



# Transparency Report

for the Year Ended  
30 September 2016

KPMG Baltics, UAB



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# Message from National Senior Partner

KPMG in Lithuania, through its offices in Vilnius and Klaipėda, provides a wide range of audit, tax and advisory services to private individuals, public and private companies and government organizations. The quality of our work and integrity of our people are paramount to everything we do.

KPMG provides its services in Lithuania through KPMG Baltics, UAB a registered audit firm. Reliable financial information is essential for capital markets and the auditor's role in ensuring the probity of such information is vital. It is for this reason that we believe that audit firms, entrusted with this responsibility, should be open about the quality and integrity measures that they adopt.

We are therefore pleased to present this Transparency Report for KPMG Baltics, UAB for the year ended 30 September 2016. We have included information about who we are, how we are organized, the structure of our audit quality framework and the procedures we have in place to enhance integrity and meet the quality standards expected of us.

Vilnius, 31 December 2016



A handwritten signature in blue ink, appearing to read "Rokas Kasperavičius".

Rokas Kasperavičius  
National Senior Partner,  
[rkasperavicius@kpmg.com](mailto:rkasperavicius@kpmg.com)

This report complies with the requirements of Article 40 of the European Union Statutory Audit Directive as enacted in Lithuania in Audit Law, Article 51 (Additional Requirements to Auditors and Audit Firms Auditing Public Interest Entities).

Throughout this document, "KPMG" ("we," "our," and "us") refers to KPMG Baltics, UAB. KPMG Baltics, UAB is a member firm of the KPMG network of independent firms affiliated with KPMG International Cooperative ("KPMG International"). KPMG International, a Swiss entity, provides no client services.

# 1

# Who we are

KPMG Baltics, UAB is a professional services firm that delivers Audit, Tax and Advisory services. We operate out of 2 offices across Lithuania and had an average of 129 staff in the year to 30 September 2016 (2015: 124).

Full details of the services offered by KPMG Baltics, UAB can be found on our website [kpmg.com/LT](http://kpmg.com/LT).



# 2

# Our structure and governance

## 2.1 Legal structure and ownership

KPMG Baltics, UAB is a Lithuanian Limited Liability Company, with its registered head office in Vilnius and a branch in Klaipėda. It is owned by KPMG Baltics AS (Estonia) which holds 100% of the shares. KPMG Baltics, UAB is governed by Lithuanian legislation.

KPMG Baltics, UAB is indirectly a subsidiary of KPMG CEE Holdings Limited.

KPMG Baltics, UAB is a member firm of the KPMG network of independent member firms affiliated with KPMG International, a Swiss cooperative which is a legal entity formed under Swiss law. Further details about KPMG International and its business, including our relationship with it, are available in the supplement to the KPMG International Transparency Report available at the following link: [kpmg.com](http://kpmg.com).

KPMG Baltics, UAB is not a member of KPMG International as a matter of Swiss law, but has entered into legal agreements as a sub-licensee with KPMG CEE Holdings Limited ("KPMG CEE"), which is a member of KPMG International, and with KPMG International. Under such agreements ("sub-licenses"), sub-licensees become member firms of the KPMG network.

KPMG CEE Holdings Limited ("KPMG CEE") is a limited liability company incorporated under, and governed by, Cyprus law. KPMG CEE is a licensed auditor under Cyprus regulations.

Generally the rights and obligations of a sub-licensee are exactly the same as if they were a member firm of KPMG International. In particular, all rights and obligations of member firms that are described in this report are rights and obligations of sub-licensee's, unless otherwise specifically stated. In addition, the member that is a party to the sub-licensee's agreement with KPMG International is also responsible to KPMG

International (but not to any other person or entity) for the sub-licensee's compliance with its obligations as a KPMG member firm.

## 2.2 Responsibilities and obligations of member firms

As a sub-licensee, KPMG Baltics, UAB commits itself to a common set of KPMG Values (see Appendix A3). KPMG Baltics, UAB is required to comply with the policies and regulations of KPMG International, including quality standards governing how we operate and provide services to clients. This includes having a firm structure that ensures continuity and stability and being able to adopt global and regional strategies, share resources (incoming and outgoing), service multinational clients, manage risk, and deploy global methodologies and tools. KPMG Baltics, UAB takes responsibility for its management and the quality of its work. In accordance with our Global Code of Conduct, partners and professionals working within member firms are required to act with integrity at all times.

KPMG International can and does terminate the license of any member firm or sub-licensee which fails to meet the quality standards required of KPMG member firms.

## 2.3 Name and ownership

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

Member firms throughout the world are generally locally owned and managed. Each member firm is responsible for its own obligations and liabilities. KPMG International and other member firms are not responsible for a member firm's obligations or liabilities.

Member firms may consist of more than one separate legal entity. If this is the case, each separate legal entity will be responsible only for its own obligations and liabilities, unless it has expressly agreed otherwise.

## 2.4 Governance structure

The principal governance and oversight body of KPMG Baltics, UAB is the Board, which provides leadership to the organisation and is responsible for the long term growth and sustainability setting our strategy and overseeing its implementation, monitoring performance against our business plan and protecting and enhancing the KPMG brand.

The Board consists of 3 Board members. As at 30 September 2016, it was chaired by Stephen Spill, KPMG CEE Chief Operating Officer.

KPMG in the Baltics and Belarus comprises of the KPMG network practices operating in the geographies of Lithuania, Latvia, Estonia and Belarus. Strategy is agreed for this cluster of countries by the partners of these countries at the cluster level, within the context of the strategy determined for KPMG in Central and Eastern Europe; implementation is coordinated at the country level through the country boards of directors.

The Board in Lithuania met two times during the year ended 30 September 2016. A schedule of matters to be monitored regularly by the Board includes matters of fundamental importance to the company such as its commitment to quality, operating and financial performance, annual business plans and budgets, new business proposals (considered individually), marketing, technology development, recruitment and retention, remuneration and risk management policies.

Appointments to the Board are made by the Shareholder after consultation with the Chairman of the company. The members of the Board of KPMG Baltics, UAB as at and for the year ended 30 September 2016 were:

- Stephen Spill, Chairman
- Domantas Dabulis
- Rokas Kasperavičius.

# 3

# System of quality control

## Overview

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

Accordingly, KPMG International has quality control policies that apply to all member firms.

These are included in KPMG's Global Quality & Risk Management Manual available to all personnel. These policies and associated procedures are designed to guide member firms in complying with relevant professional standards, regulatory and legal requirements, and in issuing reports that are appropriate in the circumstances.

These policies and procedures are based on the International Standard on Quality Control 1 (ISQC 1) issued by the International Auditing and Assurance Standards Board (IAASB), and on the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants (IESBA). Both are relevant to firms that perform statutory audits and other assurance and related services engagements.

KPMG Baltics, UAB implements KPMG International policies and procedures and adopts additional policies and procedures that are designed to address the rules and standards issued by the Lithuanian Chamber of Auditors, the Authority of Audit, Accounting, Property Valuation and Insolvency Management and other relevant regulators as well as applicable legal and other requirements.

KPMG International's policies reflect individual quality control elements to help our personnel act with integrity and objectivity, perform their work with diligence, and comply with applicable laws, regulations, and professional standards. Amendments to risk and quality policies, including ethics and independence policies, are communicated by email alerts from KPMG

International and included in quality and risk communications. KPMG Baltics, UAB is required to implement changes specified in the e-mail alerts and this is checked through internal monitoring.

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

The system of quality control applies to KPMG personnel. While many KPMG quality control processes are cross-functional, and apply equally to tax and advisory work, the remainder of this section focuses on the delivery of quality audits.

## Audit quality framework

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

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

The Audit Quality Framework identifies seven drivers of audit quality:

- tone at the top.
- association with the right clients.
- clear standards and robust audit tools.
- recruitment, development and assignment of appropriately qualified personnel.
- commitment to technical excellence and quality service delivery.
- performance of effective and efficient audits.
- commitment to continuous improvement.

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

### 3.1 Tone at the Top

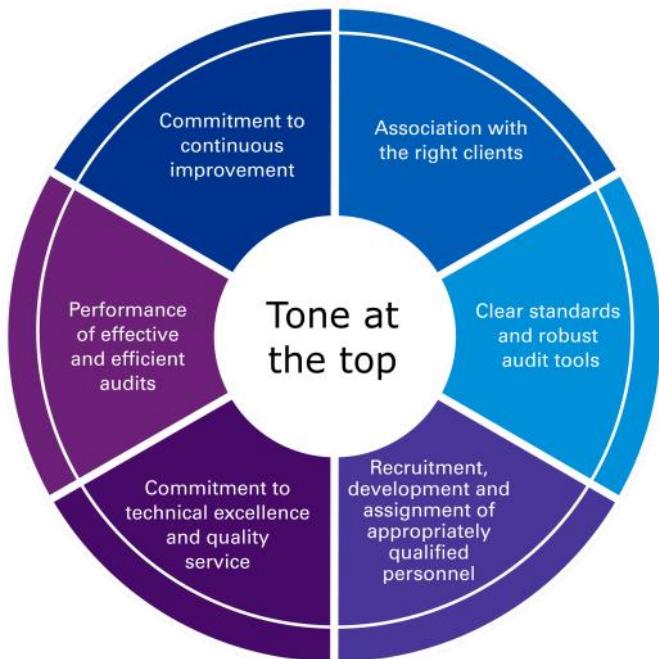
The culture of KPMG International and the member firms is underpinned by a strong set of values and supporting policies and processes and enables the right attitudes and behaviors to permeate throughout the KPMG network, starting from the very top. We promote a culture in which consultation is encouraged and recognized as a strength.

Tone at the top means that KPMG Baltics, UAB leadership demonstrates commitment to quality, ethics and integrity and communicates its commitment to clients, stakeholders, and society at large.

Integrity is a critical characteristic that stakeholders expect and rely on. It is also the key KPMG Value – “Above all, we act with Integrity”. Integrity means constantly striving to uphold the highest professional standards, providing sound good-quality advice to our clients and rigorously maintaining independence.

Our Values, which have been explicitly codified for a number of years, are embedded into working practices and values-based compliance culture at KPMG Baltics, UAB. Individuals are encouraged to raise their concerns when they see behaviors or actions that are inconsistent with our values or professional responsibilities. Our Values are considered in the performance appraisal process that our people follow and adherence to these Values is also reviewed when

our people are considered for more senior promotions, including to Partner. Our Values are set out in Appendix A3.



### Code of conduct

KPMG International's Code of Conduct incorporates our Values, and defines the standards of ethical conduct that is required from all KPMG people.

It sets out our ethical principles, and helps partners and employees at KPMG Baltics, UAB to understand and uphold those principles. In addition, the Code of Conduct emphasizes that each partner and employee is personally responsible for following the legal, professional, and ethical standards that apply to his or her job function and level of responsibility. It has provisions that require our people to:

- comply with all applicable laws, regulations and KPMG Baltics, UAB policies;
- report any illegal acts, whether committed by KPMG Baltics, UAB personnel, clients or other third parties;
- report breaches of risk management policies;
- uphold the highest levels of client confidentiality; and
- not offer, promise, make, solicit or accept bribes (whether directly or through an intermediary).

In addition the KPMG International hotline is a vehicle for KPMG partners, employees, clients and other parties to confidentially report concerns they have relating to certain areas of activity by KPMG International itself, its employees or the senior leadership of a KPMG member firm.

### 3.1.1 Leadership responsibilities for quality and risk management

KPMG Baltics, UAB demonstrates commitment to quality, ethics and integrity, and communicates their focus on quality to clients, stakeholders, and society. However, leadership plays a critical role in setting the right tone and leading by example.

Our leadership team is committed to building a culture based on quality, integrity and ethics, demonstrated through their actions - written and video communications, presentations to teams and one-to-one discussions.

In accordance with the principles in ISQC1, the National Senior Partner of KPMG Baltics, UAB, Rokas Kasperavičius, has assumed ultimate responsibility for KPMG Baltics, UAB system of quality control. He is responsible for firm-wide risk management, all professional practice matters, regulatory relationships, approval of all new service offerings and development of all methodologies and tools.

The National Senior partner also takes a role of Risk Management partner who has been delegated operational responsibility for the system of quality control and risk management in KPMG Baltics, UAB. The Risk Management Partner is responsible to the partners for Risk Management and also has a direct reporting line to KPMG Baltics & Belarus Cluster Risk Management partner and KPMG CEE Risk Management partner.

Each of the functions, Audit, Tax and Advisory has a partner who has been given operational responsibility for the performance of that function, reporting to the Senior Partner. These functional heads determine the operations of risk management, quality assurance and monitoring procedures for their specific functions within the framework set by the Senior Partner. These procedures all make it clear though that at engagement level risk management and quality control is ultimately the responsibility of all professionals.

KPMG Baltics, UAB Head of Audit is responsible for leading a sustainable high quality audit practice. This includes:

- setting the right 'tone at the top' by demonstrating an unwavering commitment to the highest standards of professional excellence, including scepticism, objectivity, and independence;
- developing and implementing strategies to monitor and maintain knowledge and skills required of partners and employees to fulfil their professional responsibilities; and
- monitoring and addressing audit quality and risk matters as they relate to the audit practice, including an annual evaluation of activities considered to be key to audit quality.

### Audit Leadership Team

The Audit Leadership Team meets on a weekly basis. These meetings during years 2015 and 2016 included regular discussions about current and emerging audit quality issues arising from external and internal quality review processes, queries being raised by engagement teams, root cause analysis procedures and other quality matters identified from a variety of sources. These were debated, other observations collected from client-facing teams were considered and actions agreed. Typically, most of these actions are short term, in which case they are developed and communicated through the regular technical briefings issued to the whole Audit function and also, if considered of sufficient magnitude, in the next mandatory training. For more complex issues, Baltics Department of Professional Practice (DPP) is addressed. If further escalation is needed (which might require amendments to KPMG's global audit methodology or audit tools), these will be raised with Global Audit for consideration and potential development by the Global Services Centre (GSC) and International Standards Group (ISG).

Our policies reflect individual quality control elements to help ensure that all partners and staff act with integrity and objectivity, perform their work with diligence, and comply with applicable laws, regulations, and professional standards.

## 3.2 Association with the right clients

### 3.2.1 Acceptance and continuance of clients and engagements

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

Accordingly, KPMG International has established policies and procedures which all member firms are required to implement in order to decide whether to accept or continue a client relationship, and whether to perform a specific engagement for that client.

### 3.2.2 Prospective client and engagement evaluation process

Before accepting a client, KPMG Baltics, UAB undertakes an evaluation of a prospective client. This involves an assessment of the prospective client's principals, its business, and other service-related matters. This also involves background checks on the prospective client, its key management and significant beneficial owners. A key focus is on the integrity of management at a prospective client and the evaluation considers breaches of law and regulation, anti-bribery and corruption and human rights among the factors to consider. A second partner, as well as the evaluating partner, approves each prospective client evaluation. Where the client is considered to be 'high risk' the senior partner is involved in approving the evaluation.

The prospective engagement partner evaluates each prospective engagement, in practice this may be completed at the same time as the client evaluation, particularly in respect of audit appointments. The evaluation identifies potential risks in relation to the engagement. A range of factors is considered as part of this evaluation including potential independence and conflict of interest issues (using Sentinel™ KPMG's conflicts and independence checking system) as well as a range of factors specific to the type of engagement, including for audit services, the competence of the client's financial management team and the skills and experience of personnel assigned to staff the engagement. The evaluation is made in consultation with other senior member firm personnel and includes review by quality and risk management leadership as required.

Where audit services are to be provided for the first time, the prospective engagement team is required to perform additional procedures, including a review of any non-audit services provided to the client and of other relevant relationships.

Similar independence evaluations are performed when an existing audit client becomes a public interest entity or additional independence restrictions apply following a change in the circumstances of the client.

We follow specific procedures (detailed further in section 3.3.2.6 Independence clearance process) to identify and evaluate threats to independence for

prospective audit clients that are public interest entities.

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

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

### 3.2.3 Continuance process

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

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

### 3.2.4 Withdrawal

Where we obtain information that indicates that we should withdraw from an engagement or from a client relationship, we consult internally and identify any required legal and regulatory steps. We also communicate as required with those charged with governance and any other appropriate authority.

### 3.2.5 Client portfolio management

Our leadership appoints engagement partners and audit directors that have the appropriate competence, capabilities time and authority to perform the role.

Each partner's client portfolio is regularly reviewed to ensure that they have sufficient time to manage the portfolio and to ensure that the risks are being appropriately managed.

### 3.3 Clear standards and robust audit tools

All our professionals are expected to adhere to KPMG International and KPMG Baltics, UAB policies and procedures (including independence policies) and are provided with a range of tools and guidance to support them in meeting these expectations.

The policies and procedures set for audit engagements incorporate the relevant requirements of accounting, auditing, ethical and quality control standards, and other relevant laws and regulations.

#### 3.3.1 Audit methodology and tools

Significant resources are dedicated to keeping our standards and tools complete and up to date. KPMG International's global audit methodology, developed by the Global Service Centre (GSC), is based on the requirements of International Standards on Auditing (ISAs). The methodology is set out in KPMG International's Audit Methodology (KAM) and includes additional requirements that go beyond the ISAs, which where KPMG International believes enhance the quality of our audits. KPMG member firms may add local requirements and/or guidance in KAM to comply with additional professional, legal or regulatory requirements.

Our audit methodology is supported by eAudIT, KPMG International's electronic audit tool, which provides KPMG Baltics, UAB auditors with the methodology, guidance, and industry knowledge needed to perform high-quality audits.

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

##### Engagement setup

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

##### Risk assessment

- Understand the entity.
- Identify and assess risks.
- Plan for involvement of our specialists and external experts, internal audit, service organizations and other auditors as required.
- Evaluate design and implementation of relevant controls.

- Conduct risk assessment and planning discussion.
- Determine audit strategy and planned audit approach.

##### Testing

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

##### Completion

- Update risk assessment.
- Perform completion procedures, including overall review of financial statements.
- Perform overall evaluation, including evaluation of significant findings and issues.
- Communicate with those charged with governance (e.g., the audit committee).
- Form the audit opinion.

KAM contains examples and guidance for, among other things, procedures intended to identify and assess the risk of material misstatement and procedures to respond to those assessed risks. The KPMG methodology encourages engagement teams to exercise professional scepticism in all aspects of planning and performing an audit.

Our methodology encourages use of specialists when appropriate, and also requires involvement of relevant specialists in the core audit engagement team when certain criteria are met or where the audit team considers it appropriate or necessary.

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

The policies and procedures set out in KAM are specific to audits and supplement the policies and procedures set out in the Global Quality and Risk Management Manual (GQ&RMM) that is applicable to all KPMG member firms, functions and personnel.

#### 3.3.2 Independence, integrity, ethics and objectivity

##### 3.3.2.1 Overview

KPMG International have detailed independence policies and procedures, incorporating the requirements of the IESBA Code of Ethics. These are set out in KPMG's Global Q&RM Manual. Automated tools facilitate compliance with these requirements.

These policies are supplemented by other processes to ensure compliance with the standards issued by the Lithuanian Chamber of Auditors and the Authority of Audit, Accounting, Property Valuation and Insolvency Management. These policies and processes cover areas such as firm independence (covering, for example, treasury and procurement functions), personal independence, firm financial relationships, post-employment relationships, partner rotation and approval of audit and non-audit services.

To help ensure ethical conduct, including integrity and independence, KPMG International requires that each member firm, and its personnel must be free from prohibited financial interests in, and prohibited relationships with, the audit clients, their management, directors, and significant owners.

KPMG Baltics, UAB has a designated Ethics and Independence Partner (EIP) who has primary responsibility for the direction and execution of ethics and independence policies and procedures. Member firms' EIPs are supported by the Global Independence Group. The Partner-in-Charge of the Global Independence Group is supported by a core team of specialists to help ensure that robust and consistent independence policies, procedures and tools are implemented.

Amendments to KPMG International's ethics and independence policies in the course of the year are communicated by e-mail alerts and included in regular quality and risk communications. Member firms are required to implement changes as specified in the email alerts, and this is checked through the internal monitoring programs described in 3.7.1 chapter.

KPMG Baltics, UAB personnel are required to consult with the EIP on certain matters as defined in the Global Quality & Risk Management Manual.

In the event of failure to comply with our independence policies, professionals are subject to an independence disciplinary policy. Matters arising are factored into promotion and compensation decisions and performance discussions.

The disciplinary policy is communicated to all professionals and applies to all breaches of independence rules, incorporating incremental sanctions reflecting the seriousness of any violations.

### 3.3.2.2 Personal financial independence

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



Each member firm and its professionals must be free from prohibited financial interests in, and prohibited relationships with, KPMG's audit clients, their management, directors, and significant owners.

Our professionals are responsible for making appropriate inquiries and taking other appropriate actions on an ongoing basis to ensure that they do not have any personal financial, business or family interests that are restricted for independence purposes.

In common with other member firms of KPMG International, we use a web-based independence compliance system (KICS) to assist our professionals in their compliance with personal independence investment policies. This system contains an inventory of publicly available investment products.

Partners and all client-facing managers or above are required to use the KICS system prior to entering into an investment to identify whether they are able to do so. They are also required to maintain a record of all of their investments in KICS, which automatically notifies them if their investments subsequently become restricted and they must dispose of that investment within 5 business days of the notification. We monitor compliance with this requirement through performing regular audits of a sample of partners and managers.

### 3.3.2.3 Employment relationships

Any professional providing services to an audit client irrespective of function is required to notify the Ethics and Independence Partner if he or she enters into employment negotiations with that audit client. For partners, this requirement extends to any audit client of any KPMG member firm that is a public interest entity.

Former members of the audit team or former partners of a member firm are prohibited from joining an audit client in certain roles unless they have disassociated from the member firm financially and have ceased participating in KPMG Baltics, UAB business or professional activities.

Key audit partners and members of the chain of command for an audit client that is a public interest entity are subject to time restrictions (referred to 'cooling-off' periods) that preclude them from joining that client in certain roles until a defined period of time has passed.

We communicate and monitor requirements in relation to employment of KPMG Baltics, UAB professionals by audit clients.

### 3.3.2.4 Firm financial independence

KPMG Baltics, UAB also uses KICS to record its investments in SEC entities and affiliates (including funds), and locally listed companies and funds, direct and material indirect investments held in pension, and employee benefit plans (including non-public entities and funds).

Additionally, we are required to record in the system all borrowing and capital financing relationships, and custodial, trust and brokerage accounts that hold member firm assets.

On an annual basis, KPMG Baltics, UAB confirms compliance with independence requirements as part of the Risk Compliance Program.

### 3.3.2.5 Business relationships/suppliers

KPMG Baltics, UAB has policies and procedures in place that are designed to ensure their business relationships are maintained in accordance with the IESBA Code of Ethics and other applicable independence requirements. Compliance with these policies and procedures is reviewed periodically.

### 3.3.2.6 Independence clearance process

KPMG Baltics, UAB follows specific procedures to identify and evaluate threats to independence related to prospective audit clients that are public interest entities; these procedures, also referred to as 'the independence clearance process,' must be completed prior to accepting an audit engagement for these entities.

### 3.3.2.7 Independence training and confirmations

We provide all relevant personnel (including all partners and client service professionals) with independence training that is appropriate to their grade and function on an annual basis. New personnel who are required to complete this training must do so by the earlier of (a) thirty days after joining KPMG Baltics, UAB, or (b) before providing any services to and SEC client or its affiliates.

We also provide all personnel with training on the Code of Conduct and ethical behavior, including KPMG's anti-bribery policies, compliance with laws, regulations, and professional standards, and reporting suspected or actual non-compliance with laws, regulations, professional standards, and KPMG's policies on a biennial basis. New personnel are required to complete this training within 3 months of joining the firm.

Upon acceptance of employment, all KPMG personnel are required to confirm that they are in compliance with, and will abide by applicable ethics and independence rules and policies. Thereafter, all KPMG personnel are required to sign an annual confirmation stating that they have remained in compliance with applicable ethics and independence policies throughout the year covered by the confirmation.

In addition, all KPMG personnel are required to confirm their understanding of, and compliance with, the applicable Code of Conduct upon joining their member firm and on an annual basis thereafter. This confirmation is used to evidence the individual's compliance with and understanding of our independence policies.

### 3.3.2.8 Non-audit services

We have policies, which are consistent with IESBA principles and applicable laws and regulations, which address the scope of services that can be provided to audit clients

We are required to establish and maintain a process to review and approve all new and modified services that are developed by the KPMG Baltics, UAB or adopted from another member firm. The EIP is involved in the review of potential independence issues, and the Global Independence Group is involved in the case of services developed for global adoption.

In addition to identifying potential conflicts of interest, KPMG International's proprietary system, Sentinel™, facilitates compliance with these policies. Certain information on all prospective engagements that includes service descriptions and fees must be entered into Sentinel™ as part of the engagement acceptance process. Using Sentinel™ lead audit engagement partners are required to: maintain group structures for their publicly traded and certain other audit clients as well as their affiliates, and identify and evaluate any independence threats that may arise from the provision of a proposed non-audit service and the safeguards available to address those threats. Sentinel™ enables lead audit engagement partners for entities for which group structures are maintained, to review and approve, or deny, any proposed service for those entities worldwide.

### 3.3.2.9 Fee dependency

KPMG International's policies recognize that self-interest or intimidation threats may arise when the total fees from an audit client represent a large proportion of the total fees of the operating firm expressing the audit

opinion. In particular, these policies require that in the event that the total fees from a public interest entity audit client and its related entities were to represent more than 10% of the total fees received by a particular member firm for two consecutive years:

- This would be disclosed to those charged with governance at the audit entity; and
- A Senior Partner from another KPMG member firm would be appointed as the Engagement Quality Control (EQC) reviewer.

No audit client accounted for more than 10% of the total fees received by KPMG Baltics, UAB over the last two years.

#### 3.3.2.10 Conflicts of interest

Conflicts of interest can arise in situations where KPMG personnel have a personal connection with the client which may interfere, or be perceived to interfere, with their ability to remain objective, or where they are personally in possession of confidential information relating to another party to a transaction. Consultation with the Risk Management Partner or the Ethics and Independence Partner is required in these situations.

All KPMG member firms and personnel are responsible for identifying and managing conflicts of interest, which are circumstances or situations that have, or may be perceived by a fully informed, reasonable observer, to have an impact on a member firm or its personnel in their ability to be objective or otherwise act without bias.

Sentinel™ is the tool all KPMG member firms use for potential conflict identification so that these can be addressed in accordance with legal and professional requirements.

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

Escalation and dispute resolution procedures are in place for situations in which agreement cannot be reached on how to manage a conflict. If a potential conflict issue cannot be appropriately mitigated, the engagement is declined or terminated.

### **3.3.2.11 Breaches of independence policy**

All KPMG personnel are required to report an independence breach as soon as they become aware of it. In the event of failure to comply with the firm's independence policies, whether identified in the compliance review, self-declared or otherwise, professionals are subject to an independence disciplinary policy.

KPMG Baltics, UAB has a documented disciplinary policy in relation to breaches of independence policies. The disciplinary policy is communicated to all professionals and applies to all breaches of independence rules, incorporating incremental sanctions reflecting the seriousness of any violations. Any breaches of auditor independence regulations are reported to those charged with governance at the audit client, on the basis agreed with them.

Matters arising are factored into promotion and compensation decisions and, in the case of engagement leaders and managers, are reflected in their individual quality and risk metrics.

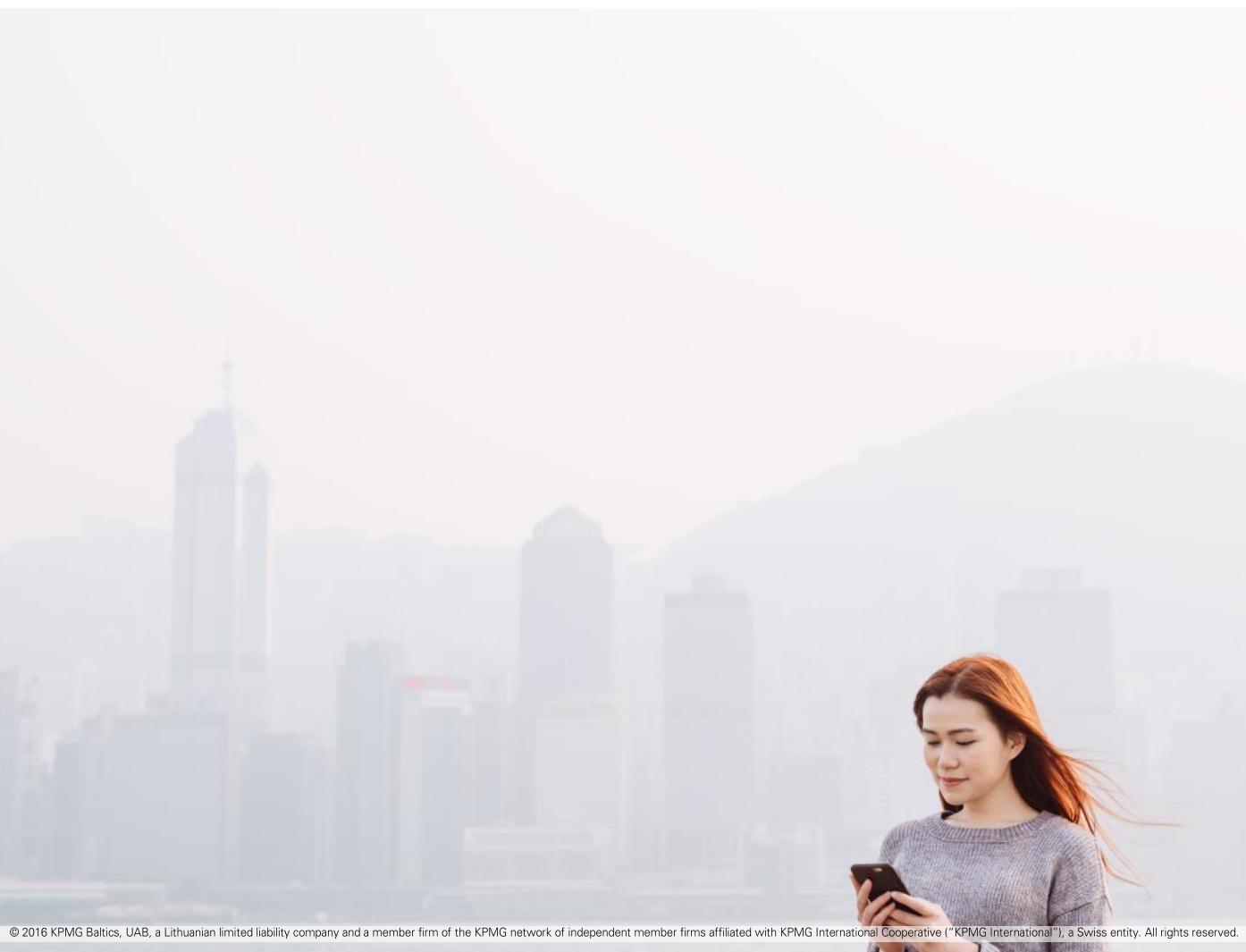
### **3.3.2.12 Compliance with laws, regulations, anti-bribery and corruption**

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

We prohibit involvement in any type of bribery — even if such conduct is legal or permitted under applicable law or local practice. We also do not tolerate bribery by third-parties, including by our clients, suppliers or public officials.

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

Further information on KPMG International anti-bribery and corruption can be found on the anti-bribery and corruption site.



### **3.3.2.13 Partner rotation**

KPMG International rotation policies are consistent with the IESBA Code of Ethics and require our firm to comply with any stricter applicable rotation requirements.

KPMG Baltics, UAB partners are subject to periodic rotation of their responsibilities for audit clients under applicable laws, regulations, independence rules and KPMG International policy. These requirements place limits on the number of consecutive years that partners in certain roles may provide statutory audit services to a client, followed by a "time-out" period during which time these partners may not participate in the audit, provide quality control for the audit, consult with the engagement team or the client regarding technical or industry-specific issues or in any way influence the outcome of the audit.

As to the Law on Audit of the Republic of Lithuania, an audit engagement leader shall not be a part of an audit team on all public interest entities for more than 5 years (maximum period of 7 years for all other entities) and take two years "time out" period.

We monitor the rotation of audit engagement leaders (and any other key roles, such as the Key Audit Partner and EQC Reviewer, where there is a rotation requirement) and develop transition plans to enable allocation of partners with the necessary competence and capability to deliver a consistent quality of service to clients. The partner rotation monitoring is subject to compliance testing.

## **3.4 Recruitment, development and assignment of appropriately qualified personnel**

One of the key drivers of quality is ensuring that KPMG professionals have the skills and experience to deliver on our vision. This requires recruitment, promotion and retention of professionals and a robust capacity and resource management processes. KPMG's global behaviors, which are linked to our Values, are designed to help articulate what is required for success – both individually and collectively. One of KPMG's global behaviors is 'Delivering Quality'.

### **3.4.1 Recruitment**

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

Our recruiting strategies are focused on drawing entry-level talent from a broad talent base, including relationships with established universities, colleges and business schools.

### **3.4.2 Personal development**

It is important that all our professionals have the necessary business and leadership skills to be able to perform quality work in addition to technical skills (see section 3.5.1).

In relation to audit, opportunities are provided for professionals to develop the skills, behaviors and personal qualities that form the foundations of a successful career in auditing. Courses are available to enhance personal effectiveness and develop technical, leadership and business skills.

KPMG Baltics, UAB professionals are further developed for high performance through coaching and mentoring on the job, stretch assignments, country rotational and global mobility opportunities.

### **3.4.3 Inclusion and Diversity programs**

We work hard to foster a diverse and inclusive culture. In doing so we are able to build teams with the broadest range of skills, experiences and perspectives — teams that then bring the most innovative ideas to clients. We believe that clients deserve the very best we can offer and this can only be achieved when we have a work environment that is inclusive, fair and ethical.

We understand that our leadership and management teams also need to reflect the diversity of our organization and that we have to create inclusive leadership programs for our people to ensure we continue to be the best choice for clients. Our well established Global Diversity Network drives the changes necessary to promote inclusive leadership across KPMG's global network.

### **3.4.4 Evaluation, compensation and promotion**

All professionals, including partners, undergo annual goal-setting and performance reviews. Each professional is evaluated on their agreed-upon goals, demonstration of our behaviors, technical capabilities and market knowledge. Partners and certain professionals are also evaluated on key quality and compliance metrics. These evaluations are conducted by performance managers and partners who are in a position to assess their performance and propose a performance rating. Performance ratings are awarded following a robust calibration process to effectively

address rating inconsistencies and ensure fairness in the rating process. This is achieved through our global performance development process, which is supported by a web-based application.

#### Compensation and promotion

We have compensation and promotion policies that are clear, simple, and linked to the performance evaluation process, which for partners includes the achievement of key audit quality and compliance metrics. This helps our partners and employees know what is expected of them and what they can expect to receive in return. Our policies do not allow audit partners to be compensated for the sale of non-audit services to their audit clients.

Going beyond performance reviews and compensation, the KPMG global behaviours are designed to extend across all our people processes, including recruitment methodologies, recognition approaches and development planning. The behaviors are a constant reference point, articulating to our people what is required for success individually and collectively. Quality incidents are monitored and quality metrics are maintained for the purposes of partner assignments and also for the purposes of partner evaluation, promotion and remuneration.

#### 3.4.5 Partner admissions

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

#### 3.4.6 Assignment of professionals

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

Audit engagement partners are required to be satisfied that their engagement teams have appropriate competencies, accreditation and capabilities, including time, to perform audit engagements in accordance with

KAM, professional standards and applicable legal and regulatory requirements. This may include involving specialists from our own firm or other KPMG member firms.

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

- an understanding of, and practical experience with, audit engagements of a similar nature and complexity through appropriate training and participation
- an understanding of professional standards and legal and regulatory standards requirements
- appropriate technical skills, including those related to relevant information technology and specialized areas of accounting or auditing
- knowledge of relevant industries in which the client operates
- ability to apply professional judgment,
- an understanding of KPMG's quality control policies and procedures; and
- QPR results and results of regulatory inspections.

#### 3.4.7 Employee engagement

We measure our people's attitudes and their overall level of engagement through the Global People Survey (GPS). This survey runs biennially (annually for Global Board countries) and provides an overall Employee Engagement Index (EEI) as well as insights about what drives engagement across different demographic groups and how we are faring on the above categories.

The results of GPS provide leadership with information about employee/partner perceptions about audit quality and tone at the top and employee engagement and motivation helping track progress against strategic priorities as well as providing warning indicators if there are areas of concern.

KPMG Baltics, UAB participates in the GPS, monitors results and takes appropriate actions to communicate and respond to the findings of the survey.

This includes monitoring GPS results against agreed targets relevant to:

- audit quality and tone at the top, referred to in the GPS as 'leadership behavior';
- employee engagement through the Employee Engagement Index (EEI); and
- employee performance through the Performance Excellence Index (PEI).

Global Board countries are required to set and submit target scores for Employee Engagement Index as part of the annual business planning process.

## 3.5 Commitment to technical excellence and quality service delivery

We provide all professionals with the technical training and support they need. This includes access to networks of specialists and professional practice departments (DPP), which are made up of senior professionals with extensive experience in audit, reporting and risk management, either to provide resources to the engagement team or for consultation.

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

### 3.5.1 Professional training

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

#### Formal training

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

#### Mentoring and on the job training

Learning is not confined to the classroom — rich learning experiences are available at the moment of need through coaching and just in time learning, available at the click of a mouse and aligned with job specific role profiles and learning paths. All classroom courses are reinforced with appropriate performance support to assist auditors on the job. Coaching guides are available on judgmental audit topics — these are used by audit teams and are embedded within audit learning solutions. We support a coaching culture throughout KPMG as part of enabling personnel to achieve their full potential.

### 3.5.2 Accreditation and licensing

All KPMG professionals are required to comply with applicable professional license rules and satisfy the Continuing Professional Development (CPD) requirements in the jurisdiction where they practice. Our policies and procedures are designed to ensure that those individuals that require a license to undertake their work are appropriately licensed.

We are responsible for ensuring that audit professionals working on engagements have appropriate audit, accounting and industry knowledge and experience in the local predominant financial reporting framework.

In addition, we have specific requirements for partners and managers working on IFRS engagements in countries where IFRS is not the predominant financial reporting framework. Similar policies apply for US Generally Accepted Accounting Principles, US Generally Accepted Auditing Standards, and the Standards of the Public Company Accounting Oversight Board (PCAOB) for SEC and Internal Control Over Financial Reporting (ICOFR) engagements performed outside the US.

These require that the partner, manager, and Engagement Quality Control reviewer (EQCR) have completed relevant training and that the engagement team, collectively, have sufficient experience to perform the engagement or has implemented appropriate safeguards to address any shortfalls.

### 3.5.3 Access to specialist networks

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

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

### 3.5.4 Consultation

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

To assist audit engagement professionals in addressing difficult or contentious matters, we have established protocols for consultation and documentation of significant accounting and auditing matters, including procedures to facilitate resolution of differences of opinion on engagement issues.



We provide appropriate consultation support to audit engagement professionals through professional practice resources that include a Department of Professional Practice (DPP) or equivalent.

Technical accounting and auditing support is available to all member firms through the Global Service Center (GCR) and the International Standards Group (ISG) as well as the US Capital Markets Group for SEC foreign registrants.

#### **Global Service Centre (GSC)**

The GSC maintains and updates KPMG's global audit platform and methodology, enabling audit professionals to perform high-quality audits that comply with the auditing standards.

#### **International Standards Group (ISG)**

The ISG works with Global IFRS and ISA topic teams with geographic representation from around the world to promote consistency of interpretation of IFRS between member firms, identify emerging issues, and develop global guidance on a timely basis.

Across KPMG Baltics, UAB, the role of DPP is crucial in terms of the support that it provides to the Audit Function. It provides technical guidance to client service professionals on specific engagement related matters develops and disseminates specific topic related guidance on emerging local technical and professional issues and disseminates international guidance on IFRS and ISAs.

Consultation with a team member at a higher level of responsibility than either of the differing parties usually resolves such differences. In other circumstances, the matter may be elevated through the chain of responsibility for resolution by technical specialists. In exceptional circumstances, a matter may be referred to the Head of Audit, Head of DPP, Head of Quality and Risk (or appropriate nationally qualified delegates) or ultimately the national senior partner (or appropriate nationally qualified delegates).

Further details about the GSC and ISG and its activities are available in the supplement to the KPMG International Transparency Report.

#### **3.5.5 Developing business understanding and industry knowledge**

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

For significant industries global audit sector leads are appointed to support the development of relevant industry information, which is made available to audit professionals within eAudit.

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

### 3.6 Performance of effective and efficient audits

How an audit is conducted is as important as the final result. KPMG Baltics, UAB people are expected to demonstrate certain key behaviors and follow certain policies and procedures in the performance of effective and efficient audits.

#### 3.6.1 KPMG Audit Process

Our audit workflow is enabled through eAuditT, KPMG International's activity based workflow and electronic audit file. eAuditT integrates our audit methodology, guidance and industry knowledge, and the tools needed to manage audits consistently. Our high-quality audit process includes:

- timely partner and manager involvement;
- timely access to the right knowledge – specialists, accredited individuals and relevant industry expertise;
- critical assessment of audit evidence;
- exercise of professional judgment and professional scepticism;
- ongoing mentoring, supervision, and review;
- appropriately supported and documented conclusions;
- robust challenge and review, including EQC review.

##### 3.6.1.1 Timely partner and manager involvement

To help identify and respond to the significant audit risks applicable to each audit, the engagement team requires an understanding of the client's business, its financial position and the environment in which it operates.

The engagement partner is responsible for the overall quality of the audit engagement and therefore for the direction, supervision and performance of the engagement.

Involvement and leadership from the engagement

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

Timely involvement of the engagement partner at other stages of the engagement allows the engagement partner to identify and appropriately address matters significant to the engagement, including critical areas of judgment, significant risks.

The engagement partner is responsible for the final audit opinion and reviews key audit documentation – in particular, documentation relating to significant matters arising during the audit and conclusions reached. The engagement manager assists the partner in meeting these responsibilities and in the day to day liaison with the client and team, building deep business understanding that helps the partner and team deliver valued insights.

##### 3.6.1.2 Critical assessment of audit evidence with emphasis on professional scepticism

We consider all audit evidence obtained during the course of the audit, including consideration of contradictory or inconsistent audit evidence. The nature and extent of the audit evidence we gather is responsive to the assessed risks. We critically assess audit evidence obtained from all sources. For the purpose of obtaining sufficient appropriate audit evidence each team member is required to exercise professional judgment and maintain professional scepticism through the audit engagement.

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

KPMG professional judgment process facilitates good judgement by introducing a structured approach to auditing areas that require significant judgment. It also reinforces the importance of independence and objectivity and emphasizes the importance of having the right mind-set - the need to apply professional scepticism.

Our professional judgment process recognizes the need to be aware of and alert to biases which may pose threats to good judgment. The structured approach to auditing areas that require significant judgement involves:

- considering alternatives;
- critically assessing audit evidence by challenging management's assumptions and following up contradictory or inconsistent information,
- documenting the rationale for conclusions reached on a timely basis as a means of evaluating their completeness and appropriateness.

The use of the professional judgment process and the application of professional scepticism is reinforced through coaching and training, acknowledging that judgment is a skill developed over time and with different experiences.

#### 3.6.1.3 Ongoing mentoring, supervision and review

We understand that skills build over time and through exposure to different experiences. To invest in the building of skills and capabilities of our professionals, without compromising on quality, KPMG Baltics, UAB promotes a continuous learning environment and supports a coaching culture.

Ongoing mentoring and supervision during an audit involves:

- engagement partner participation in planning discussions;
- tracking the progress of the audit engagement;
- considering the competence and capabilities of the individual members of the engagement team, including whether they have sufficient time to carry out their work, whether they understand their instructions, and whether the work is being carried out in accordance with the planned approach to the engagement;
- helping engagement team members address any significant matters that arise during the audit and modifying the planned approach appropriately; and
- identifying matters for consultation with more experienced team members during the engagement.

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

#### 3.6.1.4 Appropriately supported and documented conclusions

KPMG Baltics, UAB uses the KAM and KPMG International's electronic audit tool, eAuditIT, to provide guidance, mechanisms for and documentation of, the supervision and control of the audit engagement. Audit documentation records the audit procedures, evidence obtained and conclusions reached on significant matters on each audit engagement. KPMG policies require review of documentation by more experienced engagement team members.

KAM recognizes that documentation prepared on a timely basis helps to enhance the quality of the audit and facilitates the effective review and evaluation of the audit evidence obtained and conclusions reached before our report is finalized. Teams are required to assemble a complete and final set of audit documentation for retention within an appropriate time period, which is usually not more than 60 calendar days from the date of the auditors' report but may be more restrictive under certain applicable regulations.

The key principle that engagement team members are required to consider is whether an experienced auditor, having no previous connection with the engagement, will understand:

- the nature, timing, and extent of audit procedures performed to comply with the ISAs and KAM;
- applicable legal and regulatory requirements;
- the results of the procedures performed, and the audit evidence obtained;
- significant findings and issues arising during the audit, and actions taken to address them (including additional audit evidence obtained); and
- the basis for the conclusions reached, and significant professional judgments made in reaching those conclusions.

We have a formal document retention policy in accordance with the local regulation that governs the period we retain audit documentation and other client-specific records.

#### 3.6.1.5 Appropriate involvement of the Engagement Quality Control reviewer (EQC reviewer)

EQC reviewers are independent of the engagement team and have appropriate experience and knowledge to perform an objective review of the more critical decisions and judgments made by the engagement team and the appropriateness of the financial statements.

An EQC reviewer is required to be appointed for the audits, including any related review(s) of interim financial information, of all listed entities, non-listed entities with a high public profile, engagements that require an EQC review under applicable laws or regulations, and other engagements as designated by the risk management partner or country head of audit.

The EQC review takes place before the date of the auditor's report and includes, among other matters:

- review of selected audit documentation relating to significant judgments the engagement team made and the conclusions it reached;
- review of the financial statements and proposed auditor's report; and
- evaluation of the conclusions reached in formulating the auditors' report and consideration of whether the proposed report is appropriate.

Although the engagement partner is ultimately responsible for the resolution of financial reporting and auditing matters, the EQC reviewer must be satisfied that all significant questions raised have been resolved before an audit can be considered to be completed.

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

- issuing leading practices guidance focusing on reviewer competencies and capabilities and on ongoing

support provided to EQC reviewers;

- incorporating specific procedures in eAudIT to facilitate effective reviews; and
- implementing policies relating to recognition, nomination and development of EQC reviewers, as well as monitoring and assessing the nature, timing and extent of their involvement.

### 3.6.1.6 Reporting

Auditing standards and the regulations of Lithuanian Chamber of Auditors largely dictate the format and content of the auditors' report that includes an opinion on the fair presentation in all material respects of the client's financial statements in all material respects. Experienced engagement partners arrive at all audit opinions based on the audit performed.

In preparing audit reports, engagement partners have access to extensive reporting guidance and technical support to audit partners through consultations with DPPs, especially where there are significant matters to be reported to users of the audit report, either as a qualification to the audit report or through the inclusion of an emphasis of matter paragraph.

Effective for December 2016 year ends onward in compliance with the new IAASB requirements, we are enhancing auditor reporting for those auditors' reports prepared under the ISAs. The changes in auditors' reporting will give users more insight into the audit and improve transparency.

### **3.6.1.7      Insightful, open and honest two-way communication**

Two-way communications with those charged with governance, often identified as the audit committee, is key to audit quality and a key aspect of reporting and service delivery.

At KPMG Baltics, UAB we stress the importance of keeping those charged with governance informed of issues arising throughout the audit, the need to listen and understand their views.

We achieve this through a combination of reports and presentations, attendance at audit committee or board meetings, and, when appropriate, ongoing informal discussions with management and members of the audit committee.

Communications with audit committees include:

- an overview of the planned scope and timing of the audit, which includes communicating significant risks identified;
- significant findings from the audit which may include control deficiencies and audit misstatements; and
- an annual written communication that states the engagement team and KPMG has complied with relevant independence requirements, describes all relationships and other matters between KPMG and the audit client that, in our professional judgment, may reasonably be thought to bear on independence, and related safeguards we have applied to eliminate (or reduce to an acceptable level) identified threats to independence.

We ensure such communications meet the requirements of professional standards.

### **3.6.1.8      Focus on effectiveness of group audits**

Our audit methodology, KAM, covers the conduct of group audits in detail. We stress the importance of effective two-way communication between the group engagement team and the component auditors, which is a key to audit quality. The group audit engagement partner is required to evaluate the competence of component auditors, whether they are KPMG Member firms or not, as part of the engagement acceptance process.

Consistent methodology and tools are used across the KPMG network. Lead audit engagement partners are provided with information on component auditors within the KPMG network to help them evaluate their competence and capabilities. In addition, for PCAOB engagements, the results of relevant inspections related to the KPMG component member firms are

made available to the lead audit engagement partner.

Lead audit engagement partners may review component auditor engagement documentation in person or obtain electronic access.

### **3.6.2      Client confidentiality, information security and data privacy**

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

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

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

## **3.7      Commitment to continuous improvement**

We commit to continually improve the quality, consistency and efficiency of our audits. Integrated quality monitoring and compliance programs enable member firms to identify quality deficiencies, to perform root cause analysis and develop, implement and report remedial action plans both in respect of individual audit engagements and the member firm's system of quality control. KPMG International's integrated quality and monitoring programs include the Quality Performance Review (QPR) program, the Risk Compliance Program (RCP) and the Global Compliance Review (GCR) program.

The quality monitoring and compliance programs are globally administered and consistent in their approach across member firms, including the nature and extent of testing and reporting. KPMG Baltics, UAB compares the results of internal monitoring programs with the results of those of any external inspection programs and takes appropriate action.

### **3.7.1      Internal monitoring and compliance programs**

Our monitoring programs evaluate both:

- engagement performance in compliance with the applicable standards, applicable laws and regulation and KPMG International policies and procedures

- KPMG Baltics, UAB compliance with KPMG International policies and procedures and the relevance, adequacy and effective operation of key quality control policies and procedures.

The results and lessons from the integrated monitoring programs are communicated internally, and the overall results and lessons from the programs are considered and appropriate action is taken at local, regional and global levels. Our internal monitoring program also contributes to the assessment of whether our system of quality control has been appropriately designed, effectively implemented, and operates effectively.

Two KPMG International developed and administered inspection programs are conducted annually across the Audit, Tax, and Advisory functions: the Quality Performance Review Program (QPR) and the Risk Compliance Program (RCP).

Additionally all member firms are covered at least every three years by the cross-functional Global Compliance Reviews (GCR) program. Participation in QPR, RCP and GCR is a condition of ongoing membership of the KPMG network.

#### Audit Quality Performance Reviews (QPRs)

The QPR program assesses engagement level performance and identifies opportunities to improve engagement quality.

#### Risk-based approach

Each engagement leader is reviewed at least once in a 3-year cycle. A risk-based approach is used to select engagements.

KPMG in Lithuania conducts the annual QPR program in accordance with global QPR instructions. The reviews are performed at a member firm level and are monitored regionally and globally. Member firm Audit QPR reviews are overseen by a senior experienced lead reviewer independent from the member firm.

#### Reviewer selection, preparation and process

There are robust criteria for selection of reviewers. Review teams include senior experienced lead reviewers that are independent of the member firm under review.

Training is provided to review teams and others overseeing the process, with a focus on topics of concern identified by audit oversight regulators and the need to be as rigorous as external reviewers.

#### Evaluations from Audit QPR

Consistent criteria are used to determine engagement ratings and member firm Audit practice evaluations.

Audit engagements selected for review are rated as 'Satisfactory', 'Performance Improvement Needed' or 'Unsatisfactory'.

#### Reporting

Findings from the QPR program are disseminated to member firm professionals through written communications, internal training tools, and periodic partner, manager and staff meetings.

These areas are also emphasized in subsequent inspection programs to gauge the extent of continuous improvement.

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

Partners and audit directors in KPMG Baltics, UAB were subject to Quality Performance review in 2016.

#### Risk Compliance Program (RCP)

KPMG International develops and maintains quality control policies and processes that apply to all member firms. These policies and processes, and their related procedures, include the requirements of ISQC 1. During the annual RCP, we perform a robust assessment program consisting of documentation of quality controls and procedures, related compliance testing and reporting of exceptions, action plans and conclusions.

The objectives of the RCP are to:

- monitor, document and assess the extent of compliance of KPMG member firm's system of quality control with Global Quality & Risk Management policies and key legal and regulatory requirements relating to the delivery of professional services
- provide the basis for KPMG member firm to evaluate that the firm and its personnel comply with relevant professional standards and applicable legal and regulatory requirements.

Where deficiencies are identified, we are required to develop appropriate action plans.

## Global Compliance Review (GCR) Program

Each member firm is subject to a GCR conducted by the global GCR team, independent of the member firm, at least once in a 3 year cycle.

The GCR provides independent oversight of our assessment of our system of quality control, including:

- our commitment to quality and risk management (tone at the top) and the extent to which the overall structure, governance and financing support and reinforce this commitment
- the completeness and robustness of our RCP.

The GCR team performing the reviews is independent of KPMG in Lithuania, objective and knowledgeable of Global Quality and Risk Management policies.

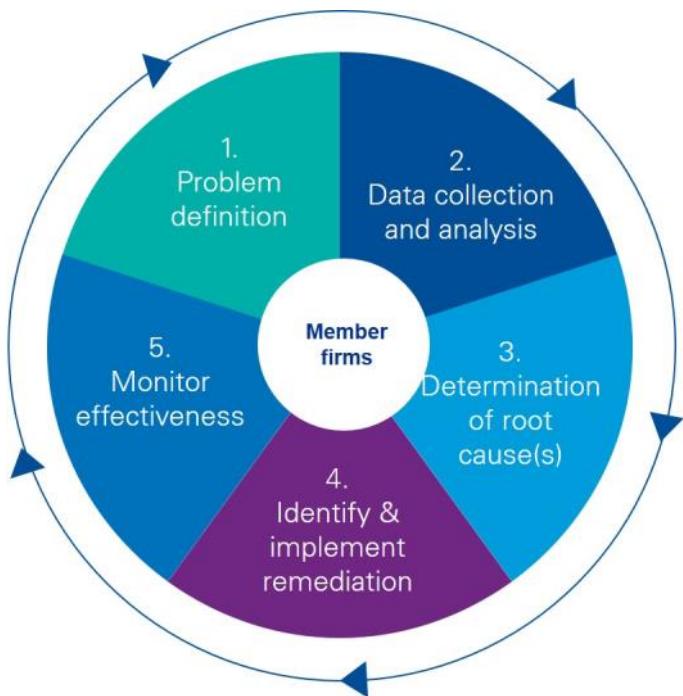
We develop action plans to respond to all GCR findings and agree these with the GCR team. Our progress on action plans is monitored by a global GCR central team. Results are reported to the Global Quality & Risk Management Steering Group (GQRMSG), and where necessary to appropriate KPMG International and regional leadership, to ensure timely remedial actions.

KPMG Baltics, UAB as a part of KPMG in the Baltics and Belarus was subject to a Global Compliance Review Program in 2016.

## Root cause Analysis (RCA)

KPMG Baltics, UAB performs root cause analysis to identify and address audit quality issues in order to prevent them from recurring and help identify good practices as part of continuous improvement.

The Global RCA 5 Step Principles are as follows:



It is the responsibility of member firms to perform RCA and thereby identify and subsequently develop appropriate remediation plans for the audit quality issues identified.

KPMG Baltics, UAB Head of Audit is responsible for the development and implementation of action plans as a result of RCA including identification of solution owners.

### 3.7.2 Recommendations for improvements

At a global level, through the GAQIC and the GQRMSG, KPMG International reviews the results of the quality monitoring programs, analyzes member firm root causes and action plans and develops additional global actions as required.

The GAQIC considers network-wide issues arising from internal quality control reviews and external inspections, monitors progress being made in addressing audit quality issues and makes recommendations to the GASG on audit quality issues.

Global remediation plans to date include holistic actions aimed at culture and behavior and at driving consistent engagement team performance. The global actions also include training, tools and guidance to drive consistency, ensure we have the fundamentals right and that best practice is shared across the network.

### 3.7.3 External feedback and dialogue

#### 3.7.3.1 Regulators

In Lithuania the Lithuanian Chamber of Auditors has been carrying out independent inspections for a number of years. The most recent quality assurance review conducted by the Lithuanian Chamber of Auditors was in October 2015, the scope of which included a review of KPMG Baltics, UAB, being a registered audit firm, and a review of the individual Lithuanian certified auditors employed by the company.

#### 3.7.3.2 Client feedback

In addition to internal and external monitoring of quality, we operate a formal program each year where we actively solicit feedback from management and those charged with governance on the quality of specific services that we have provided to them.

The feedback that they receive from this program is formally considered centrally and by the individual client service teams to ensure that we continually learn and improve the levels of client service that we deliver. Any urgent actions arising from client feedback are followed up by the engagement partner to ensure that concerns on quality are dealt with on a timely basis.

### **3.7.3.3 Monitoring of complaints**

We have procedures in place for handling complaints received from clients relating to the quality of our work. These procedures include the identification on many engagements of a more senior partner who is responsible for the specific client relationships and is the individual who is responsible to address any complaints raised. In most other cases, the Senior Partner of KPMG in the Baltics and Belarus is responsible for handling complaints and concerns.

### **3.7.3.4 Interaction with regulators**

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



# 4

# Financial information

Revenue for the year ended 30 September 2016 is as follows and is unaudited at the date of this report:

Revenue	30 Sep 2016
	EUR thousand
Audit	3.239
Other assurance services	257
Tax and other advisory services	2.365
<b>Total revenue</b>	<b>5.861</b>

# 5

# Partner remuneration

Partners are remunerated out of the distributable profits of the firm and are personally responsible for funding pensions and other benefits. The Senior Partner monitors the allocation of profits between partners to ensure that a consistent approach is adopted and that remuneration is determined by objectives set for each partner on a number of matters relevant to their role in the group. These include quality of work, performance in client service, growth in

revenue and profitability, leadership and living the values of the firm. Audit partner remuneration setting takes no account of the level of non-audit services provided to the partner's audit clients. The Senior Partner reports to the Chairman of the KPMG CEE region in respect of all remuneration allocations to partners in KPMG in the Baltics and Belarus.



# 6

# Network arrangements

## 6.1 Legal Structure

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

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

One of the main purposes of KPMG International is to facilitate the provision by the member firms of high quality Audit, Tax, and Advisory services to their clients. For example, KPMG International establishes, and facilitates the implementation and maintenance of, uniform policies, standards of work and conduct by member firms and protects and enhances the use of the KPMG name and brand.

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

## 6.2 Responsibilities and obligations of member firms

Under agreements with KPMG International, member firms are required to comply with KPMG International's policies and regulations including quality standards governing how they operate and how they provide services to clients to compete effectively. This includes having a firm structure that ensures continuity and

stability and being able to adopt global strategies, share resources (incoming and outgoing), service multinational clients, manage risk, and deploy global methodologies and tools.

Each member firm takes responsibility for its management and the quality of its work. Member firms commit to a common set of KPMG values.

KPMG International's activities are funded by amounts paid by member firms. The basis for calculating such amounts is approved by the Global Board and consistently applied to the member firms. A firm's status as a KPMG member firm and its participation in the KPMG network may be terminated if, among other things, it has not complied with the policies and regulations set by KPMG International or any of its other obligations owed to KPMG International.

## 6.3 Professional Indemnity Insurance

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

## 6.4 Governance structure

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

### Global Council

The Global Council focuses on high-level governance tasks and provides a forum for open discussion and communication among member firms. It performs functions equivalent to a shareholders' meeting (albeit KPMG International has no share capital and, therefore, only has members, not shareholders).

Among other things, the Global Council elects the Global Chairman and also approves the appointment of Global Board members. It includes representation from 58 member firms that are “members” of KPMG International as a matter of Swiss law. Sub-licensees are generally indirectly represented by a member.

### Global Board

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

The Global Board includes the Global Chairman, the Global Deputy Chairman, the Chairman of each of the three regions (the Americas; Asia Pacific (ASPAC); and Europe, the Middle East, and Africa (EMA)) and a number of senior partners of member firms.

It is led by the Global Chairman who is supported by the Executive Committee, consisting of the Global Chairman, the Global Deputy Chairman, the Chairman of each of the regions and currently four other senior partners of member firms. The list of Global Board members, as at 1 October 2016 is available in the International Annual Review.

One of the other Global Board members is elected as the lead director by those Global Board members who are not also members of the Executive Committee of the Global Board (“non-executive” members). A key role of the lead director is to act as liaison between the Global Chairman and the “non-executive” Global Board members.

### Global Management Team

The Global Board has delegated certain responsibilities to the Global Management Team. These responsibilities include developing global strategy by working together with the Executive Committee. The Global Management Team also supports the member firms in their execution of the global strategy and is responsible for holding them accountable for commitments.

It is led by the Global Deputy Chairman, and includes the Global Chairman, the Global Chief Operations Officer, global function and infrastructure heads and the General Counsel.

The list of Global Management Team members, as at 1 October 2016, is available in the International Annual Review.

### Global Steering Groups

The Global Steering Groups work closely with regional and member firm leadership to:

- establish and communicate appropriate audit and quality/risk management policies;
- enable effective and efficient risk processes to promote audit quality;
- proactively identify and mitigate critical risks to the network.

The Global Steering Groups act under the oversight of the Global Management Team. The roles of the Global Audit Steering Group and the Global Quality & Risk Management Steering Group are detailed in the KPMG International Transparency Report.

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

Further details about KPMG International including the governance arrangements, can be found in KPMG International Transparency Report, which is available at [kpmg.com](http://kpmg.com).

## 6.5 Area Quality & Risk Management Leaders

The Global Head of Quality, Risk and Regulatory appoints Area Quality & Risk Management Leaders who:

- assess the effectiveness of a member firm’s quality and risk management efforts to identify and mitigate significant risks to the member firm and network, and actively monitor alignment with global quality and risk management strategies and priorities;
- share leading best practices in quality and risk management;
- report to Global Head of Quality, Risk and Regulatory.

# Statement by the Board of KPMG Baltics, UAB on the effectiveness of quality controls and independence

The measures and procedures that serve as the basis for the system of quality control for KPMG Baltics, UAB outlined in this report aim to provide a reasonable degree of assurance that the statutory audits carried out by our firm complies with the applicable laws and regulations. Because of its inherent limitations, the system of quality controls is not intended to provide absolute assurance that non-compliance with relevant laws and regulations would be prevented or detected.

The Board of KPMG Baltics, UAB has considered:

- the design and operation of the quality control systems as described in this report;
- the findings from the various compliance programs operated by our firm (including the KPMG International Review Programs as described in section 3.7.1 and our local compliance monitoring programs); and
- findings from regulatory inspections and subsequent follow up and/or remedial actions.

Taking all of this evidence together, the Board of KPMG Baltics, UAB confirms with a reasonable level of assurance that the systems of quality control within our firm have operated effectively in the year to 30 September 2016.

Further, the Board of KPMG Baltics, UAB confirms that an internal review of independence compliance within our firm has been conducted in the year to 30 September 2016.

Vilnius, 31 December 2016

## Members of the Board:

**Stephen Spill**, Chairman

**Rokas Kasperavičius**

**Domantas Dabulis**

# Appendices



# Details of those charged with governance at KPMG Baltics, UAB



## Stephen Spill

Chairman of the Board

Stephen Spill was appointed to the position of the Chairman of the Board of our firm starting 2 October 2015. He is also the Chief Operating Officer of KPMG CEE. He has been a partner within KPMG for fifteen years.



## Rokas Kasperavičius

National Senior Partner

Rokas Kasperavičius is a Partner of our firm and National Senior Partner starting from 2 October 2015. He has been a partner within KPMG for nine years and has served on our board for eight years.



## Domantas Dabulis

Partner

Domantas Dabulis is a Partner of our firm. He has been a partner within KPMG for nine years and has served on our board for eight years.

# A2

# Public Interest Entities

The list of public interest entity audit clients for which KPMG Baltics, UAB has signed an audit opinion in the year ended 30 September 2016 is given below. The definition of public interest for this purpose is that given under the provisions of the Law on Audit of the Republic of Lithuania.

All audit opinions for below specified public interest entities were issued in respect to the financial statements for the year ended 31 December 2015.

## Entities listed on Vilnius Stock Exchange

Agrowill Group AB  
Grigeo Grigiškės AB  
Panevėžio statybos trestas AB  
Pieno žvaigždės AB  
Snaigė, AB  
Vilniaus degtinė, AB  
Vilkyškių pieninė AB  
Vilniaus baldai AB

## Financial sector

Ad ventum UAB  
Citadele bankas AB  
Compensa Vienna Insurance Group UADB  
ERGO Life Insurance SE  
Gjensidige ADB  
Investicijų valdymas "Prosperus" UAB  
Lietuvos draudimas AB  
Medicinos bankas UAB  
Prudentis UAB  
PZU Lietuva gyvybės draudimas UAB  
Žabolis ir partneriai kapitalo valdymas UAB

## Name of the fund

**Investment funds**  
Ad ventum Private Equity Fund I  
Prudentis Global Value Fund  
Prudentis Fund  
Prudentis Quantitative Value Fund  
Prudentis United Fund  
Prosperus Real Estate Fund I  
Vilniaus investuotojų klubas

## Name of the fund managing company

Ad ventum UAB  
Prudentis UAB  
Prudentis UAB  
Prudentis UAB  
Prudentis UAB  
Investicijų valdymas "Prosperus" UAB  
Žabolis ir partneriai kapitalo valdymas UAB

# A3 KPMG values

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

## **We lead by example**

At all levels, we act in a way that exemplifies what we expect of each other and our clients.

## **We work together**

We bring out the best in each other and create strong and successful working relationships.

## **We respect the individual**

We respect people for who they are and for their knowledge, skills, and experience as individuals and team members.

## **We seek the facts and provide insight**

By challenging assumptions and pursuing facts, we strengthen our reputation as trusted and objective business advisers.

## **We are open and honest in our communication**

We share information, insight, and advice frequently and constructively and managing tough situations with courage and candour.

## **We are committed to our communities**

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

## **Above all, we act with integrity**

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

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

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