

TRANSPARENCY REPORT

2011 – 2012

Belgium

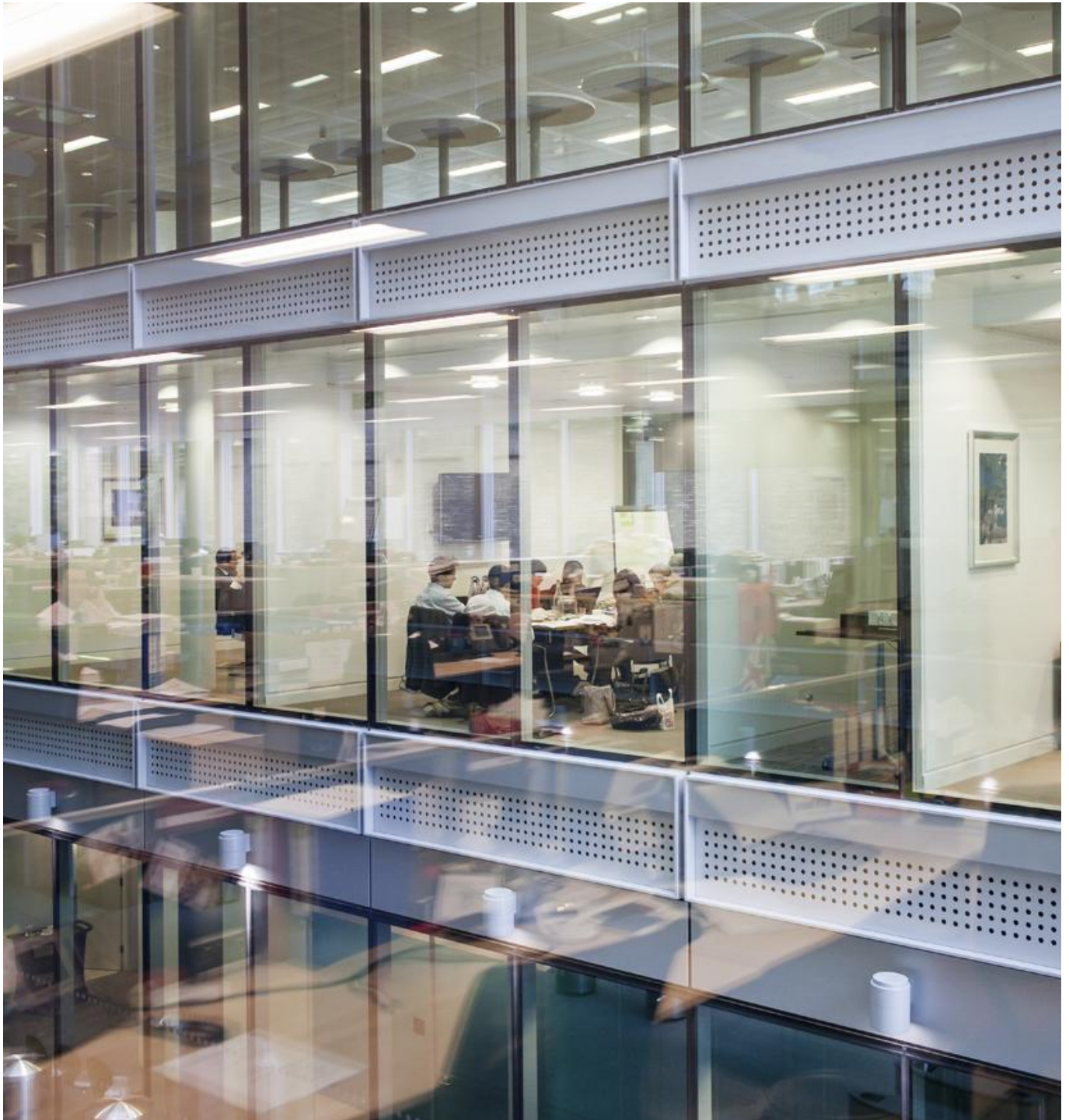




TABLE OF CONTENTS

Introduction

I. Mazars' Description

II. Mazars' Quality Assurance and Risk Management Policy

III. Clients

IV. Human Resources

V. Belgian Presence



INTRODUCTION

Driving progress together

We are pleased to introduce the 2011/2012 transparency report for Mazars in Belgium..

Specialising in audit, advisory, accountancy, tax and legal services, Mazars is a leading integrated and independent organisation whose international dimensions are expanding every year. As at 31st August 2012, Mazars is present in 69 countries around the world, with more than 13,000 highly qualified professionals. Our consolidated turnover for the year 2011-2012 is €1,013M, an increase of 5.9% on last year's result, at constant exchange rate.

This transparency report covers the period ended 31 august 2012 and is prepared in application of the requirement of article 15 of the law of 22 july 1953 pertaining to the constitution of the Instituut van de Bedrijfsrevisoren / Institut des Réviseurs d'Entreprises (IBR/IRE) and the organization of public oversight on the audit profession.

For the last few years Mazars has been growing rapidly and this growth has been built on a model of Quality, Responsibility, Integrity and Independance which are the key values of the Mazars Group.

In 2012, Mazars has actively participated to the discussions regarding the evolution at the European level in the audit sector. Those discussions have been concentrated on the Green Book of the European Commission.

The 8th European directive, which has been transposed in Belgium in the law of 22nd july 1953, has already implemented important evolution in several domains regarding transparency. The auditors of public interest entities have in this regard the obligation to prepare and publicize a transparency report. The present report includes information about Mazars Belgium and Mazars group legal and governance structure, their quality control system, independence practices and processes and also a statement on effectiveness of quality controls and independence.

Lieven Acke

01

“A unique integrated partnership model”



I. MAZARS' DESCRIPTION

With reference to the provisions of article 15 of the law of July, 22nd, 1953 which created the «Institut des Réviseurs d'Entreprises/Instituut van de Bedrijfsrevisoren» modified by the Royal Decree of April, 21st, 2007, the audit firms which perform legal audits of annual or consolidated accounts of public interest entities have to publish on their internet site within three months after the date of their annual accounts an annual transparency report which has to be confirmed with an electronic signature. These provisions have come into force on August, 31st, 2007. The accounting period of Mazars Réviseurs d'entreprises ends on August, 31st of each year.

1.1 Mazars in Belgium

Mazars Group provides in Belgium audit, accounting, legal and tax services through several legal entities. Mazars Réviseurs d'Entreprises provides in Belgium audit services to companies of different size included several public interest entities.

1.1.1 Legal structure and ownership of Mazars

Mazars Réviseurs d'Entreprises is a civil company under the Belgian legal structure of a cooperative company with limited responsibility. It has a capital of EUR 18.592,01 represented by 300 registered shares.

1.1.2 Legal and structural arrangements

In Belgium, Mazars is represented by the following companies :

Mazars Réviseurs d'Entreprises/Bedrijfsrevisoren BV
CVBA/SC SCRL (audit activities) ;
Mazars accountants BVBA (accounting) ;
Mazars Tax Consultants BVBA (tax activities) ;
Mazars Legal Services BVBA (legal services) ;
Mazars Advisory Services BVBA (advisory services).

1.1.3 Governance structure

Mazars Réviseurs d'Entreprises/Bedrijfsrevisoren has a management board with eleven members that is responsible for the management of the firm.

1.2 Mazars at an international level

Since 1995, Mazars has been building a unique form of integrated partnership that remains faithful to the values and beliefs professed and defended by its founders, and is the basis of a truly democratic organisation.

The democratic partnership gives each partner the right to vote on the strategic decisions involving the future of the partnership. This sharing of responsibility is central to Mazars' principles and practices.

We established an integrated international partnership with the principal objective of guaranteeing consistency in the quality of our service to clients.

1.2.1 Presentation of Mazars SCRL

Institutional integration

The Mazars organisation comprises all the member entities who have signed a co-operation agreement with Mazars Scrl. Mazars Scrl is a Limited Responsibility Cooperative Company headquartered in Belgium, which in itself has no professional activity, and whose shareholders are partners in the member entities. In this respect, they are the only owners of Mazars' capital. The mission of Mazars Scrl is to define the strategic objectives of the organisation, and to coordinate their implementation at member firm level. The organisation also has specific responsibility for promoting and protecting the Mazars brand throughout the world.

Once appointed, all Mazars partners sign a contract that allows them to transfer their interests only to parties approved or designated by Mazars Scrl. The shares in member firms can, in principle, only be owned by the partners of Mazars Scrl. The consolidated financial results of Mazars Scrl include those of the member entities and are prepared in compliance with IFRS standards (IFRSs) and are jointly audited by two independent auditors, BDO and Crowe Clark Whitehill.

The Group Executive Board (GEB), directly elected by the partners, assumes ultimate responsibility for the framework of the Mazars organisation. Mazars is not simply a collection of national firms, but an integrated organisation of professionals sharing growth goals, commitments to investment and technical excellence, bearing risks and sharing profits.

Operational integration

In order to serve its clients in the best way at a global level, Mazars has developed an international, homogenous and integrated approach to the markets on which the Group operates.

To this end, Mazars is structured internationally around two main market sectors - Public Interest Entities (PIE) and Owner Managed Businesses (OMB) - and two other professional service lines dedicated to the Tax and Law respectively, as well as four Global Support Units (GSUs) helping the activities' development. All four PIE, OMB, Tax and Law business units, as well as the four support units, are represented at Group level through Global Business Units (GBUs) and Global Support Units (GSUs), but also at national level through Country Business Units (CBUs) and Country Support Units (CSUs).

The main responsibility of the GBUs is to define the overall market strategic vision, to monitor and support implementation at country level and to ensure the Group's operational efficiency. In this sense, the GBUs are accountable for overall strategic delivery (i.e. growth and profitability). The GSUs support our business in a joined up way for the benefit of our clients in areas such as policies, information systems, and talent management.

Mazars is structured in such a way as to ensure that the countries, the GBUs, the GSUs and the Group are aligned. It has a management structure which facilitates the bringing together of Senior Partners or Managers of all integrated entities and leaders of global units in periodic meetings, taking place at least three times a year.

The integrated international partnership permeates through every aspect of the Mazars organisation:

- Each global or international assignment is managed and carried out by an integrated team, coordinated by an engagement partner in charge

who takes final responsibility for reporting to the client;

- Each global business unit is represented in every country where the organisation operates in order to optimise the coordination of assignments and cross border relations between teams;
- Partners and the national member entities in which they work are linked by a series of agreements intended to achieve maximum consistency within the Group. They all report to the elected representatives of the Group.

All the entities of the Mazars integrated international partnership are thus committed to enhance the quality of services provided to large, cross-border groups, in a more complex and global environment.

1.2.2 Governance of Mazars Scri

During the Annual Partners Conference in December 2011, the Group established a revisited governance platform, for the coming five years, to ensure the long-term security and efficiency of the organisation. On the basis of a combination of generations and balanced allocation of responsibilities, it provides a stable foundation for the long-term implementation of the Group's strategy, thus meeting the major internal and external challenges that Mazars has identified:

- strengthening the Group's organic growth and managing cross-disciplinary operations with the Group Executive Board (GEB) for the key decisions and the Global Executive Committee (GEC) for the daily operational issues;
- dedicating experienced resources to strategic issues with the Global Strategic Committee (GSC);
- introducing independent members within the Group Governance Council (GGC) in order to meet the most demanding standards in terms of supervision;
- organising the passing of the baton to a new generation of leaders.

The management of the member entities of the Mazars organisation is the responsibility of their respective Country Executives.

Group Executive Board (GEB)

The Group Executive Board (GEB), directly elected by the partners, assumes ultimate responsibility for the framework of the Mazars organisation. The GEB works under the supervision of the Group Governance Council (GGC), which decides on GEB members remuneration. It comprises 3 to 9 members appointed by the General Assembly of Partners for a four-year mandate, according to a 2 step process: election of the Chairman; then Election of the other members on the basis of the proposition from the elected Chairman.

The Group Executive Board, whose mandate expires at the end of 2012, currently comprises six members:

- Philippe Castagnac, Group CEO, Chairman of the GEB and the GEC
- Antonio Bover, co-CEO
- Hervé Hélias, co-CEO
- Hilton Saven, co-CEO
- Phil Verity, co-CEO
- Victor Wahba, co-CEO

And four Senior Advisors (former GEB members):

- Frédéric Allilaire, in charge of Americas, Middle-East and North Africa;
- David Evans, Sponsor of GSU Talents;
- John Mellows, in charge of the Asia-Pacific region;
- Jos van Huut, Chairman of the Praxity Alliance.

The GEB meets on a regular basis, 2 to 3 times a year, with Country Executives through the Country Forum. It is supported in its day to day task by:

- the Global Executive Committee (GEC), regrouping leaders of Global Business Units (GBU) and Global Support Units (GSU) ;
- and the Country Executives.

Global Executive Committee (GEC)

The Global Executive Committee meets 4 to 6 times a year to report key business issues & progress status of Global Business Units / Global Support Units (GBUs/GSUs) projects and validate key decisions on an international and transversal level. The GEC currently comprises:

- GEB members and Senior Advisors

- Global Business Units leaders (who are not already GEB members) and Global Support Units leaders:

- Ton Tuinier, GBU Tax;
- Jean-Luc Barlet, GSU Technique and Innovation;
- Laurent Choain, GSU Talents;
- Thierry Colin, GSU Performance and Systems;
- Caroline Van Troeyen, GSU General Secretariat and Communications;

- Global Head of Consulting: Miguel de Fontenay;

- Group Chief Financial Officer : Eric Albrand;

- Partner in charge of Country Forums: Loïc Wallaert.

Global Strategic Committee (GSC)

In a demanding environment that requires a global player like Mazars to strengthen the strategic tools that are key to its long-term growth objectives, Mazars calls on the expertise of the Global Strategic Committee (GSC). The Group Executive Board and Group Governance Council have thus delegated responsibility to this committee for strategic issues related to the Group's development. Its role is to identify and oversee merger and associative growth operations that fulfill the policy of expanding the Group's international coverage and service offerings, as well as making an active contribution on behalf of Mazars to organizing the profession and the market. Its proposals are discussed with the GEB and submitted for decision to both the GEB and GGC, then ratified by the partners General Assembly.

The GSC reinforces Mazars' governance platform as it gathers the most experiences resources in the Group. It comprises four members:

- Patrick de Cambourg, Group Chairman, Chairman of the GSC and the GGC;
- Douglas A. Phillips, Vice-Chairman of the GSC and the GGC;
- Philippe Castagnac, Group CEO;
- Michel Barbet-Massin.

Other internal and external contributors will be gradually invited to participate in the work of the Global Strategic Committee.

Group Governance Council (GGC)

The Group Governance Council (GGC) exercises a general supervisory function over the management actions of the GEB, decides or co-decides on certain matters (for example: validating merger, acquisition or sales operations, opinion on projects with significant impact on the Group...), and reports to the partners General Assembly. The GGC meets at least once every four months. It is composed of 8 to 16 members appointed by the General Assembly of partners for a four-year mandate, with the introduction in December 2011 of 2 external independent members. One GGC member also chairs the Audit Committee.

The GGC currently comprises 11 members:

- Patrick de Cambourg, Group Chairman, Chairman of the GGC;
- Douglas A. Phillips, Vice-Chairman of the GGC;
- Pierre Sardet, Vice-Chairman of the GGC;
- Kathryn Byrne;
- François de Carbonnel*;
- Mohamed Ali Elaouani Cherif;
- Denise K. Fletcher*;
- Patrice de Folleville;
- Tim Hudson;
- Ruud Krouwer;
- Kenneth Morrison.

*External members

Country Executive Committees

Country Executive Committees have authority to manage the member entities and lead the local business on a daily basis, within the framework established by the Organisation and in terms of the strategic and operational coordination they provide. They are elected by the partners of the member entity, their candidacy being subject to the agreement of the GEB.

Partners General Assembly

The General Assembly of partners is held at least once a year within six months following the closing of the accounting period and is the pivotal point in the governance and decision making processes of Mazars Scrl. It is at this meeting that, collectively, the partners of Mazars elect the governing bodies (every four years) and approve the major strategic directions and operations of the Group, the admission of new

partners and the yearly audited financial statements of the Group.

1.2.3 Mazars' worldwide presence as of 31 August 2012

Mazars serves its clients throughout the world via:

- Integrated member entities in 69 countries; and
- Non-integrated entities in 14 countries.

Within the non-integrated entities are correspondents of Mazars SCRL, and country local correspondents. Representative desks/offices are often limited in terms of scope of services offered.

While the member entities constitute the integrated partnership, the non-integrated entities constitute the Mazars network. They are all committed to the risk management policy as described in section 2 of this report.

Furthermore, Mazars (including all its integrated entities) is one of the founding members of Praxity, an international alliance of Independent Firms created in 2007 as a non-profit-making International Association regulated under Belgium law (AISBL). Praxity is present in 87 countries. Chosen after a thorough self-evaluation process, each Praxity participating firm delivers state of the art accounting services and in-depth local knowledge. Participating firms bring their collective commitment to quality and ethical accounting solutions. In line with the Praxity vision that one size does not fit all, firms join the alliance in one of 3 classifications: member firm, associate firm and correspondent firm. Mazars is a member firm of Praxity.

Through Praxity, Mazars is able to accompany its clients in 17 additional countries.



02

*“High quality standards
throughout the world”*

II. MAZARS' QUALITY ASSURANCE AND RISK MANAGEMENT POLICY

The Group Executive Board of Mazars takes overall responsibility for internal quality control including a periodic review of its effectiveness. To this effect it has set up a Technique and Innovation Global Support Unit (T&I GSU).

This Technique and Innovation Global Support Unit:

- defines the procedures and the quality assurance system that entities and all business and management units have to implement, in order to meet the defined principles. These standards are presented in the Mazars Quality Assurance Manual and Risk Management Manual, which both constitute the benchmark for all entities.
- supervises jointly with the GEB the monitoring of the quality assurance system. This monitoring is organised by an International Quality Control Committee (IQCC), which relies on globally coordinated inspections to monitor compliance with International Standards on Auditing (ISAs), the IFAC Code of Ethics and International Standard on Quality Control (ISQC1). Each year there is a follow-up of the action plans that have been defined jointly with the Mazars firm's Risk Management and Quality Leaders and approved by the Managing Partners. There is also a review of each member firm's own annual self-assessment and of the results of their internal and national external quality assurance reviews.

The management of each member entity has the primary responsibility for the implementation of the quality assurance system. They must promote the Mazars' internal culture of quality, reinforced by clear, consistent and frequent messages and initiatives, at all levels of the entity. These must remind everyone of the existence of the quality assurance system and underline the importance of respecting legal and regulatory obligations, particularly with regards to the professional code of ethics and professional standards of practice when it comes to accepting and carrying out new assignments.

Mazars quality assurance and risk management policies are based on the International Federation of

Accountants (IFAC) standards. They are available online and are regularly updated to reflect changes in regulations.

Mazars is a member of the Forum of Firms and has declared annually since 2007, based on the results of the quality control system, that the organisation meets the membership criteria as set out by the Forum. These criteria are as follows: the implementation of a quality control programme coordinated across the world and the application of the IFAC Code of Ethics and of ISAs to all transnational audits.

Formally established in 2002, the Forum of Firms quality label, borne by international networks of accounting firms that perform audits of financial statements that are or may be used across national borders, and that commit themselves to promote worldwide auditing best practices in order to raise the standards of the international practice of auditing in the interest of users of the profession's services. The Forum of Firms' positive and structured role is regularly recognised by international stakeholder organisations and national and international regulatory bodies.

Mazars is actively involved in the IFAC with a strong presence in three of its boards and committees:

- The International Ethics Standards Board for Accountants (IESBA);
- The Small and Medium Practices Committee (SMP); and
- The Transnational Auditors Committee (TAC), executive committee of the Forum of Firms

2.1. Independence

As at 31 August 2012, Mazars is the legal auditor of approximately 500 listed companies in the 69 integrated and 14 countries where Mazars serves its clients through non-integrated firms.

Maintaining independence is of utmost importance for audit firms.

2.1.1 Mazars' independence practices

The Mazars' Code of Conduct for Objectivity and Independence

In order to form a basis for the widespread adoption of its core values throughout the Group, Mazars has adopted a Code of Conduct for Objectivity and Independence (CCOI), which is compliant with the revised IESBA Code effective on January 1, 2011.

Each national Mazars entity evaluates the equivalence of national rules with the measures contained in the CCOI, and communicates, if necessary, to the other members of the organisation, the more restrictive national measures, which are documented as Country Specific Provision (CSP).

The Code is distributed to all partners and staff. Ethics form an integral part of the entities' professional training programmes.

Mazars states in this code its pluri-disciplinary strategy through the observance of the regulation in terms of financial communication and identifies clearly any other services that are allowed to be provided to audit clients.

Systems to safeguard independence

These systems involve the following key procedures:

A procedure for acceptance and continuance of clients and engagements which enables evaluation of the level of the client related risks, the entity's ability to perform the engagement and ethical risks in terms of independence and conflicts of interest at a global level. Provision of additional services to an audit client is subject to prior authorisation from the lead group audit partner and, in some cases, to the opinion of the head of ethics. It is also subject to authorisation of the client's audit committee, where required by auditing standards or when the client has put in place a procedure for the prior approval of such services.

A complete list of non-audit services rendered to audit clients. For group audits, this list forms part of the audit instructions sent out by the coordination team. These non-audit services are subject to a priori communication and a posteriori inventory and confirmation of independence to the group audit engagement and to the partner who signs the client group accounts.

- An annual declaration of independence by partners and staff and thorough review of all situations that could compromise independence. In this respect, all partners of the Mazars' organisation or their immediate family cannot hold a direct or an indirect financial interest in a listed assurance client of the organisation. Personal or family relationships between a member of the audit team and a member of management of the audited company or a person holding a key position for the audit are also prohibited. Lastly all firms, partners and staff working on the audit engagement, must not have any financial or commercial relations with an audit client except for normal financial relations with a banking client.
- Access for all in-house professionals to a list of clients subjected to specific ethical requirements.
- Training for technical staff on ethical rules and in the organisation's procedures in the area of ethics.
- Technical consultation with experts on technical matters, ethics and other areas.
- Limits on fees per client in order to avoid financial dependence on one or several clients.
- Clear rules regarding conflicts of interest. When there is such a threat, either the assignment is refused, or appropriate safeguards are implemented.
- A method of remunerating partners that is not solely related to the level of fees billed, new clients obtained or additional engagements performed for their clients and/or to financial performance, but taking into consideration the quality of the engagement.

The Ethics and Acceptance Committee, under the supervision of the T&I GSU Board, is responsible for considering any problematic situations that may be brought to its attention, reviewing any proposed departures from the CCOI by country and verifying that all changes in international ethical standards are taken into account by the organisation.

The T&I GSU Board ensures that risk management procedures are in place and are monitored by each member entity.

Two-partner teams and rotation to strengthen both independence and quality of services

Except for specific situations which are approved by the Executive Committee of the entity, very large engagements are placed under the responsibility of a team of at least two partners, one of whom naturally assumes the leadership of the engagement.

Having a team of partners strengthens independence and enables broader technical expertise to be available to the engagement. The responsible partners assist with key stages of the engagement and remain the key contact for all parties and professional staff, whether internal or external to the entity.

Within Mazars, rotation is applied to Public Interest Entity engagements on which key audit partners should rotate after seven years and not return to the audit team for at least two years, in compliance with the European Directive on Statutory Audit and the IESBA Code of Ethics. This rotation of partners is in place in order to reduce the risk of “closeness” to the audited company which may impair independence. It enables the auditor to have greater independence of mind in dealing with clients’ issues and in expressing opinions on financial statements. The allocation of responsibilities to partners in respect of recurring audit engagements and major special engagements is decided at the level of the entity’s Executive Committee in order to ensure that partners have the ability to effectively conduct and supervise engagements under their responsibility. This allocation is reviewed annually on the basis of changes in each partner’s situation and any particular difficulties encountered on their engagements.

The Mazars partnership model gives the two-partner team the liberty to organise the audits of their subsidiaries in France and abroad.

In case of disagreements with the technical department’s positions, which is something that rarely happens within our organisation, the Executive Committee is called upon to arbitrate. In the context of our quality assurance standards and procedures the two-partner team in charge remains the final decision maker. This point is of paramount importance in preserving the each partner’s personal commitment and sense of responsibility as well as responding to each audited companies’ specificities.

2.1.2 Statement on the effectiveness of the independence safeguard systems of Mazars Belgium

The independence practices and systems to safeguard independence described above were established to identify circumstances where Mazars Belgium’s independence could be impaired and to ensure appropriate safeguards were implemented. The operation and effectiveness of these procedures form part of the quality control system review. Based on all the evidence collected, the management of Mazars Belgium confirms, with a reasonable level of assurance, that the independence procedures and practices have been implemented and the system is effective in the maintenance of independence. Furthermore, management confirm that the practices have been subjected to internal review.

2.2. Quality control system

The policies and procedures adopted by Mazars are in compliance with the IFAC standards in the area of quality control: ISQC1 “Quality control for firms that perform audits and reviews of financial statements and other assurance and related services engagements” and Revised ISA 220 “Quality control for an audit of financial statements”. They are documented in a Quality Assurance Manual available in electronic format.

These policies and procedures are complemented by audit methodology and audit support techniques which are shared among members of the Organisation and by joint training initiatives. Specific audit software has been developed which allows a structured audit approach in accordance with the most recent and comprehensive auditing standards (IFAC clarified standards, supplemented by national requirements).

Compliance with the organisation’s policies and procedures is regularly controlled through reporting by the entities on the results of their internal and external quality control and through periodic quality assurance reviews by trained and experienced reviewers from other countries.

2.2.1 Internal quality control system

Maintaining quality

Quality of people: The high standards of quality for our work require that we recruit highly talented

individuals, who have the ability to take on ever increasing responsibilities. Our ability to attract and keep talent is one of the key elements in maintaining these standards.

Mazars' strategy in terms of training (refer to section 4.4), counselling and compensation strongly emphasises this high standard of audit quality.

The Quality Control System includes **policies and procedures** in the following areas which are set out in detail in our Quality Assurance Manual:

- responsibility and leadership;
- independence and objectivity;
- audit policies and methodology;
- acceptance and continuance of engagements;
- human resources;
- engagement performance including:
 - planning and supervision of engagements;
 - technical consultation;
 - audit documentation;
 - independent review;
- confidentiality;
- quality control system supervision;
- managing cross-border engagements; and
- complaints and allegations.

These processes are presented in the Mazars' Risk Management and Quality Assurance Manuals and are regularly updated to include changes in international standards and users' suggestions which have the objective of improving the effectiveness and the relevance of the Quality Control System.

A Global Assurance Programme and internal inspections

Mazars has put in place an International Quality Control System destined to all entities in the organisation, whether they are integrated members or correspondents.

Quality control is operationally managed by an International Quality Control Committee (IQCC) which reports to both the Group Executive Board and the T&I GSU Board.

Two types of quality assurance reviews are in place:

- a reporting including a self-assessment by the countries on their compliance with IFAC standards, completed by the results of internal and external

quality control and an action plan in respect of the main areas identified for improvement. This report, which is called ReQAR (Report on Quality Assurance Review), covers aspects relating to audit methodology, ethics and the internal Quality Assurance and Control System; and

- a periodic inspection, which is called IQAR (International Quality Assurance Review), performed by trained and experienced Mazars reviewers from different countries.

Each reviewer or quality control responsible prepares an action plan addressing the findings of the IQAR or the ReQAR. The action plan is submitted for approval to the entity's Executive Committee. The partners in charge of monitoring geographical zones are informed of these action plans and follow up the implementation with the help of the IQCC.

Each year the entities critically assess their Quality Control System by implementing a monitoring programme which involves an assessment of the adequacy and effectiveness of the entity's procedures and a review of engagement files. Each partner is reviewed at least every three years. The results of the engagement file reviews are taken into account in determining the partners' compensation.

Once a year, the entity communicates the results of internal and external quality control reviews (ReQAR/IQAR/national oversights and peer reviews) to partners and managers, including to the entity's Executive Committee. This communication is sufficiently detailed to enable the necessary corrective measures to be taken, both at the entity level and with the partners in question.

This summary includes as a minimum:

- a description of the procedures applied and of the scope of the quality control review;
- conclusions of the reviews pertaining to the entity's procedures and to the audit engagements; and
- action plans, if required.

Entities that are candidates for admission into the Mazars partnership undergo a technical review by the IQCC. The quality control review report is included in the admission file submitted to the GEB and the GGC for approval before the vote by the partners. It can be

accompanied by an action plan which is naturally monitored by the IQCC and the head of monitoring of the geographical region to which the new member belongs.

2.2.2 Statement on the effectiveness of the quality control system

Mazars has become one of the first full members of the IFAC's Forum of Firms in January 2008 after reporting it had implemented a globally coordinated quality assurance program, committed to the use of International Standards on Auditing (ISAs) and met other specific ethical requirements.

Commitment to the obligations of membership in the Forum of Firms contributes to raising the standards of the international practice of auditing in the interest of users of the profession's services. In this respect, Mazars is committed to:

- maintaining appropriate quality control standards in accordance with International Standards on Quality Control issued by the IFAC International Auditing and Assurance Standards Board (IAASB) and relevant national quality control standards and, to the extent not prohibited by national regulation, conducting regular globally coordinated internal quality assurance reviews;
- implementing policies and methodologies based, to the extent practicable, on the ISAs issued by the IAASB for the conduct of transnational audit assignments; and
- implementing policies and methodologies which comply with the IFAC Code of Ethics for Professional Accountants and national codes of ethics.

On the basis of its Quality Control monitoring conclusions, Mazars confirmed in December 2011, that it met the membership obligations of the Forum of Firms in all material respects.

2.2.3 Quality control as prescribed by the National Oversight Board (at country level)

In Belgium, Mazars Réviseurs d'Entreprise is subject to a quality control realized by the Instituut van de Bedrijfsrevisoren/Institut des Réviseurs d'Entreprises each 3 years considering that it inspects PIE. This

control is expected to see whether the audit company complies with the requirement of the ISQC quality norms and whether these rules are correctly applied during the realisation of audit assignments.

A quality review was performed in august 2010 by The Instituut van de Bedrijfsrevisoren/Institut des Réviseurs d'Entreprises

2.3. Our contribution to the standard setting process

We believe that the voice of the audit profession brings value to the standard setting debate. As a consequence, at the level of the Group, we are committed to the improvement of financial reporting, corporate governance and overall confidence in the capital markets on a global level. For example:

Mazars response to the European Commission (EC) Green Paper on Audit Policy: Lessons from the Crisis of October 2010, which covers a wide variety of audit and auditors reporting related topics, can be accessed at: <http://www.mazars.com/Home/News-Media/Latest-news2/Mazars-contribution-to-the-Green-Paper>

Mazars responds to consultations on auditing, corporate governance, financial reporting and relevant laws, regulations and standards changes issued by various regulatory or professional bodies such as the European Commission, IFAC and its committees and boards, FEE, EAIG, PCAOB, IASB;

Mazars takes part directly, as stated above, in international professional bodies such as IFAC, FEE, ESMA, EFRAG, IASB...

Our professional staff receives regular training in both actual and potential future developments. This enables audit teams to anticipate these changes and work with their clients on complying with them.

At country level, Mazars firms are also active in accounting and auditing professional bodies and organisations. In Belgium, Mazars is represented by partners or senior professional staff in:

*Institut des Réviseurs d'Entreprises / Instituut van de Bedrijfsrevisoren
Institut des Réviseurs Agréés pour les Institutions Financières / Instituut van de Revisoren Erkend voor de Financiële Instellingen*

“Listed clients au
Mazars across all
spread across mo



III. CLIENTS

3.1. Service offering and turnover

3.1.1 Global service offering

As previously mentioned, Mazars' services fall into four global business units, two of which are focused on Clients and two on Services. This structure is mirrored by each member entity.

The four Global Business Units are:

GBU PIE (Public Interest Entities). This covers statutory and contractual auditing, and other advisory or compliance services mainly for listed companies;

GBU OMB (Owner Managed Businesses). This covers advisory and audit services for privately-owned companies of all sizes;

GBU Tax. This covers a complete range of tax advisory services;

GBU Law. Legal counselling in some countries.

The consolidated accounts of Mazars Scrl for the year to 31 August 2012 are approved at the General Assembly of partners on 8 December 2012. Once published, they are available on the Group website (www.mazars.com).

Turnover per Global Business Unit (€ Million)		
	2011/2012	2010/2011
PIE	503.7	456.1
OMB	385.7	383.9
Tax	110.5	99.4
Law	13.5	17.3
TOTAL	1,013.4	956.7

3.1.2 Belgian turnover

The turnover of Mazars in Belgium is 13 million euros for the year ended August 31, 2012 (11,2 million euros for year ended August 31, 2011).

Mazars Turnover in Belgium

	2011/ 2012	2010/ 2011
Audit including statutory audit & compatible services and other assurance services	8.922	7.114
Accounting & financial support	695	706
Specialised services*	3.403	3.394
Total	13.020	11.214

*"Specialised services" include the following: Transaction Services, Risk Management and Internal Control, Organization and IT Services and Actuarial Services.

3.2. List of public interest entities for which the firm has issued an audit report during the preceding financial year


3.2.1 Companies that have issued transferable securities admitted to trading on a regulated market

The list of engagements for which statutory audit reports have been issued during the Transparency Report period (from 1 September, 2011 to 31 August 2012):

Cimescaut
Sapac
Brederode
S.A.B.C.A.
Atenor
Floridienne
Financière de Tubize
Banimm
Sofina

3.2.2 Credit Institutions (other than already stated in §3.2.1, when applicable according to local transposition of the directive)

The list of engagements for which statutory audit reports have been issued during the Transparency



Report period (from 1 September 2011 to 31 August 2012):

Belgian bank ⁽¹⁾:
Van de Put en Co Effectenbank

3.2.3. Insurance companies (other than already stated in §3.2.1, when applicable according to local transposition of the directive)

The list of engagements for which statutory audit reports have been issued during the Transparency Report period (from 1 September 2011 to 31 August 2012):

Inter Partner Assistance SA
Partners Assurances SA
Office National des Pensions
Cardif Vie-Leven SA

¹ Mazars Belgium has also been appointed as Auditor with following belgian branches of foreign banks (thoses branches are not qualified as PIE by the Belgian legislation) :

- Attijariwafa Bank Europe
- BNP Paribas Succursale de Belgique
- BNP Paribas Securities Services Succursale de Bruxelles
- Fortuneo Succursale
- CNH Succursale



04

“Building sustainable success requires a talent management policy across the whole Group”

IV. HUMAN RESOURCES

4.1. Quality through talent

We are deeply convinced that the quality we bring to our clients and to the market in general is dependent on the talent of our people. Several key areas form the backbone of our strategy for talent development:

our culture;
our sense of commitment;
our diversity of talents;
our transparent and effective assessment system.

Based on our common values and management principles, and within a working environment which is intended to be fulfilling, our Talent management policy is based around 3 main principles:

recruiting the most talented individuals;

developing long life training, on both technical and managerial issues (refer to § 4.4. continuing education);

offering attractive career opportunities, particularly internationally, within our fast-growing organisation.

All our people have clear objectives, receive feedback and talk about their performance regularly. Our Global Talent and Performance Management Programme covers all grades and is being monitored in all the Mazars countries. This programme provides us with qualitative information on the expectations and competencies of our professionals which in turn enables us to gauge the effects on our long term development ambitions.

Each employee has their own special role and their own chance to play a defining part in our success.

4.2. Professional and support staff

4.2.1 International staff

As of 31 August 2012, more than 13,000 people work in Mazars' offices in the 69 integrated countries including around 1,700 new recruits that have joined the Mazars teams in 2011/2012.

4.2.2 Personnel in Belgium

During the year 2011/2012, the average number of Mazars personnel in Belgium amounted to 92 people (full time staff).

4.2.3 Personnel dedicated to statutory audit in Belgium

During the year 2011/2012, 48 professionals from all of the Mazars' offices in Belgium and within all of the service lines were assigned to audit services.

4.3. Partners

4.3.1 Our partners on an international level

As of 31 August 2012, Mazars Scrl has a total of 727 partners spread across 69 countries.

4.3.2. Belgian partners

For the year 2011/2012, there were 9 international partners in Mazars Belgium.

4.3.3. Belgian partners dedicated to statutory audit

In 2012, 6 Mazars' partners are members of the Institut des Réviseurs d'Entreprises / Instituut van de Bedrijfsrevisoren.

There are 5 partners that are members of the Institut des Réviseurs Agréés pour les Institutions Financières / Instituut van de Revisoren Erkend voor de Financiële Instellingen.

4.3.4. Information concerning the basis for partners' remuneration

Partners are remunerated in equal proportion according to the performance of the national member entity to which they contribute, and to the performance of the Mazars organisation overall.

At Group level, the measure is the "operational performance", after the deduction of any unforeseen expense such as litigation which remains the sole responsibility of the national entity concerned.

Profits are shared between partners in proportion to the number of shares (or "base points") they hold. Financing business activity depends exclusively on

each national member entity and follows the same logic of proportionality as the division of profits.

Several countries have also opted for a bonus system based on individual performance, awards being made from a pot representing up to 12% of the profits of the country concerned.

Ratified by the Governance Council on advice from the Group Executive Board, base points are allocated every three years to partners according to the collective performance of their country and individual performance of each partner, which is assessed against various criteria: professionalism and technical contribution, importance and complexity of assignments, contribution to the general development of local entities and of the Group, level of managerial responsibility, performance in financial management, partnership spirit. None of the criteria listed above is evaluated in isolation, but the greatest importance is placed on technical competence and partnership spirit.

4.4. Mazars' policy regarding the continuing education of statutory auditors

The Group considers its internal training program to be of strategic importance, not only due to its content (experience sharing and updating of technical knowledge), but also because it is a key means of communicating with staff in respect of requirements in the areas of professional conduct and ethics.

Each member entity of the group keeps a record of all the training courses attended by each partner and member of staff, in order to ensure that each individual benefits from the complete training programme and so that the training received is in line with their responsibilities and with their work.

Each member entity's training program has to include a general syllabus to be followed by all staff at each level. The objective of this program is to enable each staff member to obtain and develop his or her expertise in auditing standards, accounting standards, auditing techniques and engagement management principles.

The programme also includes a sector-specific syllabus (particularly insurance, banking, the public sector and high technology).

Audit professionals involved in transnational audits learn about the following subject areas concerning the jurisdictions where the transnational audit is conducted:

- financial information and auditing standards;
- group audit coordination of multi-locations;
- the standards relevant to companies listed on the stock market;
- corporate governance standards; and
- the local and international economic and business environments.

The internal training programme is enhanced with complementary external seminars which respond to certain client requirements or specific economic environments.

Internal technical meetings are held on a regular basis in order to raise awareness, to share experiences on specific assignments and to discuss topical issues.

Mazars University was created in 2008, with a threefold objective:

to position Mazars as one of the key players in the future in its markets;

to focus on Mazars' values (Mazars Way);


to contribute to Mazars' commitment to social issues.

Mazars University coordinates all the Group-wide training and promotes and encourages the sharing of professional knowledge, of professional experiences and the best professional practices.

4.4.1. Statement of compliance with the professional training obligations in Belgium

Mazars in Belgium complies with IBR/IRE requirements and IES 7. Partners and all audit personnel have to make an annual declaration that they have complied with the relevant requirements.

Registered statutory auditors have to complete at least 120 hours or equivalent learning units of relevant professional development activity in each rolling three-year period, of which 60 hours or equivalent units



should be verifiable. They also have to complete at least 20 hours or equivalent learning units in each year.

Mazars has established its own policy with regards to continuing professional education that includes the organisation and delivery of technical in-house and external seminars, the active participation and involvement of professional staff in major national and international professional accounting and auditing organisations, as well as the extensive opportunities to attend technical seminars and conferences.

On the basis of these CPE requirements described above, Mazars in Belgium has the ability to ascertain, at any given time, that all of its partners and professional staffs meet the CPE requirements as defined by IBR/IRE.



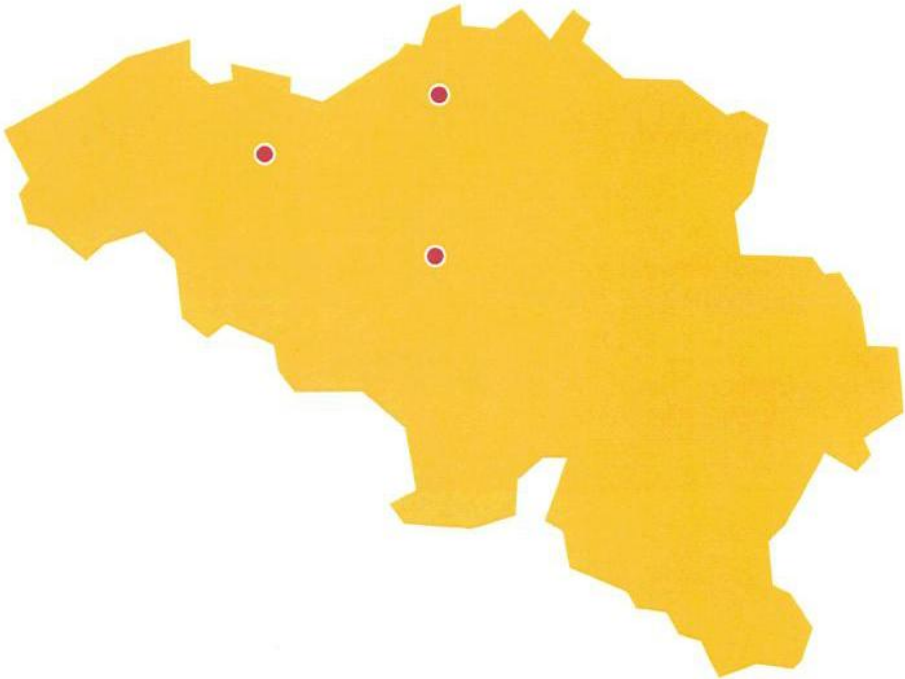
05

*“Serving in the public interest
across the five continents”*



V. BELGIAN PRESENCE

Anvers / Antwerp
Bruxelles / Brussels
Gand / Ghent





**MAZARS GLOBAL PRESENCE
 AT 31 AUGUST 2012**



EUROPE

Austria, Belgium, Croatia, Cyprus, Czech Republic, Denmark, France, Greece, Germany, Hungary, Ireland, Italy, Luxemburg, Malta, Netherlands, Norway, Poland, Portugal, Romania, Russia, Slovakia, Spain, Sweden, Switzerland, Turkey, Ukraine, United Kingdom and Channel Islands (including a representative office in Gibraltar)



ASIA PACIFIC


Australia, China (Mainland & Hong Kong), India, Indonesia, Japan, Malaysia, New Caledonia, Pakistan, Republic of Korea, Republic of the Philippines, Singapore, Tajikistan, Thailand, Vietnam

AFRICA

Algeria, Angola, Benin, Botswana, Cameroon (including representative offices in Chad and Democratic Republic of the Congo), Congo-Brazzaville, Djibouti, Ghana, Ivory Coast, Kenya, Libya, Madagascar (including representative offices in the Union of the Comoros), Mauritius, Morocco, Namibia, Nigeria, Senegal, South Africa, Tunisia

MIDDLE EAST

Bahrain, Egypt, Israel, Lebanon, Palestine, Qatar, Saudi Arabia, Sultanate of Oman, the United Arab Emirates



Mazars is present in 5 continents

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