

Transparency report 2013

Ernst & Young LLP (US)



Building a better
working world

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More information about EY can be found at www.EY.com

Managing partner's letter



Welcome to the 2013 Transparency Report for Ernst & Young LLP (EY US). The past year has been a significant one for the EY organization globally and in the United States. In January, EY launched Vision 2020, which sets out EY's purpose, ambition, strategy and positioning.

As we worked to create Vision 2020, we spent time looking keenly at the world around us - speaking with people inside and outside of EY: leading thinkers, clients and our people. In the process, we realized that our purpose is clear - to build a better working world. It is present in:

- Our services that build trust and confidence in the capital markets - helping investors make informed decisions and helping businesses to grow sustainably.
- Our belief that every audit, every tax return, every advisory opportunity, every interaction should make the working world better than it was before.
- Our relationships with our people, our clients, with governments and not-for-profit organizations - through what we say and do and the conversations we convene about the challenges facing economies and the capital markets.

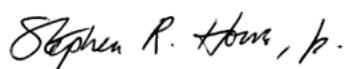
At the heart of building a better working world is the public interest role of EY US as an auditor of public companies. Auditors play a vital role in the efficient functioning of our capital markets through promoting transparency and supporting investor confidence. Our clients, regulators and other stakeholders count on us to deliver quality and excellence, and executing audits in a high-quality manner remains central to our role in serving the public interest.

As part of Vision 2020, we are investing in tools to improve the audit, creating the highest-performing teams, and focusing on building trust and confidence in the audits we perform in the United States and around the world. My colleagues and I in the United States are excited about playing our part to make Vision 2020 a reality. We look forward to working with you and sharing our progress. Regular dialogue with our stakeholders is a priority for us and what we hear helps inform our views and actions.

In this spirit, we continue to embrace the transparency objectives of the European Union's 8th Company Law Directive which requires United States statutory auditors of public interest entities to publish annual transparency reports. This EY US Transparency Report 2013 complies with the Directive and covers the 2013 fiscal year ended 30 June.

In this report, you can read more about our internal quality-control system - how we instill professional values; how we perform an audit; our review and consultation process and our process for audit quality reviews. For the first time in this report, you can also read more about EY's approach to stakeholder engagement globally and in the United States. Thank you to all of you who have taken the time to share your views with us in 2013. I encourage investors, audit committee members, companies, regulators and all our stakeholders to continue to engage with us, and would welcome your views on the matters covered in this report.

Sincerely,

A handwritten signature in black ink that reads "Stephen R. Howe, Jr." in a cursive script.

Stephen R. Howe, Jr.
Managing Partner
Ernst & Young LLP

Message from the Assurance leader



At Ernst & Young LLP (EY US), our commitment to audit quality is unwavering, as is our commitment to openly addressing the expectations of an increasingly diverse and sophisticated set of stakeholders. As EY US's Vice Chair of Assurance Services, I am pleased to provide perspective on the current state of our practice and want to thank you for your interest in our work.

During the past year, we focused on continuous improvement; considering inspection findings and observations -- evaluating them, learning from them and taking responsive action. The responsibility for those actions permeates throughout the firm to our partners and our professional staff in all of our service lines involved in performing and supporting audits. We are focused on making improvements in several areas. Among those are resources and workload, training, audit tools, a top down emphasis on audit quality and accountability for audit quality at all levels in the organization.

We continue to make additional investments in support of audit quality. Those investments include expanded resources devoted to our quality organization, an increase in our ongoing monitoring efforts to evaluate the implementation of guidance, and the launch of a major global project to enhance our audit tools and processes.

The items described in this report include enhancements designed to respond to changing circumstances, findings from our internal reviews and observations from inspections conducted by our regulator. Taken as a whole, our efforts will further strengthen our ability to perform quality audits.

Our overriding objective is to make certain that all aspects of our auditing and quality control processes are of high quality. We value the oversight of our regulator because, along with our extensive internal monitoring activities, it helps us identify areas where we can continue to improve our performance.

We appreciate your on-going interest in EY's commitment to quality for the benefit of all of our stakeholders. We hope this report provides perspective on our day-to-day approach and our commitment to serving the public interest.

Sincerely,

A handwritten signature in black ink that reads "G. Thomas Hough".

G. Thomas Hough
Vice Chair of Assurance Services



About us

Legal structure, ownership and governance

In the United States of America, Ernst & Young LLP (EY US) is a Delaware (US) limited liability partnership and is a member firm of Ernst & Young Global Limited, a UK company limited by guarantee. In this report we refer to ourselves as EY US, “we” or “us” or “our”. EY refers collectively to the global organization of member firms of Ernst & Young Global Limited (EYG).

EY member firms are grouped into four geographic Areas: Americas, Asia-Pacific, EMEA (Europe, Middle East, India and Africa) and Japan. The Areas comprise a number of Regions, which consist of member firms or sections of those firms.

EY US is part of the Americas Area, which comprises member firms in 30 countries, organized into 11 Regions. It is a member of Ernst & Young Americas LLC (EY Americas), the coordinating entity of the Americas Area. The EY Americas Area is divided into seven Regions within the United States and four outside of the United States.

Partners and principals of the EYG member firms in the Americas are members of EY Americas, in addition to being members in their member firms. EY Americas is the entity charged with overseeing the further development and coordination of the firms comprising the Americas Area; however, EY Americas has no financial operations and does not provide services to clients.

The principal governing bodies of EY Americas are:

Americas Executive

The Americas Executive is the board of EY Americas. It has authority for overseeing the execution of the global EY strategy in the Americas Area under four global dimensions: people, quality, growth and operational excellence. It comprises the Non-executive Chair; the Americas Area Managing Partner; the Americas Senior Vice Chair – Chief Operating Officer; the Americas Senior Vice Chair – Markets; the Americas Vice Chairs for People, Quality & Risk Management, and Accounts, Industry, and Business Development; the Americas service line Vice Chairs for Assurance, Advisory, Transaction Advisory Services and Tax; and the 11 Managing Partners of the Regions in the Americas.

Americas Advisory Council

EY Americas has an elected Americas Advisory Council, which consists of a number of partners or principals (referred to as partners) of the EYG member firms in the Americas Area. It serves in an advisory role to the Americas Executive on policies, strategies and other matters and its approval is required for a number of significant matters, e.g., appointment of the Americas Area Managing Partner.

Partner Forums

To provide a broader voice to more partners on matters of importance to them, Partner Forums have been established in the Americas. There is one Forum for each of the Americas’ 11 Regions and one Forum for each of the four EY service lines (Assurance, Tax, Advisory and Transaction Advisory Services). The forums act in an advisory role, providing input to the Regional Managing Partner or service line Vice Chair on important matters affecting the practices in the Regions and service lines.

Americas Ethics Oversight Board

With membership drawn from EY Americas Leadership, the service lines, and the member firms that make up the Americas Area, the Americas Ethics Oversight Board (AEOB) strives to create an environment that encourages all personnel to act responsibly, including reporting misconduct without fear of retaliation. The AEOB is also responsible for evaluating certain breaches of the EY Global Code of Conduct and recommending appropriate consequences and sanctions for misconduct, ranging from training and counseling to separation from the member firm.

Governance

Reflecting the EY network's approach to Global and Area integration, where permitted, member firm boards have limited duties and reduced membership. The EY United States Board, which is responsible for the management of EY United States, comprises the United States Managing Partner, the Senior Vice Chair - Chief Operating Officer, Senior Vice Chair - Markets, the Vice Chair - People, and the Vice Chair - Chief Financial Officer. Among other basic matters, the EY United States Board is responsible for certain partner matters and has delegated its oversight of such matters (for example, partner admissions, separations, disciplinary matters, and earnings allocations) to the US Partner/ Principal Matters Committee, which comprises the EY United States Board members, the United States Vice Chairs for its four service lines, and the Managing Partners for the seven Regions in the US.

Network arrangements



EY is a global leader in assurance, tax, transaction and advisory services. Worldwide, 175,000 people in member firms in more than 150 countries share a commitment to building a better working world and are united by shared values and an unwavering commitment to quality, integrity and professional skepticism. In today's global market, EY's integrated approach is particularly important in the delivery of high-quality multinational audits, which can span multiple jurisdictions.

EY's central entity, EYG, coordinates the member firms and promotes cooperation among them. EYG does not provide services, and its objectives include the promotion by member firms of high-quality service, worldwide. Each member firm is a legally distinct entity. The member firms' obligations and responsibilities are governed by the regulations of EYG and various other agreements.

The Chair of the Global Accounts Committee, representing EY member firms' largest clients, and the Chair of the Emerging Markets Committee, representing EY member firms' emerging market practices, will also join the GE.

This streamlined structure will allow EY to further enhance its global scale and the delivery of consistent exceptional client service worldwide, with the Executive responsible for one global approach to strategy, quality, risk management, business planning, investments and priorities. At the same time, the new model will allow for greater stakeholder focus in the Regions, permitting EY US to build stronger relationships with clients and other stakeholders locally and be more responsive to local needs.

Beginning in July 2013, EY streamlined its organizational model into an Executive and Regions. The Executive includes the Global Executive (GE) of EYG, its committees and teams, as well as Area Leaders. Additional roles will be added to the global organization: the Global Managing Partner of Client Service and the Global Managing Partner of Business Enablement will be responsible for overseeing the execution of EY's global strategy in the market and strengthening EY's global functions, respectively. These two roles will combine the responsibilities of the current EYG Chief Operating Officer when his term expires in December 2014.

The structure and principal global bodies of EYG during the year ended 30 June 2013 are described below. EY, as a global organization, has one shared strategy.

Global Advisory Council

The Global Advisory Council is EY's main advisory body. It comprises a number of member firm partner-level professionals (referred to as partners) drawn from across the four Areas and includes independent non-executive representatives (INEs). The partners, who otherwise do not hold senior

management roles, are elected by their peers for a three-year term, with provisions for one successive re-appointment. The INEs are nominated by a dedicated committee. The Global Advisory Council advises EYG on policies, strategies and the public interest aspects of their decision-making. The approval of the Global Advisory Council is required for a number of significant matters that could affect EY.

Independent non-executive representatives

Independent non-executive representatives (INEs) are appointed from outside of EY and bring the global organization, and the Global Advisory Council, the significant benefit of their outside perspectives and views. More information on EY's INEs can be found in the next section.

Global Executive

The Global Executive brings together EY's leadership functions, services and geographies. It is chaired by the Chairman and Chief Executive Officer of EYG, and includes its Chief Operating Officer; the Area Managing Partners; the global functional leaders – the Global Managing Partners of People, Markets, Risk Management and Operations and Finance; and the global service line Vice Chairs – Assurance, Advisory, Tax and Transaction Advisory Services, as well as the Global Vice Chair for Public Policy. The Global Executive also includes a representative from the emerging markets practices.

The Global Executive and the Global Advisory Council approve nominations for the Chairman, Chief Executive Officer and the Chief Operating Officer of EYG and ratify appointments of Global Managing Partners. The Global Executive also approves appointments of Global Vice Chairs. The Global Advisory Council ratifies the appointments of any Global Vice Chair who serves as a member of the Global Executive. Furthermore, the Global Executive approves appointments of Area Managing Partners. Such appointments are subject to ratification by the Global Advisory Council.

The Global Executive's terms of reference include the promotion of global objectives and the development, approval and, where relevant, implementation of:

- Global strategies and plans
- Common standards, methodologies and policies to be promoted within member firms
- People initiatives, including criteria and processes for admission, evaluation, development, reward and retirement of partners
- Quality improvement and protection programs

- Proposals regarding regulatory matters and public policy
- Policies and guidance relating to member firms' service of international clients, business development, markets and branding
- EY's business plans, development funds and investment priorities
- EYG's annual financial reports and budgets
- Global Advisory Council recommendations
- Any other proposal that supports the global objectives

It also has the power to mediate and adjudicate disputes between member firms.

Global Executive Committees

Chaired by members of the Global Executive and bringing together representatives from the four Areas, the Global Executive Committees are responsible for making recommendations to the Global Executive. There are committees for People, Risk Management, Markets, Operations and Finance, Assurance, Advisory, Tax, and Transaction Advisory Services.

Global Practice Group

This group brings together the members of the Global Executive, Global Executive Committees and Regional leaders. The Global Practice Group seeks to ensure common understanding across member firms of EY's strategic objectives and consistency of execution across the organization.

EYG member firms

Under the regulations of EYG, member firms commit themselves to pursue EY's objectives, such as the provision of high-quality service, worldwide. To that end, the member firms undertake to implement the global strategies and plans and to maintain the minimum scope of service capability. They are required to comply with common standards, methodologies and policies, including those regarding audit methodology, quality and risk management, independence, knowledge sharing, human resources and technology.

Above all, EYG member firms commit themselves to conducting their professional practices in accordance with the applicable professional and ethical standards, and all applicable requirements of law. This commitment to integrity and doing the right thing is underpinned by EY's Global Code of Conduct and EY's Values.

Besides adopting the regulations of EYG, member firms enter into several other agreements covering aspects of their membership in the EY organization

such as the right and obligation to use the EY name and the sharing of knowledge.

Member firms are subject to reviews that evaluate their adherence to EYG requirements and policies governing issues such as independence, quality and risk management, audit methodology and human

resources. As necessary, special focus reviews are performed to address situations or concerns as they arise. Member firms unable to meet the quality commitments and other EYG membership requirements are subject to separation from the EY organization.

Independent non-executive representatives

EY has invited world-class leaders in related fields to serve as independent non-executive representatives (INEs) on the Global Advisory Council. They provide an independent voice to the highest levels of management, offer insight into the interests of EY's key stakeholders and further objectivity to its governance structures. EY follows the UK Audit Firm Governance Code model for INEs by selecting individuals who command respect and collectively enhance stakeholder confidence by virtue of their independence, stature, experience and expertise.

Appointment

The INEs are nominated by the INE Nominating Committee comprising the Chairman/CEO of EYG, the presiding partner of the Global Advisory Council and other persons as the Chairman/CEO and the presiding partner in their discretion deem appropriate. The nominations require approval by the GE and ratification by the Global Advisory Council.

Support

INEs are entitled to receive information about global affairs. To support their effectiveness, they receive administrative support, and the cost of any independent professional advice that may be required is met.

Term

The term of an INE is three years, with provision for one successive re-appointment at the request of the INE Nominating Committee and the GE.

Disagreements

Any disagreement with an INE would be resolved by mediation by the Chairman/CEO of EYG through a defined process of notification and consultation. In the event of an unresolved disagreement, the INE has the right to resign from the position.

Independence

EY has considered the auditor independence standards as they apply to INEs in their role as

members of the Global Advisory Council, and are satisfied these standards have been met.

EY's INEs

Lim Hwee Hua - Lim Hwee Hua is a former Minister of State of Singapore for Finance and Transport. In addition to being the first woman to be appointed Minister in the history of Singapore, she is the former *Straits Times* "World woman of the year". Before entering politics, Lim Hwee Hua worked for Jardine Fleming and subsequently became a Managing Director of Temasek Holdings.

Shyamala Gopinath - Shyamala Gopinath is the former deputy governor of the Reserve Bank of India (RBI), a post she held from September 2004 to June 2011. She joined the RBI in 1972 and worked in different capacities, including as Executive Director from June 2003 until her elevation to deputy governor. She also served for two years on deputation to the International Monetary Fund.

Sir Richard Lambert - Sir Richard Lambert is the Chancellor of the University of Warwick, a member of the Supervisory Board for the Foreign and Commonwealth Office (UK), former Director-General of the Confederation of British Industry and former editor of the *Financial Times*. Sir Richard was knighted for services to business in the 2011 New Year Honors.

Klaus Mangold - Klaus Mangold serves as a director at many companies, including Alstom S.A., Continental AG, TUI AG, Metro AG and Rothschild GmbH. His former directorships include DaimlerChrysler Services AG and he has been the Chairman of the East-West Committee of German Industry. He is Commander of the Legion of Honour (France) and Professor of the European Business School.

Mark Olson - Mark Olson's former positions include Federal Reserve Board Governor, Chairman of the US PCAOB, Staff Director of the US Senate Securities Sub-committee of the Banking, Housing, and Urban Affairs Committee, Chairman of the American Bankers Association, bank president and CEO. He was a partner at EY US from 1988 to 1999.

Commitment to quality

Infrastructure supporting quality

The EYG Global Managing Partner – Risk Management (GMP –RM) coordinates organization-wide quality initiatives across EY's four service lines: Assurance, Advisory, Tax and Transaction Advisory Services.

The GMP – RM is overseen by the Chairman and Chief Executive Officer and the Chief Operating Officer of EYG and is a member of the GE. Member firm partners are appointed to lead Risk Management initiatives in the service lines and member firms, supported by other staff and professionals. The GMP – RM is also responsible for establishing globally consistent RM execution priorities. These priorities are cascaded to member firms, and their execution is monitored through a formal Enterprise Risk Management program.

The EYG Global Vice Chair – Assurance coordinates member firms' compliance with and implementation of EY's policies and procedures for assurance services.

The EYG Global Vice Chair – Professional Practice, referred to as the Professional Practice Director (PPD), is overseen by both the GMP – RM and Global Vice Chair – Assurance and works directly with the Area PPDs to establish global audit quality-control policies and procedures. The Area PPDs are overseen by the Global PPD, the Area RM Leader and the Area Assurance Leader. This helps provide greater assurance as to the objectivity of audit quality and consultation processes.

The Global PPD and Area PPDs also lead and oversee the Professional Practice group, a Global and Area network of technical subject-matter specialists in accounting and auditing standards who consult on accounting, auditing and financial reporting matters and perform various practice monitoring and risk management activities.

The Global PPD oversees the development of the EY Global Audit Methodology (EY GAM) and related technologies to be consistent with relevant professional standards and regulatory requirements. The Professional Practice group also oversees the development of the guidance, training, and monitoring programs, and processes used by member firm professionals to consistently and effectively execute audits. The PPDs, together with other professionals who work with them in

each member firm, are knowledgeable about EY people, clients and processes and are readily accessible for consultations with audit engagement teams.

EY US has its own PPD, as well as a Professional Practice team, to advise it and make decisions relating to EY US engagements.

There is often the need for additional resources to augment the resources in the Professional Practice group, including networks of professionals focused on:

- Internal-control reporting and related aspects of EY audit methodology
- Accounting, auditing and risk issues for specific industries and sectors
- Event-specific issues such as the financial crisis; areas of civil and political unrest; and sovereign debt and related accounting, auditing, and financial reporting and disclosure implications
- General engagement issues and how to work effectively with audit committees

In the following sections, we describe the principal components of our audit quality-control program:

- Instilling professional values
- Internal quality-control system
- Client acceptance and continuance
- Performing audits
- Review and consultation
- Audit partner rotation
- Audit quality reviews
- External quality-assurance reviews
- Compliance with legal requirements

Instilling professional values

Tone at the top

The EY senior leadership team, as well as senior leadership of EY US, is responsible for setting the right tone at the top and demonstrating through its behavior and actions, EY's commitment to building a better working world. We also communicate to our people that quality and professional responsibility start with them. Our shared values, which inspire our people and guide them to do the right thing, and our commitment to quality, are embedded in who we are and in everything we do.

Our approach to business ethics and integrity is embedded in our culture of consultation, our training programs and our internal communications. Senior management regularly reinforces the importance of performing quality work and complying with professional standards and our policies, leading by example and through various communications. Also, our quality review programs assess the quality of professional service as a key metric in evaluating and rewarding all professionals.

Our culture strongly supports collaboration and places special emphasis on the importance of consultation in dealing with complex or subjective accounting, auditing, reporting, regulatory and independence matters. We believe it is important to determine that engagement teams and clients correctly follow consultation advice.

Our stance consistently has been that no single client is more important than professional reputation - the reputation of EY US and the reputation of each of our professionals.

Code of conduct

We promote a culture of integrity, as well as the performance of high-quality audits, among our professionals. The EY Global Code of Conduct provides a clear set of the standards that guide our actions and our business conduct. It is organized into five categories containing principles that are to be followed by everyone in EY US to guide behavior across all areas of activity:

- Working with one another
- Working with clients and others
- Acting with professional integrity

- Maintaining our objectivity and independence
- Respecting intellectual capital

Through our procedures to monitor compliance with the Global Code of Conduct, and through frequent communications, we strive to create an environment that encourages all personnel to act responsibly, including reporting misconduct without fear of retaliation.

The EY/Ethics Hotline provides our people, clients and others outside of the organization with a means to confidentially report activity that may involve unethical or improper behavior, and that may be in violation of professional standards or otherwise inconsistent with the Global Code of Conduct. The hotline is operated by an external organization that provides confidential and, if desired, anonymous, hotline reporting services for companies worldwide.

When a report comes into the EY/Ethics Hotline, either by phone or the internet, it receives prompt attention. Depending on the content and local origin of the report, appropriate individuals from RM, Human Resources, Legal or other functions are involved to address the report. For those matters that are reported outside of the EY/Ethics Hotline, the same procedures are followed.

Our values

Who we are

People who demonstrate integrity, respect and teaming

People with energy, enthusiasm and the courage to lead

People who build relationships based on doing the right thing

Internal quality-control system

EY US' reputation for providing high-quality professional audit services independently, objectively and ethically is fundamental to our success as independent auditors. We continue to invest in initiatives to promote enhanced objectivity, independence and professional skepticism. These are fundamental attributes of a high-quality audit.

At EY US, our role as auditors is to provide assurance on the fair presentation of the financial reports of the company we audit. We bring together qualified teams to provide our services, drawing on our experience across industry sectors and services. We strive continually to improve our quality and risk management processes, so that the quality of our service is at a consistently high level.

We recognize that in today's environment – characterized by continuing globalization and the rapid movement of capital – the quality of our audit services has never been more important. EY continues to invest heavily in developing the audit methodology, tools and other resources needed to support quality service delivery world-wide. This reflects the strength of our commitment to building a better working world and specifically to building trust and confidence in the capital markets and in economies the world over.

While the market and stakeholders continue to demand high-quality audits, they also demand increasingly efficient and effective delivery of audit services. EY continues to seek ways to improve the effectiveness and the efficiency of the audit methodology and processes, while maintaining audit quality. We work to understand where our audit quality may not be up to our own expectations and those of stakeholders, including external audit firm regulators. We seek to learn from external and internal inspection activities for continuous improvement in audit quality, and we believe that an important part of the audit

inspection process is to take appropriate and effective quality improvement actions.

Effectiveness of quality-control system

EY has designed and implemented a comprehensive set of global audit quality-control policies and practices. These meet the requirements of the International Standards on Quality Control issued by the International Auditing and Assurance Standards Board (IAASB). EY US has adopted these global policies and procedures, and has supplemented them as necessary to comply with local laws and professional guidelines and to address specific business needs.

We also execute the EY Audit Quality Review (AQR) program and evaluate annually whether our system of audit quality-control has operated effectively in a manner so as to provide reasonable assurance that EY US and our people comply with applicable professional and internal guidance, and regulatory requirements.

The results of the AQR program and external inspections are evaluated and communicated within EY US to provide the basis for continuous improvement in audit quality, consistent with the highest standards in the profession.

The GE is responsible for implementing quality improvement and protection programs generally. As such, it reviews the results of our internal AQR program and external regulatory reviews, as well as any key actions designed to address areas for improvement.

The recent results of such monitoring, together with recent feedback from independent regulatory inspection visits, provide EY US with a basis to conclude that our internal control systems are designed appropriately and are operating effectively.

Client acceptance and continuance

EY policy

EY's global Client Acceptance and Continuance Policy sets out principles to determine whether to either accept a new client or a new engagement or to continue an existing client or engagement. These principles are fundamental to maintaining quality, managing risk, protecting EY US people and meeting regulatory requirements. The objectives of the policy are to:

- Establish a rigorous process for evaluating risk and making decisions to accept/continue clients or engagements
- Meet applicable independence requirements
- Identify and deal appropriately with any potential conflicts of interest
- Identify and decline client engagements that pose excessive risk
- Require consultation with designated professionals to identify additional risk-management procedures for specific high-risk factors
- Comply with legal, regulatory and professional requirements

In addition, EY's global Conflicts of Interest Policy defines global standards for categories of conflicts of interest and a process for identifying potential conflicts of interest. It also includes guidance on how to manage conflicts of interest quickly and efficiently through the use of appropriate safeguards. Such safeguards range from obtaining relevant client consent to act for two or more clients, to member firms declining an engagement, in order to avoid an identified conflict.

Putting policy into practice

We use the Global Tool for Acceptance and Continuance (GTAC), an intranet-based system for efficiently coordinating client and engagement acceptance and continuance activities in line with global, service line and member firm policies. GTAC

takes users through the acceptance and continuance requirements and identifies the policies and references to professional standards needed to assess both business opportunities and associated risks.

As part of this process, we carefully consider the risk characteristics of a prospective client and several due diligence procedures. Before we take on a new engagement or client, we determine if we can commit sufficient resources to deliver quality service, especially in highly technical areas, and if the services the client wants are appropriate for us to provide. The approval process is rigorous, and no new audit engagement may be accepted without the approval of the EY US PPD.

In our annual client continuance process, we review our service delivery and ability to continue to provide quality service and confirm that clients share our commitment to quality and transparency in financial reporting. The partner in charge of each audit, together with our Assurance leadership, annually reviews our relationship with the audit client to determine whether continuance is appropriate.

Close monitoring

As a result of this review, certain audit engagements are identified as requiring, and are then subjected to, additional oversight procedures during the audit, and some audit client engagements are discontinued. As with the client acceptance process, the EY US PPD is involved in the client continuance process and must agree with the continuance decisions.

Both client acceptance and client continuance decisions consider the engagement team's assessment of whether the company's management could pressure us to accept inappropriate accounting, auditing and reporting conclusions to undermine quality. Considerations and conclusions on the integrity of management are essential to acceptance and continuance decisions.

Performing audits

Audit methodology

EY's Global Audit Methodology (EY GAM) provides a global framework for delivering high-quality audit services through the consistent application of thought processes, judgments and procedures in all audit engagements. Making risk assessments, reconsidering and modifying them as appropriate, and using these assessments to determine the nature, timing and extent of audit procedures are fundamental to EY GAM. EY GAM also emphasizes applying appropriate professional skepticism in the execution of audit procedures. EY GAM is based on International Standards on Auditing (ISAs) and is supplemented in United States to comply with the local United States auditing standards and regulatory or statutory requirements.

EY GAM represents our comprehensive methodology and is organized into interdependent phases designed to focus on the client's business and financial statement risks and on how those risks affect our audit of the financial statements. EY GAM consists of three key components: requirements; supplemental guidance; and supporting forms, templates and examples. The requirements reflect the typical flow of how EY US executes an audit. The supplements provide the requirements and guidance for specific situations and circumstances that may arise during an audit. The forms, templates and examples include leading practice illustrations and assist in performing and documenting audit procedures.

Enhancements to the audit methodology are made regularly as a result of new standards, emerging auditing issues and matters, implementation experiences, and external and internal inspection results. For example, EY GAM has been updated following the issuance of ISA 610, *Using the Work of Internal Auditors*. We also recently issued a new audit approach tailored for the private middle market that meets the requirements of the ISAs.

In addition, we monitor current and emerging developments continually and issue timely audit planning and other reminders. These reminders emphasize areas noted during inspections as well as key topics of interest to the International Forum of Independent Audit Regulators (IFIAR). These include professional skepticism, group audits, revenue recognition and engagement quality reviews.

EY GAM requires compliance with relevant ethical requirements, including independence from the company we audit.

Technology

Our audit engagement teams use technology to assist in executing and documenting the work performed in accordance with EY GAM. Our primary audit support tool, GAMx, drives uniform execution of EY GAM and appropriate audit documentation, strengthening our ability to deliver consistent, high-quality audits. It provides linked access to knowledge databases (audit guidance and interpretations), professional standards, documentation templates and other tools necessary to execute and document a risk-based audit effectively. GAMx facilitates engagement team collaboration through the sharing of information and the documentation of procedures and conclusions. GAMx also enables secure peer-to-peer communications, so our people can work together as if they were in the same physical location. Audit engagement teams use other software applications, forms and templates during various phases of an audit to assist in making and documenting audit considerations, sourcing data and analysis.

EY US has a number of data analysis tools for use in audits. These assist our engagement teams in analyzing a client's data, enhancing our risk assessment processes and enabling the investigation of higher-risk transactions.

Formation of audit engagement teams

EY US policies require an annual review of partner assignments by our Assurance leadership and PPD to make sure that the professionals leading the audits of SEC-registered companies possess the appropriate competencies (i.e., the knowledge, skills and abilities) to fulfill their engagement responsibilities and are in compliance with applicable auditor rotation regulations.

The assignment of people to an audit engagement is made under the direction of EY US Assurance leadership. Factors considered when assigning people to audit teams include competence, engagement size and complexity, specialized industry knowledge and experience, timing of work, continuity, and opportunities for on-the-job training. For more complex engagements, consideration is given to whether specialized or additional experience is needed to supplement or enhance the audit engagement team.

In many situations, internal subject matter experts are assigned as part of the audit engagement team to assist in performing audit procedures and obtaining appropriate audit evidence. These professionals are used where special skills or knowledge, such as information systems, asset valuation and actuarial analysis, are required.

Review and consultation

Reviews of audit work

EY US policies describe the requirements for timely and direct partner participation on audits and the level of reviews of the work performed. Supervisory members of the audit engagement team perform a detailed review of the audit documentation for accuracy and completeness. Engagement partners perform a second-level review to determine the adequacy of the audit work as a whole and the related accounting and financial statement presentation. A tax representative reviews the significant tax and other relevant working papers. An engagement quality reviewer (described below) reviews important areas of accounting, financial reporting and audit execution, as well as the financial statements of the company we audit and our report. The nature, timing and extent of our reviews of audit work depend on many factors, including:

- The risk, materiality, subjectivity and complexity of the subject matter
- The ability and experience of the audit team members preparing the audit documentation
- The level of the reviewer's direct participation in the audit work
- The extent of consultation employed

Our policies also describe the roles and responsibilities of each audit engagement team member for managing, directing and supervising the audit, as well as the requirements for documenting their work and conclusions.

Consultation requirements

EY US consultation policies are built upon the EY culture of collaboration, whereby audit professionals are encouraged to share perspectives on complex accounting, auditing and reporting issues. Consultation requirements and related policies are designed to involve the right resources, so that audit teams reach appropriate conclusions.

Consultation is built into the decision-making process; it is not just a process to provide advice.

For complex and sensitive matters, we have a formal process requiring consultation outside of the audit engagement team with other personnel who have more experience or specialized knowledge, primarily Professional Practice and Independence personnel. In the interests of objectivity and professional skepticism, our policies require members of Professional Practice, Independence and certain others to withdraw from

a consultation if they currently serve, or have served, within a specified period of time, the client to which the consultation relates.

Our consultation policies also include a requirement that consultations are documented, including written concurrence from the person or persons consulted, in order to demonstrate understanding of the matter and its resolution.

Engagement quality reviews

Engagement quality reviews are performed by audit partners in compliance with professional standards for audits of all SEC-registered companies and those considered higher risk. Engagement quality reviewers are experienced professionals with significant subject matter knowledge. They are independent of the engagement team and able to provide objective evaluation of significant accounting, auditing and reporting matters. In no circumstances may the responsibility of the engagement quality reviewer be delegated to another individual. The engagement quality review generally spans the entire engagement cycle, including planning, risk assessment, audit strategy and execution. It is not limited to a review of the financial statements and conclusions at the time of issuance of our audit report. Policies and procedures for the performance and documentation of engagement quality reviews provide specific guidelines on the nature, timing and extent of the procedures to be performed and the required documentation evidencing their completion. Our PPD reviews and approves all engagement quality review assignments for SEC-registered companies and those considered higher risk.

Audit engagement team disagreement-resolution process

EY has a collaborative culture that encourages and expects people to speak up, without fear of reprisal, if a professional disagreement arises or they are uncomfortable about a matter relating to a client engagement. Policies and procedures are designed to empower members of an audit engagement team by requiring them to raise any disagreements relating to significant accounting, auditing or reporting matters.

These policies are made clear to people as they join EY US, and we continue to reinforce their responsibility and authority to make their own views heard and to canvass the views of others.

Differences of professional opinion that arise during an audit generally are resolved at the audit engagement team level. However, if any person involved in the discussion of an issue is not satisfied with the decision, he or she has both the

right and the obligation to see that the issue is referred to the next level of authority until agreement is reached or a final decision is made. Until such time, the parties to the discussion do not withdraw, step aside or otherwise extract themselves from the process. If the engagement quality reviewer makes recommendations that the engagement partner does not accept or the matter is not resolved to the reviewer's satisfaction, the audit report is not issued until the matter is

resolved by following consultation processes for resolution of professional differences. Our documentation requirements for disagreements and their resolution are the same as for other consultations. Anyone involved in the process may separately document his or her personal position in an attachment to the documentation of the final decision.

Audit partner rotation

EY US supports mandatory audit partner rotation to help strengthen auditor independence. EY US complies with the audit partner rotation requirements of the code of the International Ethics Standards Board for Accountants (IESBA), and the PCAOB, as well as the US Securities and Exchange Commission (SEC) where required. EY US supports audit partner rotation because it provides a fresh perspective and promotes independence from company management while retaining expertise and knowledge of the business. Audit partner rotation, combined with independence requirements, enhanced systems of internal quality controls, and independent audit oversight help strengthen independence and objectivity and are important safeguards of audit quality.

For public interest entities where rotation of the audit partner is not mandated by local independence regulation, or is less restrictive than

the IESBA requirements, the EY Global Independence Policy requires the lead engagement partner and the engagement quality reviewer to be rotated after seven years. For a newly public interest entity (including a newly listed company) client, the lead engagement partner and the engagement quality reviewer may remain in place for an additional two years before rotating off the team, regardless of the time they served prior to the listing. Following rotation, the partner may not resume the lead or engagement quality review role until at least two years has elapsed.

We have tools to track partner rotation that enable effective monitoring of requirements. EY US has also implemented a process for partner-rotation planning and decision-making that involves consultation with, and approvals by, our Professional Practice and Independence professionals.

Audit quality reviews

The global Audit Quality Review (AQR) program is the cornerstone of EY's efforts to maintain and improve audit quality. EY US participates in the global AQR program, reports results and develops responsive actions plans. The primary goal of the program is to determine whether systems of quality controls, including those of EY US, are appropriately designed and followed in the execution of audit engagements to provide reasonable assurance of compliance with policies and procedures, professional standards and regulatory requirements. The global AQR program complies with guidelines in the International Standard on Quality Control No. 1, as amended (ISQC No.1) and is supplemented where necessary to comply with United States professional standards and regulatory requirements, including Statement on Quality Control Standards No. 8, A Firm's System of Quality Control (SQCS No. 8) issued by the American Institute of Certified Public Accountants. It also aids EY US' continual efforts to identify areas where we can improve our performance or enhance our policies and procedures.

The global AQR program is implemented annually and is coordinated and monitored by representatives of the PPD network, with oversight by the global RM network.

The engagements reviewed each year are selected on a risk-based approach emphasizing audit clients that are large, complex or of significant public interest. The global AQR program includes detailed, risk-focused file reviews covering a large sample of listed and non-listed audit engagements to measure compliance with internal policies and procedures, EY GAM requirements, and relevant local professional standards and regulatory requirements. It also includes reviews of a sample of non-audit engagements. These measure compliance with the relevant professional standards and internal policies and procedures that should be applied in executing non-audit services. In addition, practice-level reviews are performed to assess compliance with quality-control policies and

procedures in the functional areas set out in ISQC No. 1 and SQCS No. 8. The global AQR program complements external practice monitoring and inspection activities, such as regulatory inspection programs and external peer reviews.

It is our goal that all audit engagements meet the highest expectations of quality, and we strive to improve any situations where these expectations are not met.

In 2012, EY US AQR resulted in the inspection of 264 audit engagements. In 2011, EY US AQR resulted in the inspection of 268 audit engagements.

For all findings or deficiencies, whether material or minor, EY US looks at the findings from internal and external inspections to identify root causes, develop action plans and seeks to improve audit quality.

For engagement reviews resulting in findings or deficiencies deemed less than material but greater than minor, we addressed the results with individual partners in the same way as those with material findings.

AQR reviewers and team leaders are selected for their skills and professional competence in accounting and auditing, as well as their industry specialization and are highly skilled in the execution of audits. Team leaders and reviewers are assigned to inspections outside of their home location and are independent of the audit teams reviewed.

The results of the global AQR program and external practice-monitoring and inspection activities are evaluated and communicated to improve quality. Any quality improvement plans describe the follow-up actions to be taken, the people responsible, the timetable and deadlines, and sign-off on completed actions. These programs provide important feedback for our continuing quality improvement efforts.

External quality-assurance review

The EY US audit practice with respect to audits of US SEC issuers is subject to annual inspection by the PCAOB. As part of its inspections, the PCAOB evaluates quality-control systems and reviews selected engagements.

The last completed quality assurance inspection by the PCAOB took place in 2012. The final report on the inspection was issued on 20 June 2013.

We respect and benefit from the PCAOB inspection process. We thoroughly evaluate points raised during the inspection in order to identify areas where we can improve audit quality. Together with our AQR process, external inspections aid us in making our audits and related control processes of the highest quality in the interests of investors and our stakeholders.

Information on the above-mentioned regulator can be found on its website at "pcaobus.org". The public portions of the PCAOB's reports describe the procedures performed during the inspections and certain observations regarding audit performance.

Because the PCAOB inspection process is intended to be a constructive and collaborative process, the Sarbanes-Oxley Act of 2002 provides that the section of the PCAOB inspections reports providing

observations on a registered public accounting firm's quality controls will only have limited distribution to certain regulators. An inspected firm has one year in which to address any quality control deficiencies identified in this section of the inspection report. Only those deficiencies that are not remediated to the PCAOB's satisfaction within this one-year time frame are released publicly.

We take steps to address all of the matters described in the inspection reports, both in the public and non-public portions of the reports. The Firm also participates in the AICPA peer review program that requires a triennial review of our system of quality control for our accounting and auditing practice for entities other than SEC issuers. The purpose of the AICPA peer review program is to serve as a bridge between the PCAOB's inspections program and state licensing and other federal regulatory practice monitoring requirements.

The most recent completed peer review of EY US was performed by KPMG for the year ended 30 June 2010. KPMG issued a report with a "pass" rating (report options are either pass, pass with deficiency(ies) or fail) dated 6 December 2010.

Compliance with legal requirements

The Global Code of Conduct provides a clear set of standards that guide our actions and business conduct. EY Values underpin our commitment to doing the right thing, including compliance with all applicable laws and regulations. This important commitment is supported by a number of policies and procedures, including:

Anti-bribery

EY's global Anti-bribery Policy provides our people with direction around certain unethical and illegal activities. It emphasizes our obligation to comply with anti-bribery laws and provides greater clarity around what may constitute bribery. It also identifies reporting responsibilities in the event bribery is discovered.

Insider trading

EY's global Insider Trading Policy reaffirms our obligation not to trade in securities while in possession of insider information, provides detail on what constitutes insider information and identifies with whom our people should consult if they have questions about their responsibilities.

Data privacy

The global Personal Data Privacy Policy sets out the principles to be applied to the use and protection of personal data, including those relating to current, past and prospective personnel, clients, suppliers and business associates. This policy is consistent with applicable laws and regulations concerning data protection and privacy when processing personal data. It provides a foundation for maintaining the privacy of all personal data used or stored by EY US. Furthermore, we have a policy to address our specific United States data privacy requirements and business needs.

Document retention

The EY US record retention policy applies to all engagements and personnel. This policy requires all documents to be preserved whenever any person becomes aware of any actual or reasonably anticipated claim, litigation, investigation, subpoena or other government proceeding involving us or one of our clients that may relate to our work. It also addresses United States legal requirements applicable to the creation and maintenance of working papers relevant to the work performed.

Independence practices

EY US independence practices are designed to comply with independence standards applicable to specific EY US engagements, including, for example, the independence standards of the International Ethics Standards Board for Accountants (IESBA) of the International Federation of Accountants (IFAC) and the SEC, PCAOB, AICPA, and other United States federal and state regulators.

We consider and evaluate independence from several perspectives, including: our financial relationships and those of our people; employment relationships; business relationships; the permissibility of non-audit services we provide to audit clients; partner rotation; fee arrangements; audit committee preapproval, where applicable; and partner remuneration and compensation.

Failure to comply with applicable professional independence requirements will factor into promotion and compensation decisions, and may lead to other disciplinary measures.

We have implemented EY's global applications, tools and processes to support us, our professionals and other employees in complying with independence policies.

EY Global Independence Policy

The EY global Independence Policy contains independence requirements for member firms, professionals and other employees. It is a robust policy predicated on the IESBA independence code, with more stringent requirements where prescribed by a given regulator. The policy also contains guidance to help people apply the independence rules. The EY global Independence Policy is readily accessible and easily searchable through EY's intranet.

Global Independence System

The Global Independence System (GIS) is an intranet-based tool that helps determine the listed entities from which independence is required and the independence restrictions that apply to each. Most often these are listed audit clients and their affiliates, but they can be other types of attest or

assurance clients. The tool includes family-tree data relating to affiliates of listed audit clients and is updated by client-serving engagement teams. The entity data includes notations that indicate the independence rules that apply to each entity, helping our people to determine the type of services that can be provided.

Global Monitoring System

The EY Global Monitoring System (GMS) is another important global tool that identifies proscribed securities and other impermissible financial interests. EY people ranked as manager and above are required to enter any securities they hold, or those held by their immediate family, into the GMS. When a person enters a proscribed security, he receives a notice and is required to dispose of the security. Identified exceptions are reported through the Global Independence Incident Reporting System (GIIRS) for regulatory matters.

GMS also facilitates annual and quarterly confirmation of compliance with independence policies, as described below.

Independence compliance

EY has established a number of processes and programs aimed at monitoring compliance with independence requirements by EY member firms and their people. These include the following activities, programs and processes:

Independence confirmations

Timely and accurate completion of annual and quarterly independence confirmations is a high priority for leadership teams.

Annually, EY US is included in an Area-wide process to confirm compliance with the EY global Independence Policy and requirements, and to report identified exceptions, if any.

All EY professionals, and certain others based on their role or function, are required to confirm compliance with independence policies and procedures at least once a year. All partners are required to confirm compliance quarterly.

Global Independence Compliance Reviews

EY conducts a number of testing and member firm visits to assess compliance with independence requirements. These include reviewing for non-audit services, business relationships with the companies we audit and financial relationships of member firms.

Each year, EY's global Independence team establishes a program for testing compliance with personal independence confirmation requirements and with reporting information in GMS.

For the 2012 testing cycle, EY US tested approximately 1,800 partners and other personnel.

EY US confirms that the Global Independence Compliance Review last occurred during 2012.

Non-audit services

Compliance with professional standards governing the provision of non-audit services to audit clients is designed to be achieved through a variety of mechanisms. These include the use of tools (e.g., GTAC - see page 11 and Service Offering Reference Tool (SORT) - see below), training, and required procedures completed during the performance of audits and internal inspection processes.

Global independence learning

EY US develops and deploys a variety of independence learning programs. All professionals and certain other employees are required to participate in annual independence learning to help maintain our independence from the companies we audit.

The goal is to help our people understand their responsibility and to enable each of them, and the entire EY organization, to be free from interests that might be regarded as being incompatible with objectivity, integrity and impartiality in serving an audit client.

The annual independence learning program covers independence requirements focusing on recent changes to policy, as well as recurring themes and

topics of importance. Timely completion of annual independence learning is required and is monitored closely.

In addition to the annual learning program, independence is promoted through a number of events and materials, including the new-hire program, milestone programs and core service-line curricula.

Service Offering Reference Tool (SORT)

We assess and monitor our portfolio of services on an ongoing basis, confirming that they are permitted by law and professional standards, and to make sure that we have the right methodologies, procedures and processes in place as new service offerings are developed. When appropriate, EY US exits or restricts services that could present undue independence or other risks. SORT provides our people with information about our service offerings. SORT includes guidance around which services can be delivered to audit and non-audit clients, as well as independence and other risk management issues.

Business Relationship Evaluation Tool (BRET)

BRET helps us monitor whether our business relationships comply with independence requirements. EY US people are required to use BRET to evaluate and obtain advance approval of any potential business relationship.

Audit committees and corporate governance

EY US recognizes the important role audit committees and similar corporate governance bodies play in the oversight of auditor independence. Empowered and independent audit committees play a vital role on behalf of shareholders in protecting independence and preventing conflicts of interest. We are committed to robust and regular communication with audit committees or those charged with governance. Through our quality review programs, we monitor and test compliance with our standards for audit committee communications, as well as the pre-approval of services, where applicable.



Creating high-performing teams

EY is committed to building a better working world for its people by recruiting, managing and retaining top talent and developing the highest-performing teams and outstanding leaders.

A strategic objective is to attract and build life-long relationships with a diverse group of talented assurance professionals.

We are proud of our inclusive people culture, and we are committed to doing even more to advance our people's development.

Recruitment and hiring

Recruiting for the EY US audit practice is performed primarily on university campuses and supplemented, when necessary, by hiring people with prior work experience. Candidates are evaluated based on the following competencies:

- Intellectual competence
- Leadership skills
- Team/personal skills

- Motivation
- Communication skills

EY aspires to have a leading people culture everywhere in the world. We believe that creating a culture that attracts, retains and develops outstanding people leads to higher quality service.

Valuing diversity and inclusiveness

The global workforce is becoming more diverse - a trend to be celebrated and encouraged. For global organizations such as EY, an important aspect of creating the right working environment is a focus on inclusiveness.

Inclusiveness is essential to making the diverse mix work. It is about equity and opportunity - making sure that differences are celebrated so that talented people from any background can rise to the top, and ensuring that opportunities to develop and advance are available for all from day one.

It is a source of pride for us that EY US is regularly cited by external organizations as being a leader in diversity practices and for providing an excellent working environment.

Continuing education of statutory auditors

Professional development

The EY career development framework, EYU, provides our people with opportunities for the right experiences, learning and coaching to help them grow and achieve their potential.

The learning component of EYU is based on an extensive and globally consistent learning curriculum that helps all of our people develop the right technical and personal leadership skills wherever they are located around the world. Core audit training courses are supplemented by learning programs that are developed in response to changes in accounting and reporting standards, independence and professional standards, and emerging practice issues. EY US requires our audit professionals to obtain at least 20 hours of continuing professional education each year and at least 120 hours over a three-year period. Of these hours, 40% (8 hours each year and 48 hours over a three-year period) must cover technical subjects related to accounting and auditing.

In addition to formal learning, professional development occurs through coaching and experiences our professionals receive on the job.

Coaching helps to transform knowledge and experience into practice. Experienced professionals are expected to coach and develop less experienced personnel to create a continual learning environment.

Performance management

A comprehensive performance management process requires our people to set goals, have clear work expectations, receive feedback and talk about their performance. The Performance Management and Development Process (PMDP) is designed to help our people grow and succeed in their careers. Under the PMDP, periodic job performance reviews are combined with annual self-appraisal and annual reviews. As part of the annual review process, each professional, in conjunction with his or her counselor (an assigned, more experienced professional), identifies opportunities for further development. Professionals and their counselors are guided by a set of expectations that articulate the knowledge, skills and behaviors that should be maintained and developed for the respective rank. These expectations derive from, and align with, EY's global strategy and values.

Knowledge and internal communications

We understand the importance of providing client engagement teams with up-to-date information to help them perform their professional responsibilities.

EY has made significant investments in knowledge and communication networks to enable rapid dissemination of information, built around intranet and email applications. These systems provide access to hundreds of knowledge databases. Examples include:

- *Global Accounting & Auditing Information Tool (GAAIT)* is EY's standard accounting and auditing research tool. It includes local and international accounting and auditing standards and interpretative guidance.
- *Global Accounting and Auditing News* is a weekly newsletter providing coverage of global Assurance and Independence policies and procedures, news from the International Accounting Standards Board and International Federation of Accounts (IFAC), and internal commentary and guidance regarding international accounting, auditing and independence developments.
- *Your EY Daily News* is a daily e-newsletter that reports on the latest news and information about EY and its services.
- *Perspectives* is a quarterly global e-magazine that provides strategic updates on all four service-lines, as well as observations and viewpoints on issues affecting EY member firms and their clients.

- *EY Point of View and Overviews* are publications that provide perspective on current public policy and regulatory developments of importance to our profession, stakeholders and capital markets.
- Practice alerts and webcasts include a range of global and country-specific practice alerts and specific webcasts within the Assurance practice, including those highlighting inspection findings as an opportunity for practice improvement.

Quality-control policy and practice manuals and other guidance materials are included on the EY intranet. These promote consistency, accuracy, quality and accessibility in our internal and external communications, and functions as a risk management tool. This information, along with guidance materials from outside organizations, is updated regularly and maintained in an electronically searchable format.

Internal surveys and continuous improvement

We regularly gather data from various quality-control processes, such as Audit Quality Reviews, consultation processes and other methods to assist in improving policies, practices and training. We supplement this data with surveys of our people. The Global People Survey gauges what people think about EY's culture and how member firms conduct business, one of the best indicators of their focus on quality. Results from these and other feedback tools help identify where member firms are doing well and where improvements can be made. The results also guide us in establishing action plans and initiatives.

Revenue and remuneration

Financial information

In the most recent EY US annual report filed with the PCAOB at the end of June 2013, we listed all audit reports issued during the annual period ended 31 March 2013 with respect to financial statements of US SEC issuers. The information on such audit reports was provided in Item 4.1 of PCAOB Form 2 – Annual Report Form. The PCAOB website can be found at www.pcaobus.org where such information is available electronically.

For annual reporting to the PCAOB, fees billed by EY US to US SEC issuer audit clients during the reporting period are divided into four categories of services consistent with the SEC's rules for proxy disclosures. Such fees are reported in Item 3.2 of PCAOB Form 2 as percentages of total fees billed to all clients for all services during the reporting period. The following table reflects the percentages reported in EY US' report on Form 2 to the PCAOB for the reporting period ended 31 March 2013. Additional information on the methodology used by EY US to compute these percentages is available at Item 3.2 (and related exhibit) of the EY US annual report on Form 2 at www.pcaobus.org.

Service	Percent
Audit	29%
Other accounting	3%
Tax	5%
Other non-audit	1%
Total	38%

Total revenue, which includes expenses billed to clients and revenue related to billings to other member firms, for EY US Firm from all audit and non-audit clients for the fiscal year ended 30 June 2013 was \$9.1 billion, of which approximately 37% was from Assurance, 30% from Tax, and 33% from Advisory and Transaction Advisory Services. In comparison, total revenue for EY US for the fiscal year ended 30 June 2012 was \$8.2 billion, of which approximately 39% was from Assurance, 31% from Tax, and 30% from Advisory and Transaction Advisory Services.

Partner remuneration

Quality is at the center of our business strategy and a key component of our performance management systems. EY US partners and other professionals are evaluated and compensated based on criteria that include specific quality and risk management indicators, covering both actions and results.

The Global Partner Performance Management (GPPM) process is a globally consistent evaluation process for all partners in EY's member firms around the world. It reinforces the global business agenda by linking their performance to wider goals and values. GPPM is an ongoing, cyclical process that includes goal setting, personal development planning, performance review and recognition and reward. It is the cornerstone of the evaluation process to document partners' goals and performance. A partner's goals are required to reflect various global priorities, one of which is quality.

We prohibit evaluating and compensating lead audit engagement partners and other key audit partners on an engagement based on the sale of non-assurance services to their audit clients. This reinforces to our partners their professional obligation to maintain our independence and objectivity.

Specific quality and risk management performance measures have been developed to take account of:

- Technical excellence
- Living the EY Values as demonstrated by behaviors and attitude
- Demonstrating knowledge of, and leadership in, quality and risk management

- Compliance with policies and procedures
- Compliance with laws, regulations and professional duties
- Contributing to protecting and enhancing the EY brand

The EY US partner compensation philosophy calls for meaningfully differentiated rewards based on a partner's level of performance, as measured by the GPPM process. Partners are assessed annually on their performance in quality service delivery, leading people, operational excellence and market leadership and growth.

To recognize different market values for different skills and roles, and to attract and retain high-performing individuals, the following factors are also considered when calculating total reward:

- Seniority
- Role and responsibility
- Long-term potential
- Mobility

Instances of non-compliance with quality standards result in remedial actions, which may include compensation adjustment, additional training, additional supervision, or reassignment. A pattern of non-compliance or particularly serious non-compliance may result in actions that include separation from EY US.



Working with our stakeholders and communities

Stakeholder dialogue

As an auditor of listed companies and other public interest entities, EY US is acutely aware of the important public interest role we play in promoting trust and confidence in business, capital markets and economies.

We take our public interest responsibilities seriously, and work hard to maintain an open and frank dialogue with our stakeholders as part of our broader commitment to building a better working world.

Our environment is shaped by a wide range of policy makers, including governments, regulators, standard setters and international organizations. When meeting with our stakeholders, we provide our perspective and seek to better understand their point of view.

We encourage improvements in corporate governance, financial reporting and other matters that affect our capital markets more broadly. EY is engaging increasingly with global organizations like the Financial Stability Board, the International Forum of Independent Audit Regulators, and the Basel Committee on Banking Supervision. EY also participates in global forums, such as the World Economic Forum, that bring together thought leaders on issues important to us and our stakeholders.

Selected stakeholder engagement globally in 2013

During the past year, international organizations and policy makers around the world have focused on a number of issues affecting our profession, including the independence of auditors, the quality of audits, and the usefulness of financial reporting. Policy options such as enhanced auditor reporting; more meaningful corporate disclosure; mandatory audit firm rotation or tendering; and increased transparency of audit committee auditor oversight are being debated in a number of jurisdictions. These options are critical to the continuing relevance of audit, the attractiveness and sustainability of the audit profession, and our ongoing ability to fulfill our public interest role.

EY US and EY have met regularly with investors, regulators, legislators and other policy makers in 2013 to discuss these issues. These conversations have highlighted the importance of strong corporate governance, with active and engaged audit committees who are transparent with shareholders about their oversight of the external auditor. There is a strong desire for meaningful change to increase the usefulness and informational value of the auditor's report, and we believe that auditors should be required to highlight matters that, in the auditor's judgment, are most significant in the audit.

Investors are among our key stakeholders. This past year EY has continued to increase its investor engagement around the world to make sure it understands investor perspectives on auditing, financial reporting, corporate governance and other capital market issues. For example, during 2013, EY held three dialogue meetings with investors and other stakeholders from around the globe. These are the latest in a series of meetings convened since 2011 to foster discussion about ways to improve corporate governance. Some of these discussions have covered a range of topical governance matters, while others have focused on particular geographic markets or sectors of the economy. These meetings are independently moderated and held on a Chatham House or off-the-record basis to encourage frank discussion.

EY continues to participate in the Global Auditor Investor Dialogue, an informal network of leading global institutional investors, and major global auditing networks to exchange views on current financial reporting and auditing issues. EY has also become a member of the Asian Corporate Governance Association and continues to be an active member and sponsor of the International Corporate Governance Network. These organizations enhance EY's ability to hear the perspectives of a wide variety of investors and others and better understand their views.

Commitment to our communities

Our commitment to building a better working world begins with our people and extends to the work we do with clients and other stakeholders in the marketplace. The net effect is the benefit this generates for communities around the world. The most significant impact EY can have on society is by supporting global and local economic stability and growth, which addresses some of the major issues that the world is facing.

EY supports organizations and activities that contribute to building a better working world at the global, regional and local level. EY is proud to be part of the UN Global Compact and has pledged to uphold its ten universally accepted principles in the areas of human rights, labor, the environment and anti-corruption. EY reports its progress every year.

Supporting communities through charitable giving

EY US contributes to not-for-profit organizations that are aligned with the EY corporate responsibility strategy, as well as those that address the most pressing needs of the communities in which we live and work.

Demonstrating environmental stewardship

We believe that any commitment to a greener world starts with us. As such, we're challenging ourselves to work in an environmentally responsible manner and to find new ways to reduce our carbon footprint and waste.

EY continues to build out its greenhouse gas measurement and reporting. Working with in-house Climate Change and Sustainability Services professionals, EY has established a global methodology for calculating environmental impacts. EY and EY US continue to look for ways to evolve and employ leading practices to make sure they have a credible global footprint.

The UN Global Compact's ten principles

Human rights

1. Businesses should support and respect the protection of internationally proclaimed human rights; and
2. Make sure that they are not complicit in human rights abuses.

Labor

3. Businesses should uphold the freedom of association and the effective recognition of the right to collective bargaining;
4. The elimination of all forms of forced and compulsory labor;
5. The effective abolition of child labor; and
6. The elimination of discrimination in respect of employment and occupation.

Environment

7. Businesses should support a precautionary approach to environmental challenges;
8. Undertake initiatives to promote greater environmental responsibility; and
9. Encourage the development and diffusion of environmentally friendly technologies.

Anti-Corruption

10. Businesses should work against all forms of corruption, including extortion and bribery.



Appendix: EY US public interest entity audit clients

In the most recent EY US annual report filed with the PCAOB at the end of June 2013, we listed all audit reports issued during the annual period ended 31 March 2013 with respect to financial statements of US SEC issuers. The information on such audit reports and public interest entities was provided in Item 4.1 of PCAOB Form 2 – Annual Report Form. The PCAOB website can be found at www.pcaobus.org where such information is available electronically.

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About EY

EY is a global leader in assurance, tax, transaction and advisory services. The insights and quality services we deliver help build trust and confidence in the capital markets and in economies the world over. We develop outstanding leaders who team to deliver on our promises to all of our stakeholders. In so doing, we play a critical role in building a better working world for our people, for our clients and for our communities.

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