interest

Conflicts of interest may prevent our 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 outcome 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.

Breaches of independence policy

In the event of failure to comply with the firm's independence policies, whether identified in the 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 engagement partners and managers, are reflected in their individual quality and risk metrics. The disciplinary policy is communicated to all professionals and applies to all breaches of independence rules, incorporating incremental sanctions reflecting the seriousness of any violations. Any breaches of auditor independence regulations are reported to those charged with governance at the audit client, on the basis agreed with them.

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

Compliance with laws, regulation and standards is a key aspect for all KPMG personnel. In particular, KPMG has zero tolerance of bribery and corruption.

Accordingly, training covering compliance with laws (including those relating to anti-bribery and corruption), regulations, professional standards, and the KPMG Code of Conduct 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 required to participate in anti-bribery training.

4

Recruitment, development and assignment of appropriately qualified personnel

One of the key drivers of quality is ensuring the assignment of professionals with the skills and experience appropriate to the entity subject to audit. This requires a focus on recruitment, development, promotion, performance evaluation, and the development of robust capacity and resource management processes. We monitor quality incidents for the purposes of partner assignments and also for the purposes of engagement partner evaluation.

Recruitment

All candidates for professional positions 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 KPMG, 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 can commence as a partner or employee with the firm.

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.

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, and global mobility opportunities.

Performance evaluation

All professionals, including partners, undergo annual goal-setting and performance reviews. Each professional is evaluated on his or her attainment of agreed-upon goals, demonstration of the KPMG global behaviours, technical capabilities and market knowledge. These evaluations are conducted by performance managers and partners who are in a position to assess their performance and propose a performance rating.

We are committed to the career development of its people. This is for example done through coaching and mentoring, which support our people in enhancing their skills, maximizing their performance, and reaching their full potential.

Partner admission

Our process for admission of partners is rigorous and thorough, involving appropriate members of leadership. Our criteria for admission to the partnership are consistent with our commitment to professionalism and integrity, quality, and being an employer of choice. These are strongly aligned to KPMG's behavioural capabilities and are based on consistent principles.

Assignment

We have procedures in place to assign both the engagement partners and other professionals to a specific engagement on the basis of his or her skill sets, relevant professional and industry experience, and the nature of the assignment or engagement. Key considerations include partner experience, accreditation, and capacity, based on an annual partner portfolio review, to perform the engagement in view of the size, the complexity and risk profile of the engagement and the type of support to be provided (i.e., the engagement team composition and specialist involvement). 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 specialists from our own firm or other KPMG member firms.

When considering the appropriate competence and capabilities expected of the engagement team as a whole, the 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 specialized areas of accounting or auditing;
- knowledge of relevant industries in which the client operates;
- ability to apply professional judgment;
- an understanding of KPMG's quality control policies and procedures; and
- time to perform the engagement.

5

Commitment to technical excellence and quality service delivery

We provide all professionals with the technical training and support they need. This includes access to networks of specialists and professional practice departments (DPP), 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 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.

Technical training

In addition to personal development discussed in the section above, our policies require all professionals to maintain their technical competence and to comply with applicable regulatory requirements.

Internal training program

Our internal training for auditors comprises courses directed at employees who are concurrently taking his/her diploma in economics (HD), MSc in Business Administration and Auditing (CMA) or FSR – Danish Auditors SR-akademi.

The main part of the training is focused on subjects providing a practical supplement to the daily work and the academic training at the HD and CMA education programs.

The courses are part of a program we adapt to meet the auditors' professional development. The courses focus on auditing, accounting, tax and exam training.

The internal courses for auditors undergoing education are divided into mandatory courses, elective courses and optional courses.

It is our goal that the participants will obtain an understanding of and comply with our approach to auditing and providing advice and that they will obtain an understanding of the behaviour that all employees are expected to comply with.

Mandatory continuing education

Pursuant to the Danish Auditors Act, all approved auditors are required to receive at least 120 hours of continuing education within the primary areas relating to an auditor's work within a period of three years. Some of the hours must relate to the areas of expertise in which the auditor has specialised. Auditors who are certified to audit financial institutions must have 180 hours of continuing education within a period of three years.

We focus on the importance of continuous continuing education for both approved auditors and all other employees, and we offer a wide selection of internal and external courses and training. Moreover, we have adopted procedures and developed a registration system monitoring that the individual auditors as a minimum comply with the continuing education requirements of the Act and that the continuing education process for the individual auditors can be documented at all times.

Audit Learning and Development steering groups at the global, regional and, where applicable, local levels identify annual technical training priorities for development and delivery using a blend of classroom, e-learning and virtual classroom methods. We work with subject matter experts and leaders from the Global Service Center (GSC), the International Standards Group (ISG) and DPP, as appropriate, to ensure the training is of the highest quality, is relevant to performance on the job, and is delivered on a timely basis.

Accreditation

We are 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.

In addition, we have specific accreditation requirements for partners and engagement managers working on financial institutions and US engagements. These require that the partner, engagement manager, and Engagement Quality Control reviewer have sufficient training and experience in performing engagements that apply the relevant reporting standards.

Access to specialist networks

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

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

Consultation

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

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.

We provide appropriate consultation support to audit engagement professionals through our Department of Professional Practice and Quality & Risk Management Team.

Technical support is available to us through the International Standards Group (ISG).

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.

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, we have developed relevant industry information, which is made available to audit professionals 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.

6

Performance of effective and efficient audits

How an audit is conducted is as important as the final result. Our drivers of audit quality enhance the quality of the engagement team's performance during the conduct of every audit.

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

KPMG Audit Process

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 of professional judgment and professional scepticism;

- ongoing mentoring and on-the-job coaching, supervision and review;
- appropriately supported and documented conclusions;
- if relevant, appropriate involvement of the EQC reviewer;
- reporting;
- insightful, open, and honest two-way communication with those charged with governance;
- client confidentiality, information security, and data privacy.

Timely partner and manager involvement

To help 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.

Involvement and leadership from the engagement partner during the planning process and early in the audit process helps set the appropriate scope and tone for the audit, and helps the engagement team obtain maximum benefit from the partner's experience and skill. 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 judgment, and significant risks.

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

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 critically assess audit evidence obtained from all sources. The analysis of the audit evidence requires each of our team members to exercise professional judgment 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 emphasizes the importance of maintaining an attitude of professional scepticism throughout the audit.

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

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

We understand that skills are built 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 involves:

- 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 mentoring, coaching and supervision is timely review of the work performed so that significant matters are promptly identified, discussed and addressed.

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 on a timely basis helps to enhance the quality of the audit and facilitates the effective review and evaluation of the audit evidence obtained and conclusions reached before our report is finalised. 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 but may be more restrictive under certain applicable regulations.

The key principle that engagement team members are required to consider is whether an experienced auditor, having no previous connection with the engagement, 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, and the audit evidence obtained;
- significant findings and issues arising during the audit, and actions taken to address them (including additional audit evidence obtained); and
- the basis for the conclusions reached, and significant professional judgments made in reaching those conclusions.

We have a formal document retention policy in accordance with applicable laws and regulations that govern the period we retain audit documentation and other client-specific records.

Appropriate involvement of the EQC reviewer

An Engagement Quality Control (EQC) reviewer is required to be appointed for the audits, including any related review(s) of interim financial information, of all Public Interest Entities cf. Danish Auditors Act 21 (3), and other high risk engagements as designated by the Quality & Risk Management Partner.

EQC reviewers have appropriate experience and knowledge to perform an objective review of the decisions and judgments made by the engagement team. They are experienced audit professionals who are independent of the engagement team. They provide an objective review of the more critical and judgmental elements of the audit.

Before the date of the auditor's report, these individuals review:

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

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

We are continually seeking to strengthen and improve the role that the EQC review plays in audits, as this is a fundamental part of the system of audit quality control.

Reporting

Auditing standards and the Danish Auditors Act largely dictate the format and content of the audit report that includes an opinion on the fair presentation of the client's financial statements. Experienced engagement partners arrive at all audit opinions based on the audit performed.

In preparing audit reports, engagement partners have access to extensive reporting guidance and technical support to audit partners through consultations with DPPs, especially 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.

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

Two-way communication with those charged with governance is key to audit quality. 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 long-form audit reports and attendance at audit committee or board meetings.

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 or not they are KPMG member firms, as part of the engagement acceptance process. Our audit methodology incorporates the heightened attention currently being given to key risk areas for group audits, e.g., emerging markets and business environments that may be subject to heightened fraud risks.

Client confidentiality, information security, and data privacy

The importance of maintaining client confidentiality is emphasized through a variety of mechanisms including the Code of Conduct, training, and the annual affidavit/confirmation process, that all of our professionals are required to complete.

We have a formal document retention policy concerning the retention period for audit documentation and other records relevant to an engagement in accordance with the Danish Auditors Act.

We have clear policies on information security that cover a wide range of areas. Data Privacy policies are in place governing the handling of personal information, and associated training is required for all KPMG personnel.

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.

Internal monitoring

We have monitoring programs that assesses the relevance, adequacy, and effective operation of key quality control policies and procedures. This monitoring addresses both engagement delivery and KPMG International policies and procedures. The results and lessons from the programs will be communicated within our firm, and the overall results and lessons from the programs will also be considered and appropriate action taken be taken.

Our internal monitoring program also contributes to the assessment of whether our system of quality control has been appropriately designed, effectively implemented, and operates effectively.

The Quality Performance Review (QPR) Program and the Risk Compliance Program (RCP), are conducted annually across all functions. Additionally we are as all member firms covered by cross-functional Global Compliance Reviews (GCRs).

These programs are designed by KPMG International and participation in them is a condition of ongoing membership of the KPMG network.

Quality Performance Reviews (QPRs)

The QPR Program is the cornerstone of our efforts to monitor engagement quality, and one of our primary means of ensuring that we collectively and consistently meeting KPMG International's requirements and applicable professional standards. The QPR Program assesses engagement level performance 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, overseen by a senior experienced lead reviewer from another member firm, and are monitored regionally and globally.

We perform a root cause analysis for pervasive issues. Remedial action plans for all significant deficiencies noted are required at an engagement and for the firm as a whole. We disseminate our findings from the QPR Program to our professionals through written communications, internal training tools, and periodic partner, manager and staff meetings. These areas are also emphasized in subsequent inspection programs to gauge the extent of continuous improvement.

Lead audit engagement partners are notified of less than satisfactory engagement ratings on their respective cross-border engagements. Additionally, lead audit engagement partners of parent companies/head offices are notified where a subsidiary/affiliate of their client group is audited by a member firm where significant quality issues have been identified during the Audit QPR.

Risk Compliance Program (RCP)

The RCP is a member firm's annual self-assessment program. The objectives of the RCP are to monitor, assess, and document member firm-wide 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 program is overseen and monitored regionally as well as globally.

Global Compliance Review (GCR) program

GCRs are performed by reviewers independent of the member firm, who report to Global Quality & Risk Management and are led by the Global Compliance Group. GCRs are carried out on member firms once in a three-year cycle. These reviews focus on significant governance, risk management, independence, and finance processes (including an assessment of the robustness of the firm's RCP). In the event that a GCR identifies issues that require immediate or near-term attention, a follow-up review will be performed as appropriate.

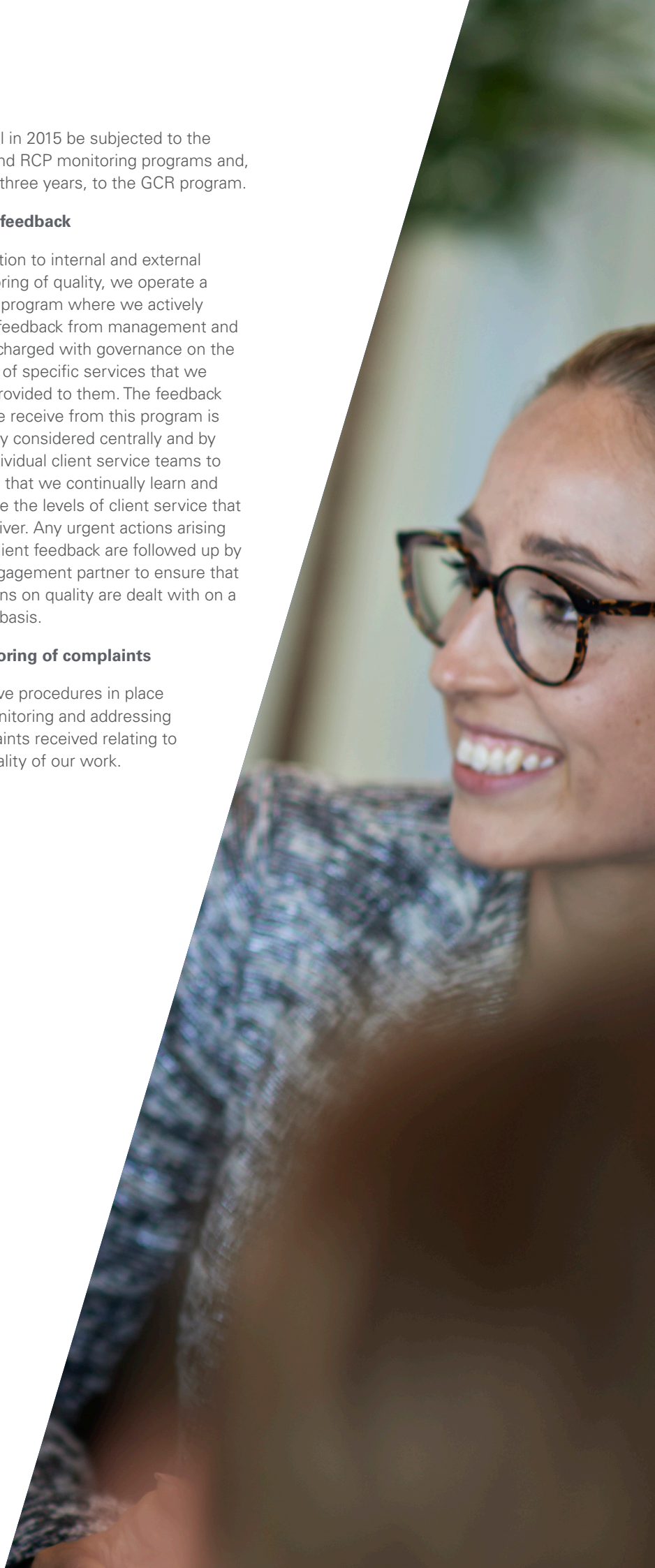
We will in 2015 be subjected to the QPR and RCP monitoring programs and, within three years, to the GCR program.

Client feedback

In addition to internal and external monitoring of quality, we operate a formal program where we actively solicit feedback from management and those charged with governance on the quality of specific services that we have provided to them. The feedback that we receive from this program is formally considered centrally and by the individual client service teams to ensure that we continually 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.

Monitoring of complaints

We have procedures in place for monitoring and addressing complaints received relating to the quality of our work.






Inspection by the Danish auditor control and investigation

Pursuant to section 29(3) of the Danish Auditors Acts, audit firms performing audits of financial statements of entities subject to section 21(3) of the Act (audit of public-interest entities) are subject to Danish auditor control and investigation at an interval of maximum three years.

Due to that 2014 is the Company's first year of operation we have not yet been subject to any inspections.



Declaration on quality control system and independence policy

The Danish Auditors Act and the standards on auditing prescribe that an approved audit firm is required to maintain a quality control system and must be able to document the use thereof.

The Danish Auditors Act prescribes that, as part of the quality control system, audit firms must lay down guidelines that ensure that the auditor will assess, prior to the auditor's undertaking of assignments in accordance with section 1(2) of the Act, whether there are any circumstances that may raise doubt in a well-informed third party about the auditor's independence.

Moreover, the Act prescribes that the audit firms must ensure that the auditors document in their working papers in connection with the performance of the assignments all significant threats to the auditor's and the audit firm's independence and the safeguards that have been applied to mitigate these threats.

The Board of Directors are responsible for the quality control system, including ensuring that guidelines to assess independence are available and that the auditors comply with the rules on documentation of significant threats to the auditor's and the audit firm's independence and the safeguards applied to mitigate these threats.

The Board of Directors has assessed the Company's quality control system, including controls and procedures.

An effective quality control system is no guarantee and cannot eliminate the risk that reports issued on financial statements and other reporting to the public are materially misstated. However, the quality control system provides reasonable assurance that reports issued give a true and fair view.

In our opinion, the quality control system is effective, and the independence guidelines are complied with.

Copenhagen, 31 March 2015

KPMG

Statsautoriseret Revisionspartnerselskab



Anette Harritz
Chairman, Partner



Benny Lynge Sørensen
Partner



Anja Bjørnholt Lüthcke
Partner



Bo Johansen
Partner



Danny Golan
Partner



Financial information

In 2014, the Company's total revenue amounted to DKK 63 million.

The Company's total revenue is distributed on the following engagement types:

DKKm	
Audit of financial statements	34
Other assurance services	3
Tax advice	0
Other services	26
	63

The figures comprise revenue from audit clients and other clients and include outlays invoiced to clients.

Revenue from other services comprises risk consulting, deal advisory and management consulting services.



Audit and assurance clients subject to section 21(3) of the Danish Auditors Act

List of KPMG clients subject to section 21(3) of the Act for which KPMG performed engagements under section 1(2) of the Act in 2014. The list includes clients which reports are issued in 2015 and covering the 2014 calendar year.

Listed entities (entities with shares, bonds, etc., admitted for trading at a stock exchange in an EU country)

A. P. Møller - Mærsk A/S
 Carlsberg A/S
 Carlsberg Breweries A/S
 Euroinvestor.com A/S
 Expedit A/S
 Land&Leisure A/S
 PARKEN Sport og Entertainment
 Gabriel Holding A/S
 Blue Vision A/S

Unlisted financial undertakings, etc. (undertakings subject to supervision by the Danish Financial Supervisory Authority, except for undertakings subject to the Danish Insurance Mediation Act and undertakings subject to part 20a (investment advisors) of the Danish Financial Business Act, including state-owned financial undertakings)

Alpha Insurance A/S
 Alpha Holding A/S
 Brødrene Dahl A/S' Pensionskasse under afvikling

Carlsberg Insurance A/S
 Codan A/S
 Codan Forsikring A/S
 Europæiske Rejseforsikring A/S
 Forsikringsselskabet Privatsikring A/S
 Nykredit Forsikring A/S
 Cerestar Scandinavia's Pensionskasse

Other entities subject to section 21(3) of the Act (entities (groups) that in two consecutive financial years exceed two or more of the following criteria:

- a) workforce of 2,500 employees
- b) total assets of DKK 5 billion
- c) revenue of DKK 5 billion.)

A.P. Møller Holding A/S
 Mærsk Oil Qatar A/S
 Mærsk Olie og Gas A/S
 Post Danmark A/S
 Statoil Denmark A/S
 Statoil Refining Denmark A/S
 Takeda A/S
 Takeda Pharma A/S
 Damco International A/S



Overview of shareholders of the Company as of 1 February 2015

Anette Harritz

Anja Bjørnholt Lüthcke

Benny Lynge Sørensen

Bo Johansen

Christian Boserup

Christian Honore

Dale Treloggen

David Olafsson

Danny Golan

Hans-Jørgen Andresen

Henrik O Larsen

Jacob Blicher-Hansen

Jacob Lehman

Jan Per Jensen

Johnny Kofoed-Jensen

Jon Beck

Kasper Carøe

Kim Harpøth Jespersen

Lars Maagaard

Lau Bent Baun

Mark Palmberg

Michael Sten Larsen

Morten Klitgaard Friis

Morten Weesgaard Christensen

Per Ejning Olsen

Steffen Hansen

Sune Borch Hansen

Thomas Hofman-Bang



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