



MKO Partners, Chartered Accountants

Audit Transparency Report

2014



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1. Introduction

Article 58 of the European Communities (Statutory Audits) (Directive 2006/43/EC) Regulations 2010 (“the regulations”), came into force on 20 May 2010, requires the preparation of a transparency report by audit firms that undertake the statutory audit of one or more public interest entities, as defined in the regulations. MKO Partners undertook such audits during the year ended 31 December 2014 and is, therefore, required to prepare a transparency report for that year. The information to be included in the transparency report is set out in the regulations.

Article 61 of the regulations specifies information which should be included in a transparency report.

The information specified is:

- A description of the legal structure and ownership of the audit firm;
- If the audit firm belongs to a network, a description of the network and the legal and structural arrangements of the network;
- A description of the governance structure of the audit firm;
- A description of the internal quality control system of the audit firm and a statement by the administrative or managerial body on the effectiveness of its functioning;
- An indication of when the last quality assurance review took place;
- A list of public interest entities, of which the audit firm carried out statutory audits during the preceding financial year;
- A statement concerning the audit firm’s independence practices, which also confirms that an internal review of independence compliance has been conducted;
- A statement on the policy followed by the audit firm concerning the continuing education of statutory auditors;
- Financial information showing the significance, from the perspective of the market, of the audit firm, such as the total turnover divided into fees from the statutory audit of annual and group accounts and fees charged for other assurance services, tax advisory services and other non-audit services; and
- Information concerning the basis for the remuneration of the audit firm’s principals or partners.

2. Description of Legal Structure and Ownership of MKO Partners

The professional service activity relating to MKO is conducted via two legal entities, an Irish general partnership formed under the Partnership Act 1890 called MKO Partners, Chartered Accountants and an Irish resident limited company called MKO Partners Limited (collectively the “Firm”). MKO Partners (“Audit Firm”) primarily provides audit and incidental investment business services, MKO Partners Limited provides all other services. Both entities are regulated by the Chartered Accountants Regulatory Board (“CARB”). They are commonly and wholly owned by their Partners and Directors respectively. The Firm also operates and controls a number of corporate entities that are required for legal and operational purposes. The Firm operates from its offices in Dublin.

MKO Partners provides audit and incidental investment business services in the Republic of Ireland, through a partnership. At 31 December 2014, the Audit Firm had 6 partners and is wholly-owned by its partners.

The related firm, MKO Partners Limited (“MKO”) provides the staff to resource the audit work undertaken by MKO Partners. MKO also undertakes Tax, Advisory and Outsourcing and operates using a common set of policies and procedures, where this is possible and appropriate. All services area have developed additional specific policies and guidance. MKO Partners and MKO share common partners and directors respectively (collectively the “Principals”) and are both wholly owned by their



Principals. This report contains information which is relevant to all of service areas, together with specific matters relating to audit.

3. Governance Structure

The Audit Firm is led by a managing partner, who is responsible to the partners for the management and operation of all aspects of the Audit Firm's affairs.

Executive committee

The executive committee is responsible for, and has general authority over and supervision of, the management of the Firm.

The managing partner is a member of the executive committee. The committee, in addition to the managing partner, includes two members. The managing partner and the committee members serve four-year terms. The executive committee meets monthly, under the chairmanship of the managing partner.

The current managing partner is Alastair Mac Donald and the current executive committee includes, in addition to the managing partner, the following:

Frank Keane
Diarmaid O'Keeffe

Other Principals regularly attend Executive committee meetings.

4. Network legal and structural arrangements

The Firm is a member of the Premier network.

5. Quality

The Firm has implemented internal quality control systems which meet regulation and auditing standards. We are committed to quality and continuous improvement, through the internal quality control systems and annual reviews of a selection of completed engagements.

Practice review

A practice review is carried out annually, covering the Firm's implementation of its policies in both audit and firm wide procedures such as risk management, HR, independence and ethics. The review also includes an inspection of a sample of MKO Partners audit engagement files. Each of our audit partners is subject to review over a three-year cycle. The review is subject to oversight by the managing partner. Engagements for review are selected from across our audit practice. The files are subject to independent inspection by other members of our professional staff. The practice review determines whether we have complied, in all material respects, with the professional standards and policies, applicable professional standards and applicable regulatory and legal requirements.

The results of the practice review are communicated to all of the partners.

Statement on the effectiveness of the internal quality control systems

We are satisfied that our internal quality control systems are robust, operating effectively and allow us to readily identify any areas of potential improvement or enhancement.



Quality and risk management

Our focus on quality and risk management is embedded in all parts of our practice. It brings a rigorous approach across all of our service offerings in areas such as client and engagement acceptance, partner portfolios, engagement risk and assessment of existing and new service offerings. Its primary purpose is to underpin our commitment to quality, integrity and ethical behaviour throughout the Firm, whilst establishing that the responsibility for quality rests with those who deliver services to our clients.

Audit process

Our audit process encourages professional scepticism and a robust challenge, recognising this as a valuable component of the audit process for our clients. Our audit technology and tools, CaseWare incorporating the Mercia audit approach (“CaseWare”), provides a comprehensive framework for the planning, performance, documentation and review of our work, in accordance with auditing standards and applicable professional, regulatory and legal obligations. CaseWare is used to audit the financial statements and it reflects the requirements of the International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board, which in turn reflect the standards issued by the International Auditing and Assurance Standards Board (IAASB) and published by the International Federation of Accountants (IFAC). CaseWare requires the active involvement of audit partners in audit planning, as well as providing a framework and procedures to obtain sufficient appropriate audit evidence. This is the basis for compliance with auditing, ethical and other applicable standards and a structure that facilitates an effective and properly evidenced comprehensive review of the audit work. This approach and our overarching quality framework support us in our objectives of integrity, objectivity and independence.

Partner-led approach

Engagement partners remain fully responsible for the services they provide and for understanding our clients’ businesses. Their involvement is required from the very outset of any client relationship and engagement, with partner-led audit planning key to our audit approach.

Where the professional services we provide are subject to external regulation, they are led by persons who are individually authorised by the appropriate regulatory body. For example, all partners who act as audit engagement partners for statutory audits have been granted Responsible Individual status by the Chartered Accountants Regulatory Board.

Reporting

We recognise that there is value to our clients and to our wider stakeholders in providing clear and unambiguous reports of the highest quality, in the context of applicable laws and regulations. Our audit reports comply with auditing standards and legislation and within that prescribed format, convey clearly our opinion on the truth and fairness of financial statements.

Our communications with audit committees and our clients’ boards of directors cover the scope of the audit, a consideration of any threats to independence or objectivity, risk assessment and the judgements made, as well as providing value-added commentary around more qualitative aspects of financial reporting and management of clients’ businesses.

Risk management

Supporting our client-serving professionals is the Firm’s risk management Principal, who is responsible for the oversight of the Firm’s ethics, compliance, anti-money laundering, information security and risk management processes.



Information security

The importance of maintaining confidentiality around client and other confidential information is continually emphasised and our approach to encryption, ethical walls and secure storage devices underpins this commitment.

6. Most recent quality assurance reviews

Internal reviews

Recent internal practice reviews include the Annual Compliance Review (“ACR”), which was completed in March 2015; and the Firm’s Quality Review Inspection (“QRI”) completed during March 2014.

External reviews

We were externally reviewed by Mercia during August 2014. The report arising from this review was issued by Mercia to the Firm’s Principals and is available for inspection by the Chartered Accountants Regulatory Board. We are regulated by the Chartered Accountants Regulatory Board (CARB), the independent regulatory body of Chartered Accountants Ireland (“CAI”). The Audit Firm has not, as yet been subject to review visits by CARB officials. CARB is regulated by the Irish Auditing and Accounting Supervisory Authority.

7. Quality and ethics

We seek to create an environment in which high quality is valued, invested in and rewarded. Our appraisal and reward systems for partners and our people promote the characteristics essential to quality auditing. Quality and ethics form the cornerstone of our appraisal criteria; audit partners and staff are not evaluated or remunerated by reference to the selling of non-audit services to audit clients.

Ethics and Objectivity

We have systems and procedures to help safeguard the objectivity of our people and the Firm, to avoid conflicts of interest and to comply with ethical and other applicable standards.

The Firm’s “Code of Ethics and Professional Conduct” forms part of all joiners’ induction and is maintained on our intranet.

MKO Partners ethical principles

The MKO Partners ethical principles set out in the Firm’s “Code of Ethics and Professional Conduct” are as follows:

- **Objectivity** - “We are objective in forming professional opinions and the advice we give.”
- **Confidentiality** - “We respect the confidentiality of information.”
- **Honesty and integrity** - “We act with honesty and integrity.”
- **Professional behaviour** - “We operate within the letter and the spirit of applicable laws.”
- **Competence** - “We bring appropriate skills and capabilities to every client assignment.”

Shared values

Our shared values are:



- Candid
- Can do
- Commercial
- Caring

Engagement acceptance

We have internally developed systems to facilitate timely compliance reporting and monitoring of engagement acceptance, risk classification and engagement continuance, including discharging our statutory anti money laundering obligations.

We assess whether any potential engagements are consistent with maintaining our independence, identifying and managing any potential conflicts of interest. We monitor partner and staff investments so as to ensure that we safeguard the independence and objectivity of both the firm, audit engagement teams and all of our people.

Leadership

The Firm's commitment to ethics and objectivity is very much a "tone at the top" approach. We see "doing the right thing" as being a principle that is fundamental, not just to the public interest and the interests of our clients, but also to the reputation of our Firm, Principals and people.

8. Independence Practices

We have developed systems to enable us to safeguard our independence and integrity and to avoid conflicts of interest in client assignments.

Independence policies

The Audit Firm complies with the independence requirements of CAI and the Auditing Practices Board. Reviews of independence, including a confirmation from each partner and member of staff, are undertaken annually.

Audit partner rotation

We apply audit partner rotation policies such that audit engagement partners involved in all of our listed public interest clients are rotated after periods of five years.

9. Continuing education of statutory auditors

Our approach to continuing education is based on industry representation and learning programmes, including regular audit and industry specific training that keeps our people at the forefront of new developments and regulations.

Industry representation

Partners sit on the following committees and work groups including:

- CAI's Audit and Assurance Committee which is responsible for providing guidance to CAI members on auditing and assurance matters;
- Quality Assurance Committee of the Chartered Accountants Regulatory Board ("CARB");
- CAI's Working Group to re-write the auditing regulations for credit unions in Ireland; and



- Education Committee of CAI.

Learning programmes

All of our partners and people are supported in their quality, compliance, risk management and anti-money laundering obligations by appropriate technical and other learning programmes as well as supervision by more senior team members and our partner-led audit process. We hold regular technical briefings and updates. The Firm provides mandatory annual accounting and auditing technical training, as well as specific learning modules where new developments require additional understanding. These initiatives support our people in complying with the continuing professional development objectives set by the various professional bodies. Our approach allows us to develop our people not only through structured learning but also by appropriate mentoring, on-the-job training, appraisal and other support activities. Partner leadership of these programs is an important aspect of their value and success.

10. Remuneration of Partners

Profits and capital

Partners share in the profits of the Audit Firm and subscribe its entire capital. Each partner's capital is linked to his/her share of profits and is repaid in full on ceasing to be a partner. The rate of capital contribution is determined from time to time, depending on the financial requirements of the Audit Firm.

A partner's share of the Firm's profits is determined by a fixed allocation. In addition, a portion of the annual profits is set aside to be allocated to partners who perform to an exceptional level during the year in question, based on criteria set out in partnership policy.

Criteria

The criteria are centred around contribution to the firm in the following areas:

- **Quality** - a role model for quality in professional work
- **HR** - contribution to mentoring, leading, recruitment, development and training of our people
- **Clients** - client portfolio managed and roles performed
- **Marketing** - market related activity, including stakeholder relations, thought leadership, innovation and brand protection roles
- **Revenue generation, growth, business building** - contribution to business development and relationship building
- **Financial success** - overall contribution to the financial success of the firm
- **Leadership and management** - contribution to the firm's broad success through leadership and management roles

A strong contribution in the areas of Quality and Talent is an absolute expectation of all partners at all levels. Audit partners are not rewarded for selling non-audit services to audit clients.



11. Financial information

The following turnover information has been extracted from the Audit Firm's financial records for the year ended 31 December 2014:

Services	€000's
Statutory audit services	752
Other non-audit services	4
Total turnover	756

12. Public Interest Entities

"Public-interest entities" means

(a) companies or other bodies corporate governed by the law of a Member State whose transferable securities ¹are admitted to trading on a regulated market ²of any Member State within the meaning of point 14 of Article 4(1) of Directive 2004/39/EC;

(b) credit institutions as defined in point 1 of Article 1 of Directive 2000/12/EC of the European Parliament and of the Council of 20 March 2000 relating to the taking up and pursuit of the business of credit institutions; and

(c) insurance undertakings within the meaning of Article 2(1) of Directive 91/674/EEC.

During the year ended 31 December 2014, the firm issued statutory audit reports on the financial statements of the following public interest entities.

1. Novatek Finance Ltd
2. PULS CDO 2007-1 Limited
3. ROOF Poland Leasing 2014 Ltd
4. Strawinsky 1 PLC
5. Taurus CMBS (UK) 2006-2 plc
6. Taurus CMBS (Pan-Europe) 2007-1 Ltd
7. TCS Finance Ltd
8. Vion Europa Limited

¹ "Transferable securities" means those classes of securities which are negotiable on the capital market, with the exception of instruments of payment, such as: (a) shares in companies and other securities equivalent to shares in companies, partnerships or other entities, and depositary receipts in respect of shares; (b) bonds or other forms of securitised debt, including depositary receipts in respect of such securities; (c) any other securities giving the right to acquire or sell any such transferable securities or giving rise to a cash settlement determined by reference to transferable securities, currencies, interest rates or yields, commodities or other indices or measures.

² "Regulated market" means a multilateral system operated and/or managed by a market operator, which brings together or facilitates the bringing together of multiple third-party buying and selling interests in financial instruments - in the system and in accordance with its nondiscretionary rules - in a way that results in a contract, in respect of the financial instruments admitted to trading under its rules and/or systems, and which is authorised and functions regularly and in accordance with the provisions of Title III.



13. Approval

A handwritten signature in blue ink, appearing to read 'Alastair MacDonald', written over a thin horizontal line.

Alastair MacDonald
Managing Partner
MKO Partners
March 2015