

# Transparency Report 2022




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## Legal structure and ownership

**We are pleased to publish our Transparency Report in accordance with EU Audit Regulation 537/2014 Article 13, covering the year ended 30 April 2022.**

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## AGN International

### Legal structure and ownership

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## Governance structure

Shipleys LLP ("the Firm") is a limited liability partnership incorporated in England and Wales. At the time of writing there are eighteen members ("principals") of the Firm, the nine designated members being its owners.

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## Internal quality control systems

Nine principals are members of the Institute of Chartered Accountants in England & Wales (ICAEW), one is a member of the Institute of Chartered Accountants in Ireland and three are members of the Association of Chartered Certified Accountants.

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## External monitoring

Both of the Firm's offices provide audit services and there are in total fourteen Responsible Individuals of the Firm.

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## Public interest entities

The audit practice is regulated by the ICAEW and is subject to review by its Quality Assurance Department (QAD). In respect of the audited entities that meet its criteria, such as companies listed on the main London Stock Exchange, the Firm's audit practice is also subject to monitoring by the Audit Quality Review team of the Financial Reporting Council (FRC).

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## Independence procedures and practices

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## Challenges to delivering high quality audits

### AGN International

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## Financial information

Shipleys LLP is a member of AGN International Ltd, a worldwide association of independent accounting and consulting firms. It is not a network as defined by Article 2 of Directive 2006/43/6C and there is no common ownership across the firms. AGN International Ltd has representative members in 80 countries.

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## Remuneration of Principals

### Governance structure

The Firm, whose managing principal is Steve Foster, is governed by its principals, who are responsible for the formulation of the Firm's strategies and policies. Responsibilities are delegated to a small number of Committees, comprising principals and senior staff. These Committees make recommendations and report to the principals at regular meetings. The decision-making process rests with the principals of the Firm.

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## Internal quality control systems

### Leadership responsibilities

Responsibility for quality assurance within the Firm rests with the Audit Technical Committee, made up of seven Responsible Individuals together with senior staff from both audit offices, chaired by the Audit Compliance Principal. Its main responsibility is to establish, implement and monitor the quality control procedures and policies of the Firm in relation to audit, non-audit and other assurance assignments. The Firm promotes a quality control orientated internal culture at all levels of operation, and ensures compliance with professional standards and regulatory requirements.

### Ethical Requirements

The Firm's ethics Principal has overall responsibility for the Firm's policies and procedures relating to integrity, objectivity and independence, compliance with the Financial Reporting Council's ethical standards, and effective communication and guidance of these to Principals and staff. The Ethics Principal is supported by the Ethics Committee, made up of the Ethics Principal, the Audit Compliance Principal and senior staff members.

### Acceptance and continuance of client relationships

The Firm has established robust engagement acceptance procedures for all of its prospective clients, which are monitored throughout the duration of the client relationship. They include, inter alia, a clear understanding of the client's requirements, our commitment to offering the very best quality of service and an approval process that is appropriate to the perceived risk.

### Human resources

Our HR team, headed by a principal, is responsible for the recruitment, training, appraisal and remuneration processes. Vigorous selection techniques are pivotal to our policies, together with continuing support at all levels for career development and progression.

### Engagement performance and monitoring

The audit performance of the Firm is principally monitored by its Audit Technical Committee, which is also responsible for the creation of quality control procedures and policies within the Firm and for training and dissemination of technical information throughout the audit practice. It is also responsible for internal and external reviews and monitoring, including engagement quality control and the provision of a forum for consultation on audit and other assurance engagements.

The Firm makes use of independent external consultants to assist with a compliance review of completed audit files. It is the policy of the Firm that at least one audit file is reviewed for each Responsible Individual within at least a two-year period. At least two audit files are reviewed in their first year for new Responsible Individuals. The reviewed files are scored and the results for reviews undertaken in the year are:

Score	% of reviewed files
GRADE A	12.5%
GRADE B	75.0%
GRADE C	12.5%

The results of the reviews have been feedback to the audit team along with review points for consideration on future files.

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The grades follow the following system:

- Grade A – an audit file in which no significant weaknesses were identified
- Grade B – an audit file in which the main areas were tested properly but there are some evidentiary matters that need to be addressed
- Grade C – a marginal audit file in which there were a number of weaknesses and deficiencies such that improvement is required in those areas.

## Professional skills and values

The Firm is committed to developing and maintaining the highest possible standards for all principals and staff throughout the Firm and it provides an annual programme of Continuing Professional Development, supported by regular internal and external lectures and presentations.

A current focus for training is developments in IFRS, FRS 102 and auditing standards, including the revised ISA 220 *Quality Control for an Audit of Financial Statements*, ISA 240 *The Auditor's Responsibilities Relating to Fraud in an Audit of Financial Statements* and ISA 315 *Identifying and Assessing the Risks of Material Misstatement*. Staff and Principals will undertake work commensurate with their professional competence and expertise. The individual professional development needs of each member of staff are assessed as part of their annual performance appraisal.

## Statement on the effectiveness of our internal quality control systems

We consider that our internal quality control systems are functioning very well.

## External monitoring

As noted above, the Firm is subject to regular external monitoring by the QAD. The last such review took place in June 2018, and in December 2018 the QAD confirmed completion of their review. We have been notified that our next QAD visit will take place in October 2022. The firm has not faced any FRC disciplinary proceedings during the year. We are responding to an enquiry by ICAEW and the matter is ongoing.

The firm is also registered with the Public Company Accounting Oversight Board to undertake audit work in connection with US listed entities.

The Firm's financial statements are audited by SRG LLP, Chartered Accountants.

The Firm's listed audited entities referred to below fell within the remit of the Audit Quality Review of the FRC during the year ended 30 April 2022.

## Public interest entities

During the year, the Firm expressed an audit opinion on the Financial Statements of three audited entities which were traded on a regulated market in the European Union, Zaim Credit Systems Plc, Fragrant Prosperity Holdings Limited and Vertu Capital Limited, which all have standard listings on the London Stock Exchange.

Vertu Capital Limited's shares are currently suspended, since 30 June 2021, due to an Intended Acquisition.

We have also been appointed as auditors of four further public interest entities, but had not signed an audit report at 30 April 2022. These entities are Orient Telecoms Plc, daVictus Plc, African Pioneer Plc and Starcrest Education Limited. Of these, daVictus Plc is incorporated in Jersey and African Pioneer Plc in Isle of Man. Therefore, since 30 April 2022, we have been authorised as registered auditors in Jersey and Isle of Man.

We are intending to seek registration as a PIE audit firm when the FRC bring in the new requirements later this year.

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## Independence procedures and practices

The Firm maintains internal policies and procedures to preserve its independence and to act with integrity and objectivity. All Principals and staff are required to complete, firstly upon joining and annually thereafter, statements of independence and confidentiality, as well as confirmation of fit & proper status. Any subsequent changes must be notified to the HR and Ethics Principals when they occur.

Any occasions of actual or perceived threat or conflict of independence or any other ethical issues will be documented by the Ethics Principal and a plan for their elimination be formulated and acted upon. Compliance with independence procedures and practices is monitored at all stages of the audit relationship, starting at the point of client acceptance. It is then reassessed during the course of each audit or when client ownership or governance changes occur.

There are strict procedures for the rotation of principals who have been acting for audit clients over a prolonged period, as required by the ethical standards. There is mandatory Audit Engagement partner rotation after 5 years for audits of public interest and other listed clients. For all other clients, consideration of the need to rotate after 10 years is made through discussion with the Ethics Partner. Independent partner reviews are undertaken if rotation is not considered necessary.

There are also detailed procedures for the provision of non-audit services to audited entities.

Compliance with our independence procedures is ongoing throughout the year. In addition, an internal review of independence practices within the Firm is carried out annually.

## Challenges to delivering high quality audits

A major challenge encountered by the firm, and indeed across the accountancy industry, has been recruitment and continuing resources to ensure audit quality. While challenging, this has created opportunities to look within the firm and has resulted in a number of internal promotions across the audit department.

Covid-19, Brexit and more recently the war on Ukraine have continued to impact our audit work and financial reporting as we get to grips with the long-term impacts for our clients.

Covid-19 has raised numerous challenges for audits in terms of remote working and, while remote working has continued in some audits, there is now more scope to visit on-site to audit more difficult areas, particularly inventory.

Overall the pandemic has resulted in an increased number of references to going concern uncertainty in audit reports given the difficulties in some industries of accurately projecting future trading levels.

Another challenge during the year has involved preparing for the implementation of the new International Standards of Quality Management (ISQMs) which requires our revised system of quality management to be in place by December 2022. The initial plan and resourcing commenced during the year ended 30 April 2022 with work ongoing and a timeline is in place to have the new policies and procedures operational by 15 December 2022.

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## Financial information

Turnover	2022 £'000	2021 £'000
<b>Total Turnover</b>	<b>15,482</b>	<b>15,012</b>
<b>From statutory audit work</b>		
- of public interest entities	78	48
- of other audit clients	4,237	4,171
<b>From non-audit services to audit clients</b>	<b>1,172</b>	<b>1,191</b>
<b>Sub-total</b>	<b>5,487</b>	<b>5,410</b>
<b>From non-audit services to non-audit clients</b>	<b>9,995</b>	<b>9,602</b>
<b>Total</b>	<b>15,482</b>	<b>15,012</b>

The 2022 figures have yet to be audited.

Non audit services include accounting, tax compliance and advice, business planning, corporate finance and transaction support, payroll and company secretarial matters. A minor amount of corporate recovery insolvency work is also included in the above non audit figures which has arisen on a run off basis. This service ceased to be offered to new clients prior to 30 April 2015.

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## Remuneration of Principals

Profits are shared in accordance with the Members' Agreement and are determined following a performance review and assessment at a meeting of the designated members. Performance assessment includes delivery of an outstanding service to clients, technical excellence, quality and risk management, staff development and the overall contribution made to the financial success and reputation of the Firm.

Audit Principals are not remunerated by reference to the selling of non-audit services to audited entities.



Shipleys LLP.  
London, August 2022

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