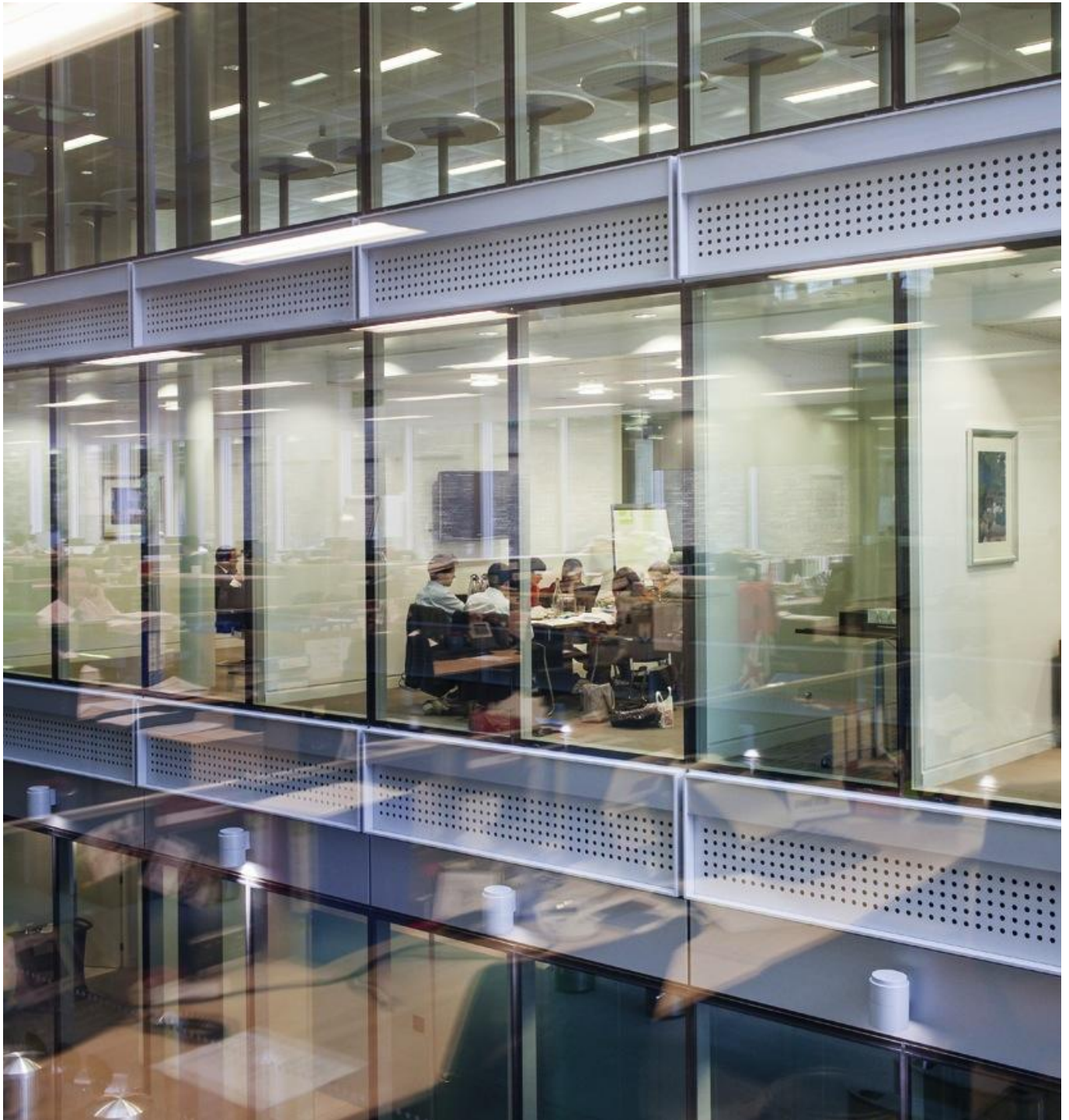


# TRANSPARENCY REPORT

2011 - 2012

**United Kingdom**



# INTRODUCTION

## Introduction

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## INTRODUCTION

### Change is a mixture of innovation and evolution.

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

Mazars is a leading and growing international, integrated and independent organisation specialising in audit, accounting, tax, and advisory services. At August 31, 2012, Mazars has offices in 69 countries across the world with a workforce of more than 14,000 highly qualified professionals. In the UK the business has experienced an increase in partners to 116 and staff to 1,250 during 2011/2012. We achieved a 6% increase in turnover, increasing £6.2m to £115.3m, being one of only a few leading accounting firms to do so. We believe that this reflects our commitment to providing the very best client service.

We continue to invest in developing our people and improving our processes so that we can maintain the high standards that our clients currently receive. This in turn enables us to continue to grow and develop our business and thereby win many new clients as we pursue our key strategies. Despite the market conditions, we expect to deliver real growth in our business over the next few years through a carefully managed mix of organic and external growth.

This year we jointly launched the Centre for Audit Committee and Investor Dialogue (along with three institutional investors), and held our first seminar in late summer as well as continuing to participate actively in the ongoing debates relating to our profession regarding competition and choice and audit reform. We aim to make a real difference to our clients' businesses by being empathetic and supportive of the challenges we all face in a time of considerable economic instability and uncertainty. As a leading global auditor with several Fortune 500 and other listed clients, we are committed to ensuring that our clients and prospective clients have real choice when appointing their auditors.

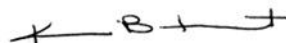
At a more local level, we won a former Audit Commission contract in the Public Sector which enabled us to open a new office in Durham, and believe that our innovative approach to creating and winning new opportunities, along with the quality and structure of Mazars, gives us the agility and speed to respond quickly and effectively to expected legislative changes over the next few years. It is also a real commitment to providing employment and opportunity within the communities in which we operate.

We take Corporate Responsibility seriously, and over the last year we have supported social and environmental projects at a regional, national and global level. Many of our people have used their "Mazars Day" to support social or environmental projects and causes within their respective communities. We also continue to support many worthwhile charitable causes through our Charitable Trust, and have agreed a four year partnership with The Prince's Trust.

We are proud of being transparent in what we do and who we are. During the last year, we appointed independent members (Denise Fletcher and Francois de Carbonnel) to our Group Governance Council to improve further our commitment to transparency. For several years, we have published an annual report including IFRS financial statements audited by joint independent auditors, and our transparency report supplements this group report. During the forthcoming year, Mazars will continue to provide existing and new clients with the exceptional level of service that they expect and to which they are accustomed. We would like to thank our clients for choosing Mazars and our people for continuing to work hard and grow our firm in an economically challenging time.



Phil Verity, Senior Partner



Kim Hurst, Standards & Risk Management Partner

United Kingdom, 31 August 2012



# 01

*“A unique integrated partnership model”*



# I. MAZARS DESCRIPTION

## 1.1 Mazars in the UK

### 1.1.1 Legal structure and ownership of Mazars

The UK firm of Mazars is part of the Mazars worldwide organisation presented in Section 1.2. The structure of Mazars internationally and its relationship with the UK firm is governed by agreements at two levels.

Firstly, 73 of the 116 UK partners are shareholders in Mazars Scrl. The shareholders in Mazars Scrl elect the Group Executive Board (GEB) and Group Governance Council (GGC), approve the addition of all new shareholders and share a proportion of their profits.

Secondly, the UK Mazars firm as an entity has a “co-operation agreement” with Mazars Scrl which sets out the terms of the relationship between Mazars Scrl and the firm.

Mazars in the UK operates as a Limited Liability Partnership (LLP). Mazars LLP and its subsidiary companies provide a full range of professional services including audit and assurance, tax advisory and compliance, business advisory and accounting, actuarial, forensic and investigations, corporate recovery and insolvency and financial planning for private individuals.

As of 31 August 2012, Mazars LLP had 116 partners and over 1,250 employees working in 17 UK offices.

### 1.1.2 Governance structure

Our governance structure is designed to create a culture of openness and accountability.

The UK Executive Board has responsibility for setting Mazars’ national strategy, within the framework of the international strategy.

The UK national partnership is managed by the Senior Partner, who is elected for a three-year period. Any UK partner is able to put themselves forward for the position. Once nominated, the Senior Partner (Phil Verity, as at the date of this report and appointed in September 2012) then nominates other partners to become members of the Executive Board. The choice of Senior Partner, whose candidacy having been submitted for the consideration of the Nomination Committee and the GEB, is decided by a vote among the UK partners. The UK Executive Board currently comprises the following members:

- Phil Verity (Senior Partner);
- Tim Davies;
- Alistair Fraser;
- Nigel Grummitt;
- David Herbinet;
- David Smithson; and
- Glyn Williams.

The UK Executive Board on 31 August 2012 comprised the following members:

- David Evans (Senior Partner);
- David Herbinet;
- Phil Verity; and
- Glyn Williams.

As of 31 August 2012, there were two country business units: Public Interest Entities (PIE) and Owner Managed Businesses (OMB).

- These country business units are responsible for managing results, developing growth strategies and supporting our people.
- They are also responsible for balancing short-term profitability and long-term strategy in the current difficult marketplace.
- Service line groups ensure consistency of approach where a service offering operates across PIE and OMB customer lines. The main objective of the Audit and Assurance Group is to ensure the quality of audit and assurance work as well as being the firm’s voice in the marketplace and profession. The group focuses on emerging issues and

how they will affect the firm, approves policies in the areas of audit and assurance quality and agrees the quality control programme and planned actions arising from the quality control review findings and recommendations.

The Governance Council reviews the process for setting the strategy and budgets. It also approves the process for the appointment and remuneration of partners, ensures the Executive has appropriate management structures in place and has identified, and is managing, major risks. It also encompasses the Audit Committee, made up of three members of the Governance Council and attended by one member of the Executive.

The members of the Governance Council were elected by the partners in 2009 for a three year term and at 31 August 2012 comprised the following members:

- Mark Grice (Chair);
- Jac Berry;
- Richard Bott;
- Greg Hall;
- John Holroyd;
- Tim Hudson;
- Rod Weston; and
- Ian Wrightson.

From 1 September 2012, Ian Wrightson stepped down and Pam Dawes joined the Governance Council.

The Audit Firm Governance Code requires us to state the names, job titles and biographical details of members of the firm's governance structures and its management team. These details may be found in Appendix 1.

### 1.1.3 Governance code

Mazars in the UK has voluntarily committed to applying the Audit Firm Governance Code published by the Financial Reporting Council and the Institute of Chartered Accountants in England & Wales. This

report discusses how we have implemented some of the provisions of the Code, including those specifically required to be disclosed in the transparency report. We will publish a fuller report on our application of the Audit Firm Governance Code and the extent to which we have complied with its provisions in the coming months on our website.

### Independent non-executives

In last year's report we indicated that two independent non-executives, as allowed for under Mazars' constitution, were to be proposed for appointment to the Group Governance Council at the General Assembly of Mazars Scrl in December 2011. This duly happened and Denise Fletcher and Francois de Carbonnel were appointed for a period of one year and are proposed for reappointment at the General Assembly in December 2012. Brief biographies are provided in Appendix 1.


A key element of the role of the independent members of GGC is to enhance the confidence of clients' shareholders in the public interest aspects of the firm's decision-making, stakeholder dialogue and management of reputation risks.

In terms of criteria for assessing their independence, the independent members of GGC are not, and will not become, an executive director or member of the audit committee of any of the firm's audit clients and do not have any significant shareholdings or other interests in them.

### Dialogue

Mazars maintains regular contact with those involved in governance at leading institutional investors. In September 2012 Mazars and three institutional investors - Hermes, Railpen and USS - held the first meeting of the Centre for Audit Committee and Investor Dialogue which they have jointly established.





A meeting for institutional investors and their representative organisations was held in November 2012, following on from a similar meeting in November last year. Denise Fletcher, one of the independent non-executives, attended the meeting.

The meeting provided an opportunity to discuss any firm-specific issues with regards to matters covered by the Audit Firm Governance Code and enabled Ms Fletcher to discuss her role as an independent member of GGC and to answer questions on it. There was also a general discussion on current issues related to the profession at the meeting.

A further meeting to promote dialogue with institutional investors will be held in early 2013.

#### Performance evaluation

An effectiveness review was undertaken of the Governance Council of Mazars LLP in the period August - October 2012. The review was facilitated by a partner who is not a member of the Executive or Governance Council. The review involved the completion of a detailed questionnaire followed by an interview with each Governance Council Member and after the interviews were completed a report was prepared accompanied by a series of proposed recommendations all of which were accepted. A review of the Executive of Mazars LLP was undertaken in 2010/2011.

## 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 the Group serves. To this end, Mazars is structured internationally around:

- four Global Business Units (GBUs): two major GBUs are dedicated to our main market sectors - Public Interest Entities (PIE) and Owner Managed Businesses (OMB) - and two other GBUs are dedicated to Tax and Law respectively, and work with the two "client" business units;
- and four Global Support Units (GSUs) helping the activities' development : GSU "Performance and Systems"; GSU "Technique and Innovation"; GSU "Talent Management"; GSU "General Secretariat and Communications".

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, systems, people and processes.

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 revised 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;

- and 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) has the overall responsibility of Mazars operational performance and organic growth. 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 proposal 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 Talent Management;

- John Mellows, in charge of the Asia-Pacific region;
- Jos van Huut, Chairman of the Praxity Alliance.

The GEB meets on a regular basis with Country Executives through the Country Forum, 2 to 3 times a year. 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 at least every other month 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 Talent Management;
  - 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 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 comprises four members:

- Patrick de Cambourg, Group Chairman, Chairman of the GSC;
- Douglas A. Phillips, Vice-Chairman of the GSC;
- 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: approving merger, acquisition or sales operations, opining 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 or joint-ventures 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 serve its clients in 18 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 more than 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

#### 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 1 January 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 Provisions (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.

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 company’s specificities.

### **2.1.2 Statement on the effectiveness of the independence safeguard systems of Mazars LLP**

The internal systems described above were established so as to identify circumstances where Mazars’ independence could be impaired and to take appropriate safeguarding measures. 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 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 confirms that the practices have been subjected to internal review.

## **2.2. UK risk management**

Mazars LLP has an Enterprise Risk management framework, in accordance with the Turnbull principles.

The framework covers all areas of the business and is split into 4 distinct categories:

- Strategic/Corporate;
- Clients – Existing and prospective;
- Finance and operations; and
- People

The firm's exposure to each category of risk is assessed annually and presented to the UK Executive Board and Governance Council by means of a Risk Dashboard. This would include any risks highlighted by the firm's external auditor in their Management Letter if they are deemed significant.

Supporting the four categories are thirty three separate areas of risk, each of which has been assessed and evaluated. The design and operating effectiveness of the key controls in respect of each of the risks has been assessed and agreed with the Executive Board.

Tolerance levels for each risk are set by the Executive with significant input from the risk owner. Any risk considered to be operating outside these tolerance levels is identified and referred to the Executive for remedial action to be agreed and implemented.

The annual review of risk management and controls is timed to be in advance of the partner and staff objective setting process. Action plans that have been agreed with the Executive are then able to be included in personal objectives and corporate goals. The Executive Board reviewed the full risk register in March 2012.

### 2.3. 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.

#### 2.3.1 Internal quality control system

**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 person responsible for quality control 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.

### 2.3.2 Statement on the effectiveness of the quality control system

Mazars became 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 in all material respects.

### 2.3.3 Quality control as prescribed by the Executive in the UK

#### Quality control system

It is the firm's policy that the work of every Responsible Individual (RI) will be subject to independent review at least once every three years. These reviews are conducted by independent audit partners and senior members of the Standards & Risk Management team who are all trained in this task. The RIs to be reviewed and any special areas to be targeted in reviews are agreed each year by the Audit & Assurance Group, which is charged with ensuring and promoting audit quality.

Files are selected on the basis of risk, including public interest, and reviewed using a standard checklist. Individual files are graded in terms of compliance and overall quality and a summary report and action plan is agreed with each RI. This report is taken into account in the partner performance review process and in decisions on partner remuneration.

A summary report is prepared at the end of the season of reviews and this is sent to the Audit & Assurance Group for approval and support of the

action recommended prior to reporting to the boards. Action may include immediate remedial action, changes in the firm's guidance or additional training and support.

Lessons learned are communicated to the business on a timely basis.

During 2012 a number of focused ethics reviews were carried out and we will consider repeating this exercise on a cyclical basis.

All of our major service lines are subject to the same rigorous internal quality review process. In addition, compliance matters are the subject of separate annual reviews covering the firm's compliance with regulations governing client money and money laundering, professional independence requirements and other statutory and regulatory matters.

On a cyclical basis Mazars in the UK is subject to a review by the Mazars Group. The review carried out in 2009 showed that the UK is considered to have systems in place to comply with ISAs, the IFAC Code of Ethics and the provisions of ISQC1.

#### Effectiveness of the system

The firm's system of internal quality control is designed to provide reasonable assurance that the firm, its partners and staff comply with professional standards and regulatory and legal requirements, work is performed to a consistently high standard and that reports issued by the firm are appropriate. The management of Mazars is content that the system is effective in the maintenance and improvement of audit quality.

They also consider the results of the annual external regulatory inspections in reaching this opinion.

#### Regulatory monitoring reviews

The firm has major audits which fall within the remit of the Financial Reporting Council (the 'FRC'). The Audit Quality Review team of the FRC issued a public report on Mazars LLP in May 2012 which is available on the FRC website.

As a large firm auditing listed companies, Mazars LLP is reviewed also by the Quality Assurance Department (QAD) of the ICAEW each year. The last review was carried out in December 2011.

## 2.4. 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 and 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.

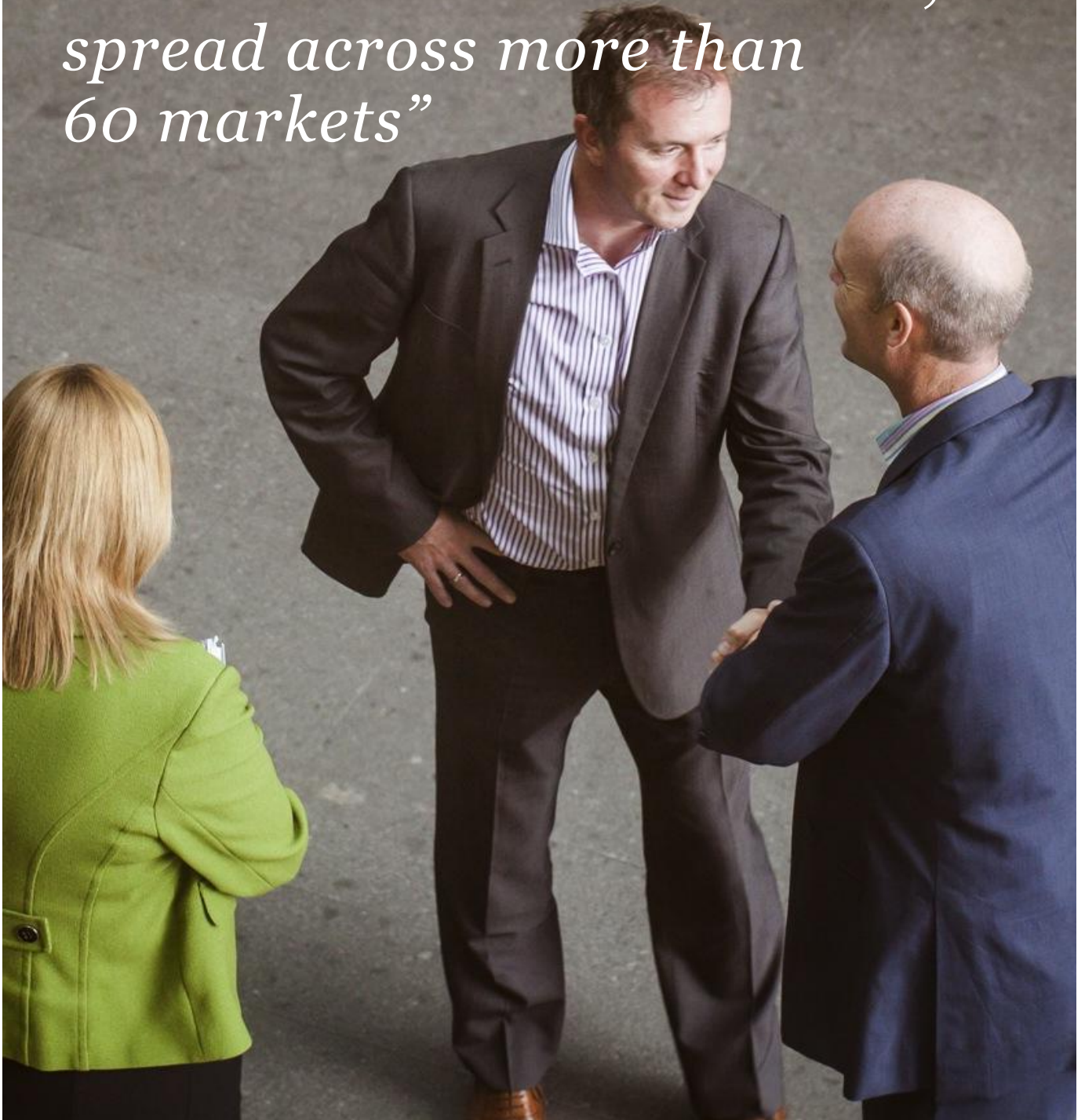
At country level, Mazars firms are also active in accounting and auditing professional bodies and organisations. In the UK, Mazars is represented by partners or senior professional staff in the:

- Audit Quality Forum
- SME Implementation Group (SMEIG) of the IFRS foundation
- Technical and Practical Auditing Committee of the ICAEW
- ICAEW's Financial Services Faculty (Insurance)
- ICAEW's Financial Services Faculty (Banking)
- EFRAG Working Group for SMEs

- Corporate Governance and Financial Reporting Committees of the Quoted Companies Alliance (QCA)
- Audit Registration Committee of the ICAEW
- Audit and Assurance Faculty Committee of the ICAEW
- Institute of International Finance

# 03

*“Listed clients audited by Mazars across all continents, spread across more than 60 markets”*





## 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 due to be approved at the General Assembly of partners on 8 December 2012. Once published, they will be available on the Group website ([www.mazars.com](http://www.mazars.com)).

Turnover per Global Business Unit (€ Million)		
	2011/2012	2010/2011
PIE		456.1
OMB		383.9
Tax		99.4
Law		17.3
TOTAL		<b>956.7</b>

#### 3.1.2 UK turnover

The turnover of Mazars in the United Kingdom is £115.3million for the year ended 31 August 2012 (£109.1 million for year ended 31 August 2011).

#### Mazars Turnover in the UK

	2011/ 2012	2010/ 2011
Audit including statutory audit & compatible services and other assurance services	41.3	44.3
Accounting & financial support	6.0	7.7
Specialised services*	68.0	57.1
Total	115.3	109.1

\*"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):

##### London Stock Exchange

- Air Partner PLC
- Allied Domecq Financial Services Limited
- Anglesey Mining PLC
- CBO Investments Jersey Limited
- Housing Association Funding PLC

##### ICAP Markets (formerly PLUS markets)

- Hydro Hotel, Eastbourne PLC

##### Irish Stock Exchange

- Cathedral Capital Holdings Limited
- CBO Investments Jersey Limited
- Claris Limited
- Claris 2 Limited
- Claris III Limited
- Ukraine Issuance PLC

### 3.2.2 Companies that have issued transferable securities admitted to trading on AIM and other markets

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):

#### AIM quoted

- Access Intelligence PLC
- Cove Energy PLC
- Ensor Holdings PLC
- Geong International Limited
- Hightex Group PLC
- Manganese Bronze Holdings PLC
- MCB Finance Group PLC
- Naibu Global International Company PLC
- Pennant International Group PLC
- Photon Kathaas Productions Limited
- Portmeirion Group PLC
- Taliesin Property Fund Limited
- Tawa PLC
- Vatukoula Goldmines PLC

#### Other markets

- Alis Finance a.r.l.
- ASIF III (Jersey) Limited
- Cathedral Capital (Investments) Limited
- Claris Limited
- Claris 2 Limited
- Max Two Limited
- MCB Finance Group PLC
- Natixis Structured Products Limited
- Nickel Funding Limited
- Persia International Bank PLC
- Syncline Finance Limited
- Syracuse Funding EUR Limited

### 3.2.3 Credit Institutions (other than already stated in §3.2.1 and §3.2.2)

- PNB (Europe) PLC
- Sonali bank (UK) Limited

### 3.2.4 Insurance companies (other than already stated in §3.2.1 and §3.2.2)

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):

- Asta Managing Agency, Syndicate 2015
- Atlantic Mutual International Limited
- Beaufort Underwriting Agency Limited, Syndicates 318, 1318 and 2318
- Cathedral Underwriting Limited, Syndicates 2010 and 3010
- CX Reinsurance Company Limited
- English and American Insurance Company Limited
- Family Assurance Friendly Society Limited
- Groupama Insurance Company Limited
- Island Capital (Europe) Limited
- KX Reinsurance Company Limited
- London and Leith Insurance Company Limited
- Metropolitan Police Friendly Society Limited
- Moorgate Insurance Company Limited
- OX Reinsurance Company Limited
- Pinnacle Insurance PLC
- Polygon Insurance Company (UK) Limited
- Portman Insurance Limited
- Sportscover Underwriting Limited, Syndicate 3334
- Teachers Provident Society Limited
- The Mediterranean Insurance & Reinsurance Company Limited
- Typroth Limited
- UIA (Insurance) Limited



# 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 talent;
- 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 14,000 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 the UK

During the year 2011/2012, the average number of Mazars personnel in the UK amounted to 1250 people (full time staff).

#### 4.2.3 Personnel dedicated to statutory audit in the UK

During the year 2011/2012, 449 professionals from all of the Mazars' offices in the UK 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 at August 31 2012, Mazars Scrl has a total of 760 partners spread across 69 countries.

#### 4.3.2. UK partners

As at 31 August 2012, there were 116 partners in the UK

#### 4.3.3. UK partners dedicated to statutory audit

In 2012, 53 Mazars' partners and 3 employees had Responsible Individual status.

Mazars LLP is regulated by the ICAEW. Mazars' Responsible Individuals are members of the ICAEW, ICAS or ACCA.

#### 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 the UK

Mazars in the UK complies with the Continuing Professional Development (CPD) policies of the ICAEW, ICAS and ACCA which are, in turn, compliant with 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.

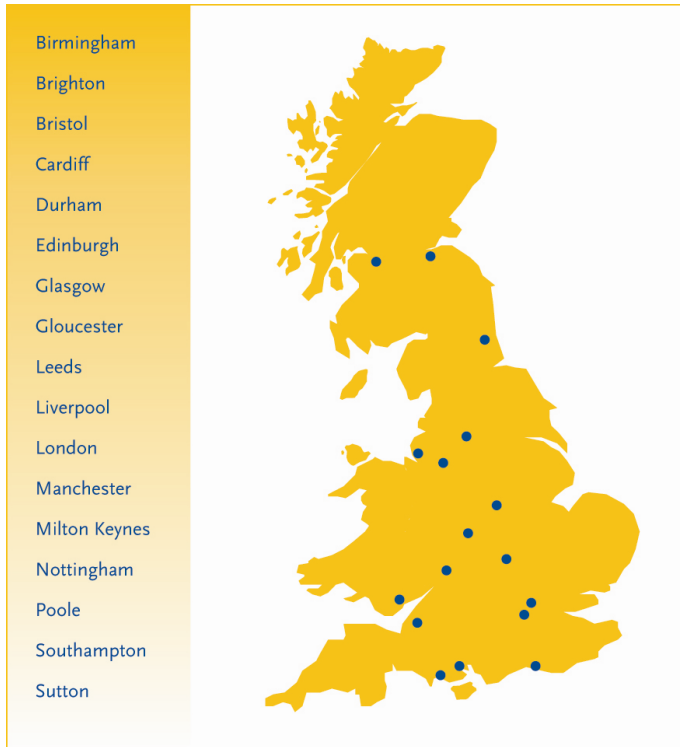
Mazars has established its own policy with regards to continuing professional education that includes the organisation and delivery of technical in-house and external seminars, the active participation and involvement of professional staff in major national and international professional accounting and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



05

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

## V. UK PRESENCE



This map includes all Mazars offices in the UK as at 1 November 2012.

Our new Durham office opened on 1 November 2012 and our Southampton office closes on 30 November 2012.



## 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

# Appendix 1 - UK Executive, Governance Council and Audit Committee (as at 31 August 2012)

## UK Executive

Name	Job Title	Biography	Date of appointment to the Executive
David Evans	UK Senior Partner and Senior Advisor to the Group Executive Board	<p>David Evans, was appointed a Partner in 1987. In 2001 he became Managing Partner for the "Chilterns" region and in 2002 he joined the UK Executive.</p> <p>He has served as UK Senior Partner since 2004.</p> <p>A member of the Group Executive Board between 2006 and 2009, David is currently Senior Advisor to the Group Executive Board and is a sponsor of "Talent Management".</p>	2002
David Herbinet	Head of PIE CBU	<p>David heads up Mazars' PIE team in the UK and is a key Mazars spokesperson particularly on issues affecting audit competition or audit quality. He acts as client service partner for some of our largest international clients with significant expertise in group audits and cross-border due diligence. David has extensive experience of businesses with complex, long-term contracts (Construction, PFI, Aerospace and Defence) and of the Technology and Media sectors.</p>	2007
Phil Verity	Head of OMB GBU and Head of the UK OMB CBU	<p>Phil Verity was elected as the UK Senior Partner from September 2012 and has been co-CEO of the Group since December 2012. He is responsible for the management of the Owner-Managed Businesses (OMB) activity within the Group. Phil is based in the London office and continues to be actively involved with key clients. Prior to his appointment as Senior Partner, Phil was a member of the UK Executive team with responsibility for leading the OMB business.</p>	2010
Glyn Williams	Head of Country Support Unit (CSU)	<p>Glyn is the Chief Financial Officer and leads the UK Country Support Unit with responsibility for operational infrastructure and performance improvement. He also a member of the Mazars Group Support Unit for Performance and Systems. Glyn has been a partner in the firm since 1990 and has worked with a portfolio of audit clients and handled many forensic and investigation assignments.</p>	2002

## Governance Council

Name	Job Title	Biography	Date of appointment to the Governance Council
Jac Berry	Partner	Jac Berry is an audit partner and member of the UK Standards and Risk Management team, where her responsibilities include developing the UK firm's methodology in respect of audit quality. In addition she provides technical assistance at a UK firm level and sits on the international team developing the Mazars Group audit methodology.	2009
Richard Bott	Partner	Richard Bott is an audit partner and heads Mazars LLP's Corporate and Business Services Group in Bristol.	1999
Mark Grice	Partner and Chair	Mark Grice is a partner specialising in audit and advisory services to the insurance sector and is based in London.	2005
Greg Hall	Partner	Greg Hall, based in Milton Keynes, specialises in transaction services, and is Head of Financial Due Diligence. He also has an audit portfolio focussed around property and investment funds and is a member of the Mazars' Property and Construction Team.	2009
John Holroyd	Partner	John Holroyd is business advisory partner to a wide range of industry sectors. He is based in Leeds.	2009
Tim Hudson	Partner	Tim Hudson is an audit partner specialising in large UK and international groups. He also has experience of advising on acquisitions and fund raisings, including AIM listings. He is based in Manchester.  Tim is an elected member of the Group Governance Council and sits on both the Group and the UK Audit Committees.	2000
Rod Weston	Partner	Rod Weston is a specialist business recovery partner. He acts as advisor, receiver/administrator to distressed businesses of all sizes across a range of sectors and is based in London.	2009
Ian Wrightson	Partner	Ian Wrightson is the Leeds Managing Partner and is a business advisory and audit partner focussing on owner managed businesses. He provides a full range of services including: audit, tax and overall commercial/financial advice.	2009

## Independent Members of the Group Governance Council

Denise Fletcher	Independent Member	Denise Fletcher is an Operations and Finance Executive who has been a leader in both public and private organisations. She has extensive experience in operating, finance, brand building, consumer and retail strategy, along with extensive investment and acquisition experience.	2012
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Name	Job Title	Biography	Date of appointment to the Governance Council
Francois de Carbonnel	Independent Member	Francois de Carbonnel is a director of corporations and a consultant/corporate finance advisor. He was Chairman of the Board of Thomson SA (TMS), an international multimedia corporation with 24000 employees and \$8bn in sales in 2008/2009. He is on the boards of Pages Jaunes S.A., Ecofin Hedge Fund, Ecofin Special Situations Fund (Irish public companies), Quilvest S.A. (a public Luxembourg company), and Amgen Inc.	2012

## Audit Committee

The Audit Committee is a sub-committee of the Governance Council and its members are set out below:

- Richard Bott (Chair);
- Tim Hudson; and
- Mark Grice.

## Meeting attendance

	UK Executive Board	Governance Council	Audit Committee
<b>Number of meetings held during the year</b>	<b>27</b>	<b>3</b>	<b>3</b>
David Evans	27/27	-	-
David Herbinet	27/27	-	-
Phil Verity	25/27	-	-
Glyn Williams	26/27	-	-
Jac Berry	-	3/3	-
Richard Bott	-	3/3	3/3
Mark Grice	-	3/3	3/3
Greg Hall	-	3/3	-
John Holroyd	-	3/3	-
Tim Hudson	-	3/3	3/3
Rod Weston	-	3/3	-
Ian Wrightson	-	3/3	-



## CONTACT

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[www.mazars.co.uk](http://www.mazars.co.uk)