2023 Monitoring Report

Certified Public Accountants and Auditing Oversight Board
July 2023

Introduction

The Certified Public Accountants and Auditing Oversight Board (hereafter "CPAAOB") conducts examinations and inspections etc. (monitoring) of audit firms from the viewpoint of safeguarding the public interest and protecting investors, in order to improve the quality and ensure the reliability of audits performed by certified public accountants (CPAs).

This report is aimed not only at audit and accounting specialists, but also market participants as well as ordinary readers such as students and working people. We have published it for the purpose of promoting understanding across our society of the importance of audits by providing easy-to-understand and relevant information that is centered on the circumstances and results of the CPAAOB's monitoring activities but also encompasses the current state and changes in the environment surrounding the audit sector.

Since CPAAOB launched publishing this sort of report under the title "Monitoring Report" in July 2016, we have updated the data about audit firms and audited companies, and also made revisions, such as adding the latest information obtained through the CPAAOB's monitoring activities.

The CPAAOB releases the "2023 Monitoring Report" compiled incorporating achievements and so forth of monitoring in the program year 2022 (from July 2022 through June 2023).

(Composition of the Monitoring Report and major revisions for the 2023 version)

I. Overview of the Audit Sector

This part presents the overview of CPAs, audit firms, and audited companies. We have added the status of audit firms' responses to the revised Standard on Quality Control of Audits.

II. Monitoring by the CPAAOB

This part presents a whole picture of CPAAOB's monitoring including inspection. In addition to updating information related to monitoring, we have elaborated the Basic Plan for Monitoring Audit Firms and so forth in the program year 2023.

III. Operation of Audit Firms

This part presents the structure of audit firms and their operation, including the status of digitalization of audit and group audit. This part also presents the status of changes of accounting auditors and variations of audit fee .In addition to updating data concerning the operation of audit firms, we have added the amendments to Audit Firm Governance Code.

IV. Responses to Changes in the Global Environment Surrounding Audits

This part presents the changes of regulations and institutions caused by recent movement of audit environment. We have described the changes related to small and mid-sized audit firms whose responsibility as auditors of domestic listed companies became more significant recently. We have also described the movement of the disclosure and assurance of sustainability.

To improve the audit quality, the CPAAOB considers it important to spur interest and raise awareness of accounting auditing among not only market participants, such as auditors or investors but also people on a broader basis. We welcome your comments and requests to further improve the content of our monitoring report.

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Contents

Column

(Abbreviations)

Abbreviations used in this Report shall be defined as follows:

CPAAOB	Certified Public Accountants and Auditing Oversight Board
JICPA	Japanese Institute of Certified Public Accountants
Stock exchange	Financial instruments exchange
CPA Act	Certified Public Accountants Act
FIEA	Financial Instruments and Exchange Act
QCSCS	Quality Control Standards Commission Statements No.1
ASCS	Auditing Standards Committee Statements

(Terms)

Terms used in this Report shall be defined as follows:

Monitoring	Monitoring consists of inspections and non-inspection monitoring. Non-inspection monitoring involves gathering information through the collection of reports related to audit firms, interviews, and exchange of opinions and cooperation with audit firms and others.
Fiscal year (FY)	The year starting in April and ending in March of the following year, unless otherwise stated
Program year (PY)	The year starting in July and ending in June of the following year
Audit firm	Audit firms, partnerships (persons providing audit and attestation services jointly with other CPAs), and solo practitioners
Large-sized audit firm	An audit firm that has more than approximately 100 domestic listed audited companies and whose full-time staff performing actual audit duties total at least 1,000. In this report, they specifically refer to KPMG Azsa LLC, Deloitte Touche Tohmatsu LLC, Ernst & Young ShinNihon LLC, and PricewaterhouseCoopers Aarata LLC.
Mid-tier audit firm	An audit firm whose business scale is second only to large-sized audit firms. In this report, this will refer to five audit firms: Gyosei & Co., BDO Sanyu & Co., Grant Thornton Taiyo LLC, Crowe Toyo & Co., and PricewaterhouseCoopers Kyoto.
Small and medium-sized audit firm	An audit firm other than large-sized and mid-tier audit firms

Foreign audit firm	An audit firm that is based on a foreign country but provides audit and attestation services for financial documents etc. that are disclosed domestically within Japan
Large audit firm	An audit firm that provided audit and attestation services to more than 100 listed companies. etc. in the most recent fiscal year
Accounting auditor	A CPA or audit firm
Domestic listed company	Listed companies other than foreign companies. Note that listed companies refers to companies that are listed on a financial instruments exchanges (“exchange”).
Listed financial institution	Among domestic listed companies, refers to banks, securities companies and insurance companies.
Audited company	Companies that undergo audits
Audit engagement	Audit and attestation services carried out by an audit firm for an individual audited company
Business report	A document submitted by an audit firm to the FSA each program year that contains the audit firm’s financial statements and an overview of its operations
Audit Firm Governance Code	”Principles for Organizational Operation of Audit firms” published by the FSA on March 31, 2017, and amended on March 24, 2023
Big Four global accounting firms	The global networks of the four largest accounting firms: Deloitte Touche Tohmatsu, Ernst & Young, KPMG, and PricewaterhouseCoopers
Big Six global accounting firms	The global networks of the Big Four accounting firms, BDO and Grant Thornton
Network firm	An accounting firm belonging to the same global accounting firms
IFRS	International Financial Reporting Standards; accounting standards established by the International Accounting Standards Board (IASB) that have been adopted by many countries/regions
KAM	Key Audit Matters -- The Financial Instruments and Exchange Act requires audit firms to describe KAMs in their audit reports.

(Sources)

Where sources are not indicated, the information has been prepared based on data etc. on audit firms obtained by the CPAAOB in the course of its monitoring etc.

(Timing and timeframe of data collection)

To reflect the most up-to-date information, the timing and timeframe of data collection are not uniform; the timing and timeframe of data collection are listed in the notes inside or underneath each figure. Component ratios have been rounded down to the nearest whole number, and may not add up evenly to 100.

I. Overview of the Audit Sector

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A. CPAs

1. Introduction of the CPA system

A certified public accountant system was introduced in Japan in 1948. The Securities and Exchange Act was promulgated in 1947, requiring companies that issue or solicit investment in shares, corporate bonds or other securities to submit reports. The issuer is required to obtain audit attestation from certified public accountants (CPAs) by the full overhaul of the 1948 Securities and Exchange Act (now the Financial Instruments and Exchange Act (“FIEA”)) as well as the promulgation/enforcement of the Certified Public Accountants Act (“CPA Act”).

Accordingly, the Certified Public Accountants Management Committee was established to conduct CPA examinations, etc. (becoming the CPA Examination and Investigation Board in 1952 after a transfer of jurisdiction, and expanded/restructured into the current Certified Public Accountants and Auditing Oversight Board in 2004). The Corporate Accounting Principles were released in 1949, and the Audit Standards in 1950.

The present CPA Act clearly sets out the mission and professional responsibilities of CPAs as given below. CPAs must always be self-aware of this mission and these professional responsibilities in performing their duties regardless of audit attestation services or non-audit services.

“The mission of certified public accountants, as professionals on auditing and accounting, shall be to ensure matters such as the fair business activities of companies, etc., and the protection of investors and creditors by ensuring the reliability of financial documents and any other information concerning finance from an independent standpoint, thereby contributing to the sound development of the national economy.” (Article 1)

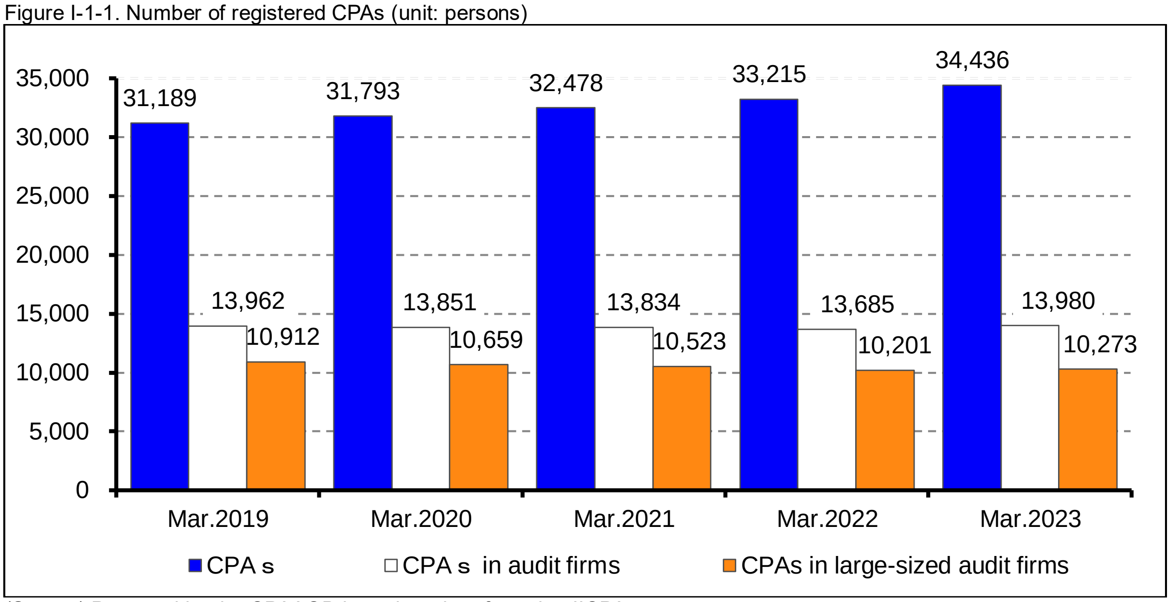
“A certified public accountant shall always maintain his/her dignity, endeavor to acquire knowledge and skills, and provide services with fairness and integrity from an independent standpoint.” (Article 1-2)

2. CPAs

The number of registered CPAs has been gradually increasing over the past few years. However, the number of the registered CPAs belonging to audit firms has stayed flat and their proportion of the overall total of registered CPAs has dropped year by year from 44.8% at the end of March 2019 to 40.6 % at the end of March 2023. Of the registered CPAs belonging to audit firms, around 70% at large-sized audit firms (Figure I-1-1).

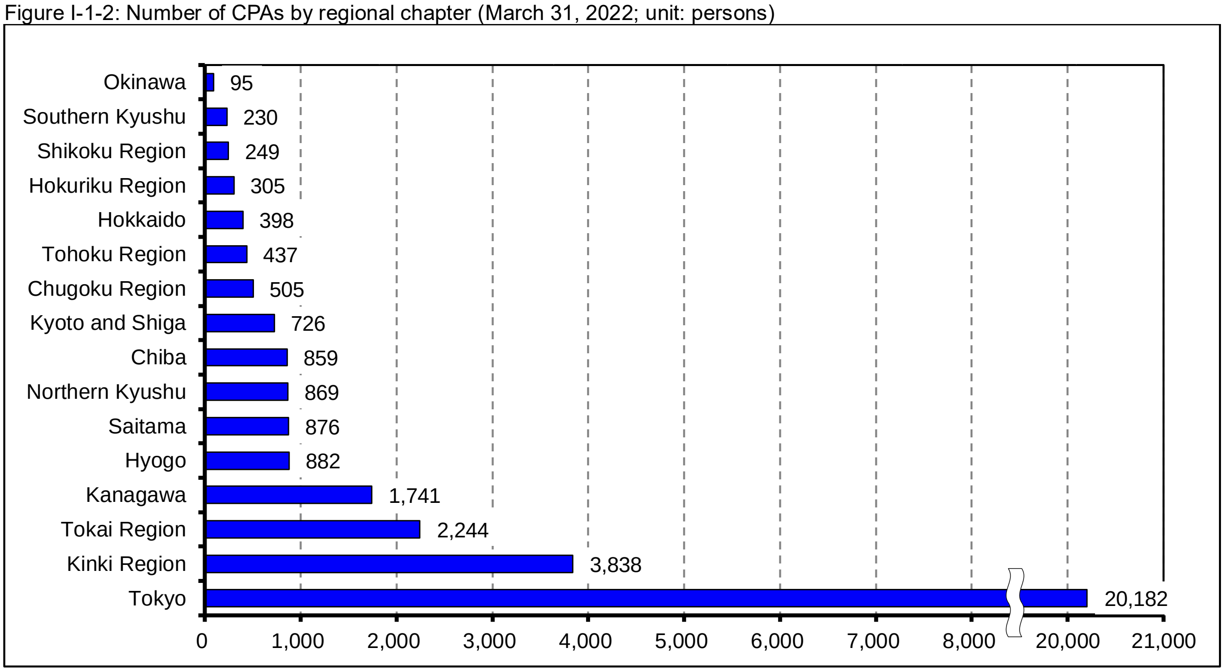
CPAs must be members of the JICPA (Article 46-2 of the CPA Act) and must belong to a regional chapter, i.e., one of the JICPA branches established across Japan (16 regional chapters as of March 31, 2023). Around 70% of CPAs are based in the Tokyo metropolitan area (Tokyo, Kanagawa, Saitama, Chiba) (Figure I-1-2).

Figure I-1-1. Number of registered CPAs (unit: persons)



(Source) Prepared by the CPAAOB based on data from the JICPA

Figure I-1-2: Number of CPAs by regional chapter (March 31, 2022; unit: persons)



(Source) Prepared by the CPAAOB based on data (e.g. survey of numbers of members) from the JICPA

3. Percentage of Female CPAs

The percentage of women among the total number of registered CPAs is gradually increasing (Figure I-1-3), and at the end of 2022 the figure reached 15.0%, which is the same as the level for female tax accountants[1]. On the other hand, it is still lower than the percentages of female attorneys and female CPAs in the UK and US[2].

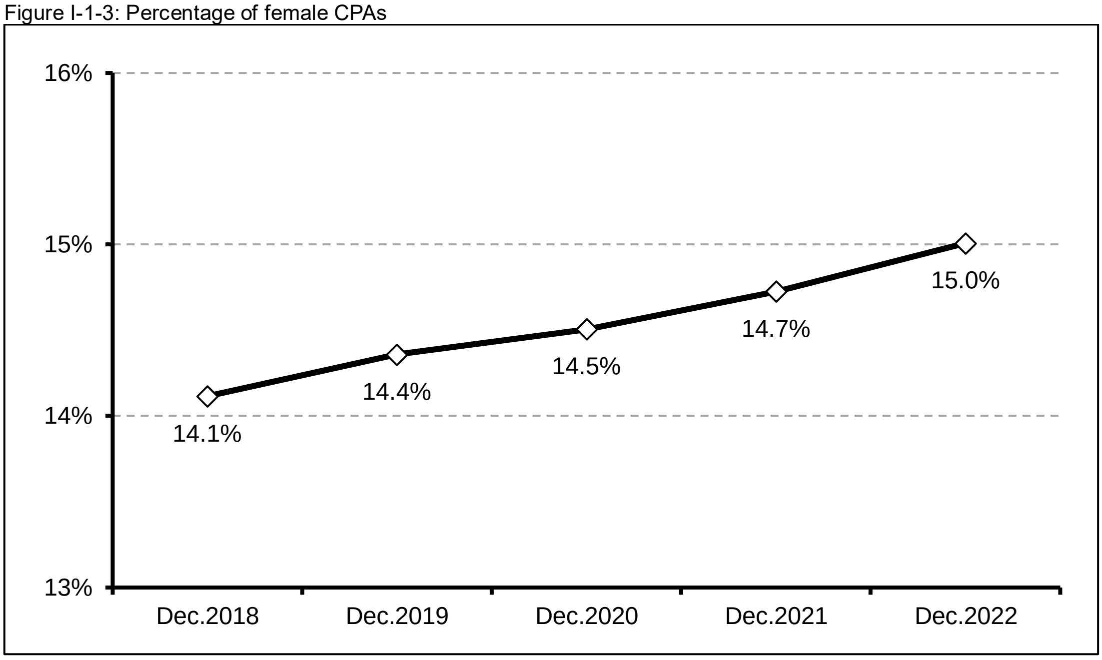
[1] According to "2022 Survey on Women's Participation in Policy and Decision-making Processes" by the Cabinet Office's Gender Equality Bureau, the percentage of female tax accountants was 15.2% at the end of March, 2022, and the percentage of female attorneys was 19.6% at the end of September, 2022.

[2] The percentage of female CPAs in the U.S. and the U.K. is as follows:

US: According to a survey of employment at accounting firms in 2020 conducted by the AICPA and included in its "2021 Trend Report," the percentage of females is 46%.

UK: According to the Financial Reporting Council's "Key Facts and Trends in the Accountancy Profession 2022 ," there are several CPA institutes in the UK, and the average female membership for them is 37%.

Figure I-1-3: Percentage of female CPAs



(Source) Prepared by the CPAAOB based on data from the JICPA

■ Efforts to ensure empowerment of female CPAs ■

The Japanese Institute of Certified Public Accountants (hereinafter JICPA) intends to increase the share of successful female examinees to 30% by 2030 and the share of female members and semi-members to 30% by 2048. And it is promoting arrangements to further empower female CPAs, such as the use of maiden names, support for employment and return to work, exemption or relief from continuing professional development(CPD) and membership fees during absence from work for childbirth, childrearing and other reasons. There are some large-sized audit firms that are setting KPIs such as the share of female executives, nurturing female executives and providing support for female CPAs at each life stage, holding training sessions and seminars to develop an organizational culture to accept diverse working styles, and offering support for creating networks.

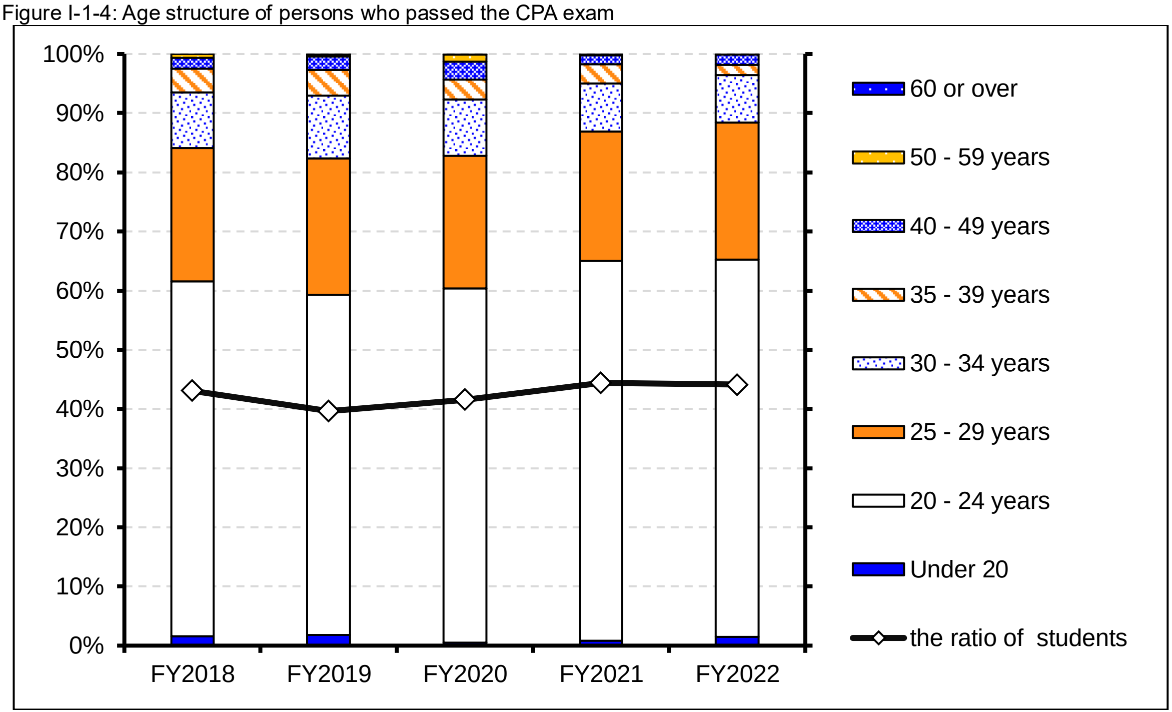
The amended CPA Act that was enacted in April 2023, lifted the restriction on services based on the marital relationship of audit firms' partners. When the spouse of an audit firm's partner serves as an officer, etc. of a company, the audit firm was conventionally prohibited from offering audit and attestation services to the relevant company. However, through the review, the restriction on services becomes applicable only when the relevant partner becomes involved in audit and attestation services. This is expected to facilitate the diversification of partners as well as to expand opportunities for female CPAs to exercise their abilities.

To encourage more females to take the CPA examination, the CPAAOB disseminates female CPAs' messages about the attractiveness and worthiness of their work and career plans through lectures at high schools and universities and the pamphlet of the CPA examination. In 2022, 22.5% of all successful examinees were women. The ratio of successful female examinees was 6.74%, while 8.1% for male examinees. Although these ratios of successful female examinees decreased in 2022 compared to the previous year, the number of successful female examinees increased. Females submitting applications for the examination and passing it has been showing an upward trend in recent years. .

4. Age Structure of Persons who Passed the CPA exam

Breaking down the age structure of persons who passed the CPA examinations, we see that the largest age group is 20-24 years. People in this group accounted for 63.8% of those who passed it in 2022. As for occupation, the ratio of students (excluding persons enrolled in courses at vocational schools etc.) is the highest. Among them, the proportion enrolled in universities (including junior colleges) was 44. 1% in the 2022 examinations (Figure I-1-4).

Figure I-1-4: Age structure of persons who passed the CPA exam



(Source) Prepared by the CPAAOB based on data from the CPAAOB survey of persons who passed the CPA exam

B. Audit Firms

Audit firms, i.e., CPA firms engaged in providing audit and attestation services, numbered 2,407 at the end of March 2022, but they vary by service and business format.

Audit and attestation services cover both statutory audits and non-statutory audits. Statutory audits are CPA audits required by the law. When CPA audits were first introduced, the only statutory audits were FIEA audits, but thereafter CPA audits under the Companies Act were introduced, and then educational corporation audits under the Act on Subsidies for Private Schools. There are now a multitude of statutory audits, including audits of labor unions, credit unions, credit associations, agricultural cooperatives, social welfare corporations and medical corporations, etc. A more detailed explanation of audit and attestation services is provided on page 21 ("C. Audited Companies, 1. Types of Audit and Attestation Services").

There are three types of entities providing audit and attestation services: audit firms, partnerships, and solo practitioners. Audit firms are established pursuant to the CPA Act for the purpose of organizationally performing audit and attestation services. When the audit firm system was forged in 1966, the tasks involved in audit and attestation services had increased in volume and complexity as corporations subsequently grew larger in scale and management became more multifaceted. Additionally, numerous incidents of fraudulent accounting were occurring at the time, bringing into question the raison d'être of CPAs. The system of audit firms was therefore introduced to improve audit quality for promoting the conduct of organizational audits.

The CPAAOB classifies audit firms by scale into large-sized audit firms, mid-tier audit firms, and small and medium-sized audit firms. The firms were classified as shown below based on their size and the audit services they provide (Figure I-2-1), and the CPAAOB mainly monitors those audit firms conducting FIEA audits of domestic listed companies (except for foreign companies ,the same hereafter).

Figure I-2-1: Classifications of audit firms (as of March 31, 2022)

<table>
<tr><th colspan="2" rowspan="2">Audit firm</th><th rowspan="2">Number of firms</th><th colspan="3">Statutory audits</th><th rowspan="2">Non-statutory audits</th></tr>
<tr><th>FIEA audits (Note 4)</th><th>Companies Act audits</th><th>Other</th></tr>
<tr><td colspan="2">Large-sized audit firms</td><td>4</td><td>○</td><td>○</td><td>○</td><td>○</td></tr>
<tr><td colspan="2">Mid-tier audit firms</td><td>5</td><td>○</td><td>○</td><td>○</td><td>○</td></tr>
<tr><td colspan="2">Small and medium-sized audit firms</td><td>2,398</td><td>○(Note 4)</td><td>○</td><td>○</td><td>○</td></tr>
<tr><td rowspan="3">(Breakdown)</td><td>Small and medium-sized audit firms</td><td>(267)</td><td colspan="4" rowspan="3"></td></tr>
<tr><td>Partnerships (Note1)</td><td>(54)</td></tr>
<tr><td>Solo practitioners (Note 1)</td><td>(2,077)</td></tr>
</table>

(Note 1) The number of audit offices in fiscal 2021 (book closing date from April 1, 2021, till March 31, 2022) listed in copies of audit summaries or audit implementation reports submitted to the JIPCA.
(Note 2) The symbol “O” in the table above means that audits concerned can be conducted.
(Note 3) Audit firms are required to register as Auditors of Listed Companies to audit listed domestic companies.
(Note 4) For solo practitioners to provide audit and attestation services to listed companies, they are required by law and each exchange’s securities listing regulations to provide them jointly with other CPAs, etc.

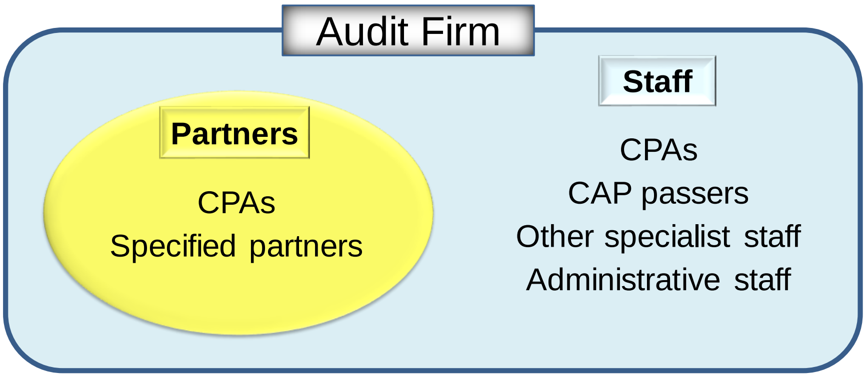
1. Organizational Structure of Audit Firms

Audit firms are established through investment by persons including five or more CPAs, and their defining characteristics are that the persons who invested (partners) are directly engaged in management and that they ensure organizational discipline via mutual monitoring. Some audit firms comprise only partners, but those of a certain scale ordinarily employ CPAs (CPAs who have not invested in order to become partners of the audit firm), CPA examination passers (persons who have passed the CPA exam but have not been registered as CPAs after undergoing practical training and providing assistance with audit work), and other experts as staff.

In the past, partners of audit firms were limited to CPAs, but in today's more sophisticated economy and society, partners are required to have a wide range of knowledge and experience including management, law, IT, pension mathematics to ensure appropriate operational management of the audit firm and to provide effective organizational audit services. Accordingly, as a result of legal revisions in 2007, a "specified partner system" allowed non-CPAs to be partners at an audit firm. However, CPAs must comprise at least 75% of the audit firm's partners if specified partners join the firm. In FY2022 large-sized audit firms had 141 specified partners among a total of 1,990 partners.

The personnel composition of an audit firm is outlined below (Figure I-2-2), and explained in more detail in "III. Operation of Audit Firms, A. Operations Management System, 3. Human Resources of Audit Firms." (page 62).

Figure I-2-2: Personnel composition at audit firms



(Source) Prepared by the CPAAOB with reference to page 55 of “New CPA/Audit firm Audit System - Ensuring Fair Financial/Capital Markets” (Dai-Ichi Hoki Co., Ltd., 2009), Yuichi Ikeda and Hidenori Mitsui, ed.

	Large-sized audit firm	Mid-tier audit firm	Small and medium-sized audit firm
Partners	Approx.180 up to approx. 600	Approx. 30 up to 100	Up to approx. 40(Note2)
Full-time staff	Approx. 2,600 up to approx. 6,900	Approx. 200 up to 800	Up to approx. 90(Note2)

(Note1) See “Figure III-1-3: Characteristics of each type of audit firm” (page 55) for Characteristics of organizational structure based on audit firm size.
(Note2) Excluding an audit firm whose number of partners and full-time staff members is much higher than others.

In response to the increasing complexity and internationalization of corporate activities at domestic listed companies, especially major ones, audit firms grow bigger. The large-sized audit firms responsible for the majority of audits of major listed companies have workforces exceeding several thousand people; even mid-tier audit firms now have more than 200 people.

As audit firms grow in scale, they necessitate introducing job classification system defined by abilities, experience, etc. for effective management of organization. (Figure I-2-3). It is standard practice for personnel to move up the ranks from staff and senior staff to manager, senior manager and, if selected, to partner. In recent years, some large-sized audit firms hire a larger number of audit assistants (staff without qualifications relating to financial statement audits, such as a qualification of CPA) to reduce the workload of CPAs and enable them to concentrate on duties requiring professional judgment.
The expanding size of audit firms and the increasing complexity of their organizational administration has made the difficulty of ensuring audit quality even more apparent. In response to this situation, Principles for Effective Management of Audit Firms (the Audit Firm Governance Code) were formulated in March 2017, and are now being adopted, particularly by large-sized audit firms and mid-tier audit firms. As for the situation of amendments of Audit Firm Governance Code, refer to III. Operation of Audit Firms A. Operations Management System 2. Efforts in Response to Audit Firm Governance Code (page 56).

Figure I-2-3: Professional hierarchy in a large-sized audit firm

	Staff	Senior Staff	Manager	Senior Manager	Partner
Roles	Personnel who perform audit practice, under the guidance and supervision of superiors and seniors who may, depending on their experience, supervise engagement teams performing audits of SMEs (Small and Medium-sized Enterprises)		Personnel who oversee audit teams		Personnel who oversee all audit engagements and are involved in the management of the firm
Skills required	Specialist knowledge on audit practices, accounting and audits		Management skills in staff mentoring and coordination with audited companies, as well as problem solving skills		High level of skill as a audit supervisor
Primary training	Annual accounting audits training, Fraud prevention training, Global training, etc.				
	Audit procedure training, etc.	Management training, specialty-specific training, etc.			

(Note) For details, see "III. Operation of Audit Firms, A. Operations Management System, 4. Organizational Structure for Providing Audit Services" (page 67) and "5. Organizational Structure for Supporting Audit Services" (page 69).

2. Development of Quality Control Structures and Responses by Audit Firms

To ensure audit quality, it is important that audit firms develop/administer appropriate quality control structures to serve as a foundation for having their partners perform audit services properly.
Furthermore, the "Standard on Quality Control for Audits" were formulated for audit and attestation services in 2005, but the services requiring development of quality control as part of firm's operation control structure are not limited to audit and attestation services but encompass all of audit firm's operations. Consequently, audit firms need to comply with professional ethics in their services other than audit and attestation services as well.

In association with the "Quality Control Standards for Audits," the International Standard on Quality Management (ISQM) 1 (ISQM1: Quality Management for Firms that Perform Audits or Reviews of

Financial Statements, or Other Assurance or Related Services Engagements), which is an international quality management standard, and other standards were newly established or revised. Accordingly, the Audit Standard Committee of the Business Accounting Council commenced deliberations in February 2021, and a written opinion on the revision of the Quality Control Standards for Audits was compiled at the general meeting of the Council in November 2021. The revised Quality Control Standards for Audits (hereinafter referred to as the "Revised Standards") require individual audit firms to introduce a quality control system based on a risk-based approach, under which they should

a. set their own quality objectives,
b. distinguish quality risks that hinder the achievement of such quality goals and assess them one by one,
c. determine policies or procedures for dealing with those assessed quality risks and implement them, and
d. make improvements based on the root cause analysis of defects, if any.

Additionally, the Revised Standards state that the quality control system should include the following as component elements:

a. Process to assess risks of the audit firm;
b. Governance and leadership;
c. Professional ethics and independence;
d. Conclusion and renewal of audit engagements;
e. Implementation of services;
f. Resources for operational management of the audit firm;
g. Information and communication;
h. Monitoring of the quality control system and improvement process; and
i. Succession among audit firms.

Furthermore, the Revised Standards newly require the top officer in charge of an audit firm's quality control system to evaluate the system at least once a year by setting a base date and draw a conclusion as to whether the system provides reasonable assurance to the audit firm that the purpose thereof is surely achieved.

The Revised Standards are to be applied to audits of financial statements for a business year or an accounting period starting on or after July 1, 2023 (for audit firms other than large-sized audit firms under the Certified Public Accountants Act, for a business year or an accounting period starting on or after July 1, 2024).

Large-sized and mid-tier audit firms are moving forward with responses to the Revised Standards in parallel with responses to ISQM1 and other standards that began to be applied from December 2022. Large-sized audit firms and some mid-tier audit firms are moving forward with responses in collaboration with global networks. They have completed the development of components of quality control systems based on quality goals and quality risks set by global networks while adding evaluation items according to the Revised Standards' own requirements, and are dry-running toward the application of the Revised Standards.

Furthermore, large-sized audit firms are considering measures to ensure that the quality control system they have developed continues to permeate the workplace even after the application of the Revised Standards and does not lose substance. These measures include implementing measures to improve the quality control system based on the root cause analysis conducted in periodic inspections, and having persons in charge of quality control conduct self-assessments of the quality control system and review the risks of the quality control system in a timely manner.

According to the collection of reports from 55 small and medium-sized audit firms in PY2022, approximately 90% of these firms have started consideration of applying the Revised Standards gathering information provided by the JICPA's training programs or publicly available information. On the other hand, approximately 10% of these firms have not started making concrete preparations.

3. Number of Audit firms

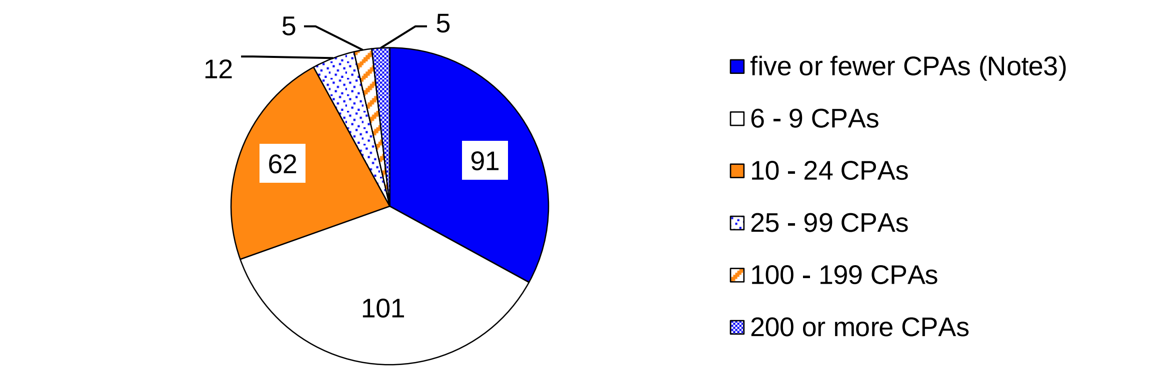
The number of audit firms has been on an upward trend in recent years. As of March 31, 2023, there were 280 firms, and 9 firms disappeared as a result of dissolution or merger and 13 were established in the period April 2022-March 2023, ending up with a net increase by 4 firms (Figure I-2-4) year on year. See "4. Mergers of Audit Firms" (page 18) for details on mergers from FY2018 onwards.

Figure I-2-4: Change in the number of audit firms (unit: firms)

(Note 1) The number of audit firms as of the end of March 2021 is adjusted based on the data obtained after publishing the 2021 Monitoring Report.
(Note 2) The number of limited liability audit firms as of the end of March 2023 was 45.
(Source) Prepared by the CPAAOB based on data (e.g. survey of numbers of members) from the JICPA and reports of individual audit firms. The list of limited liability audit firms is published on the FSA website.

Classification by the number of full-time CPAs belonging to each audit firm reveals that firms with fewer than 25 CPAs make up over 90% of the total (Figure I-2-5).

Figure I-2-5: Number of audit firms by scale in terms of full-time CPAs (FY2021; unit: firms)



(Note 1) The number of full-time CPAs is the total of partners who are CPAs and full-time staff who are CPAs.
(Note 2) Data on 276 audit firms was collected from operational reports submitted by these firms in FY2021
(Note 3) An audit firm where the number of partners who are CPAs drops to four or fewer should be dissolved, but six months is granted as suspended term as stipulated in the CPA Act.

4. Mergers of Audit Firms

There have been 9 mergers of audit firms since FY2018 (Figure I-2-6). The main reasons for the mergers were to reinforce management infrastructure and to expand business.

Figure I-2-6: Audit firms involved in mergers from FY2017 (March 31, 2022)

FY	Surviving firm	Disappearing firm
2018	Grant Thornton Taiyo LLC	Yusei Audit & Co.
	Toho Audit Corporation	Aoyagi Accounting Office
2019	Sohken Audit Corporation (Sohken Nichiei Audit Corporation)	Nichiei Audit Corporation
2020	Ark LLC	Kinki Daiichi Audit Corporation
	Nishi-Nihon Audit Corporation (Kowa Audit Corporation)	Hibiya Audit Corporation
2021	Yasaka Kaikeisha Audit Corporation	Keihin Audit Corporation
2022	Kyoritsu Audit Corporation (Kyoritsu-Shinmei Audit Corporation)	Shinmei Audit Corporation
	Moore Shisei Audit Corporation (Moore Mirai Audit Corporation)	Kisaragi Audit Corporation
	SKIP Audit Corporation	Godai Audit Corporation

(Note) Names in parentheses show the name of the surviving firm as of March 31, 2023.
(Source) Prepared by the CPAAOB from materials made publicly available by audit firms

Reports collected from mid-tier audit firms (five firms) in PY2022 showed that four of them considered mergers as an option for their future business strategies.
The collection of reports from small and midsize audit firms (involving 42 firms) in the same program year found that roughly 35% of them were either considering mergers in specific terms or were willing to consider mergers if they find a promising merger partner.

5. Financial Condition (Operating Revenue, Proportion of Audit and Attestation Services and Non-audit and Attestation Services)

Audit firms offer not only audit and attestation services but – non-audit services such as assurance services other than audit and attestation services and financial advisory services (support for initial public offerings, introduction of IFRS, organizational realignment and so forth). Operating revenues over the five years until FY2022 (FY2021 in the case of small and medium-sized audit firms) showed an uptrend all at large-sized, mid-tier and small and medium-sized audit firms.

Revenues from audit and attestation services roughly accounted for 70% of operating revenues at large-sized audit firms, while the ratio was about 95% and 90% respectively at mid-tier and small and medium-sized audit firms (Figure I-2-7). For audit firm groups' operating revenues, see "III. Operation of Audit Firms, A. Operations Management System, 9. Domestic Audit Firm Groups" (page 85).

Characteristics of audit firms, classified by size, are as follows:

a. Large-sized audit firms

The ratio of audit service and attestation revenues, which has been around 75% for large-sized audit firms as a whole. Seeing the ratio of each large-sized audit firm, the ratio has ranged between 60% and 85% at three of the four firms, but at the remaining firm it has hovered at around 50%.The ratio of audit service and attestation revenues for large-sized audit firms combined slightly decreased compared to the previous fiscal year due to the increase in revenues of non-audit services such as financial advisory service.

Large-sized audit firms operate certain extent of non-audit services based on their organizational policy that performing non-audit services provides their personnel with opportunities to acquire a wide variety of business experiences to grow, a broad range of experiences and knowledge through non-audit services serves to enhance audit quality, and non-audit service is effective for attracting talent.

b. Mid-tier audit firms

Audit and attestation service revenues have been rising at all firms, and the ratio of them in operating revenues has mostly maintained a level over 90%.

As mid-tier audit firms' business is centered on audit and attestation services, they provide non-audit services that are considered useful when conducted together with audit and attestation services or only within a limited range based on their individual circumstances, including available staff members.

There was a wide variation in revenues between mid-tier audit firms, and the gap may change depending on future developments, such as mergers.

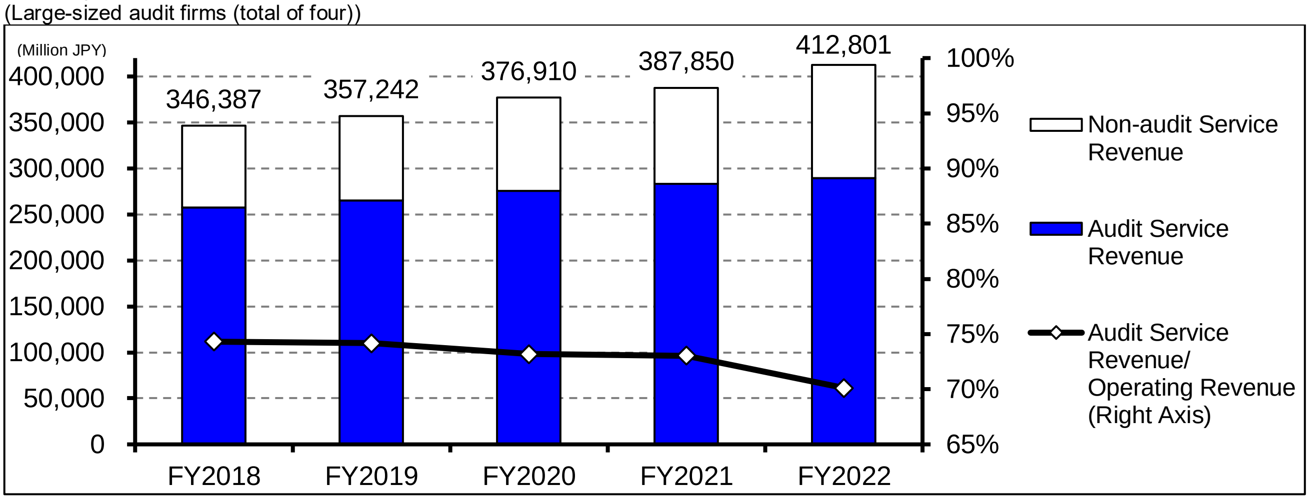
c. Small and medium-sized audit firms

The ratio of audit and attestation service revenues has been around 90%.

The operating revenues of small and medium-sized audit firms are moderate on the whole, but some of the largest firms in this category are expanding their business through newly concluding audit engagements with companies for which mainly large-sized audit firms had cancelled audit engagements. For changes in accounting auditors, see "III. Operation of Audit Firms, E. Acceptance of New Audit Engagements and Changes of Accounting Auditors" (page 97).

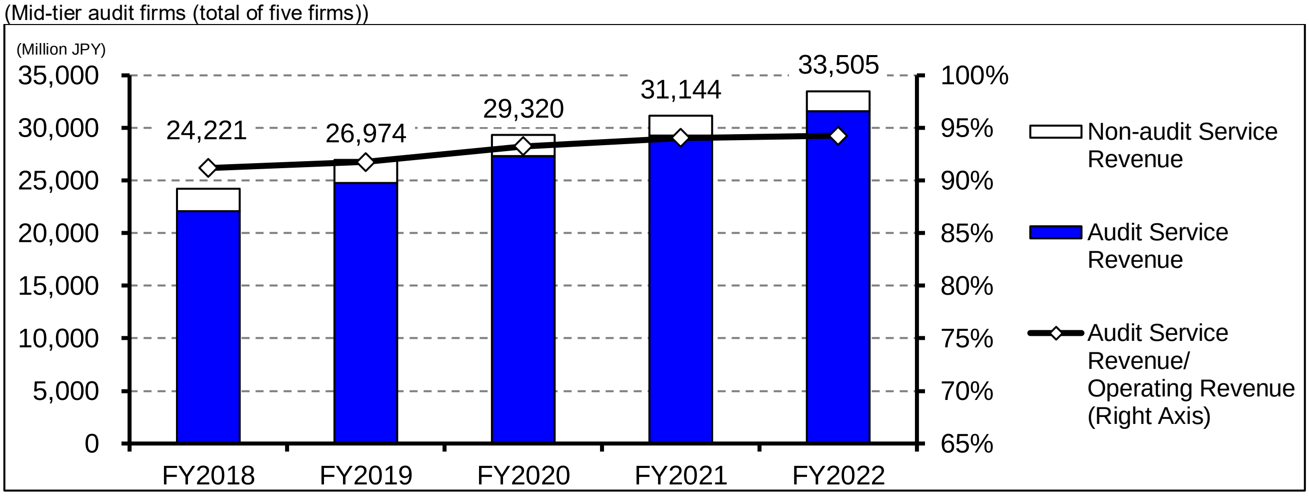
Figure I-2-7: Operating revenues, breakdowns of operating revenues, and proportions of audit and attestation service revenues to total operating revenues

(Large-sized audit firms (total of four))



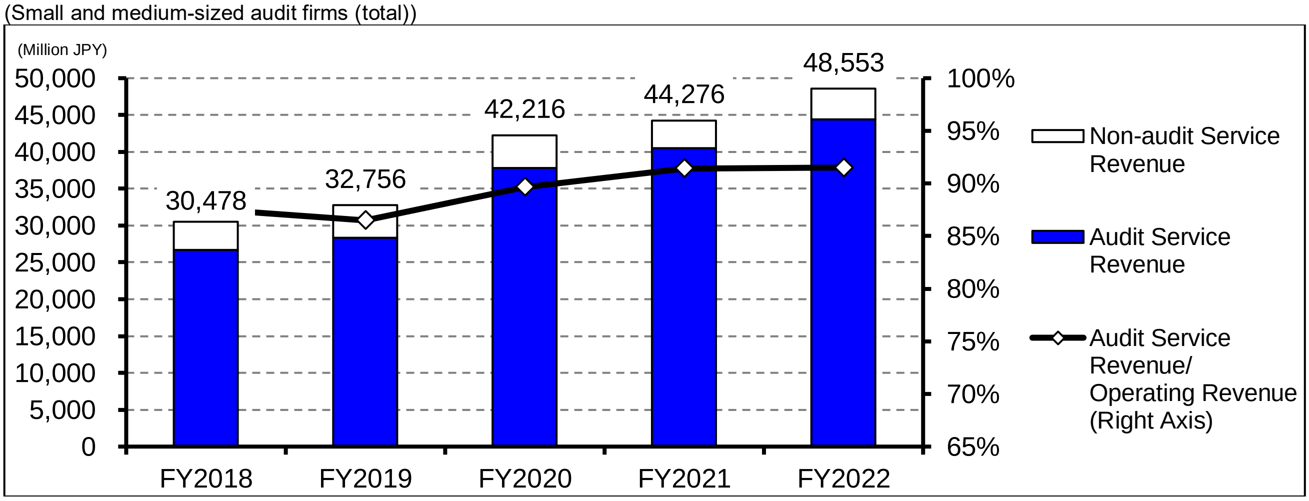
(Note) In FY2017, one audit firm changed its fiscal year-end, so calculations are based on eight-month figures. As a result, FY2017 operating revenues are calculated by extrapolating eight-month operating revenues to one-year periods (by multiplying figures by 12 months/8 months) for the audit firm that changed its fiscal year-end.

(Mid-tier audit firms (total of five firms))



(Note) In FY2016 one firm changed its fiscal year-end, closed its books after a 15-month fiscal year, and did not submit its report within the program year. As a result, when aggregating the figures, operating revenues of this firm for FY2017 represent 15 months' worth of operating revenues.

(Small and medium-sized audit firms (total))



(Note 1) As fiscal year-end varies widely among small and medium-size audit firms, their results in FY2022 have yet to be tallied. This report therefore covers their results through FY2021 (from April 2021 through March 2022). The number of small and medium-sized audit firms differs each fiscal year. For FY2021, the results of 253 firms were tallied.

(Note 2) Audit and attestation service revenues greatly increased as a whole because of a steep rise at a firm.

(Source) Prepared by the CPAAOB based on operational reports submitted by audit firms.

C. Audited Companies

Audit and attestation services differ by content and status due to statutory audits mandated by different regulations and audited companies' business scale, etc.

1. Types of Audit and Attestation Services

As previously noted (see "B. Audit Firms" (page 13)), audit and attestation services include statutory audits, which are based on such laws as the FIEA, the Companies Act, the Act on Subsidies for Private Schools, and the Labor Union Act and non-statutory audits whose objectives and content are decided by the parties involved. The types of audit and attestation services provided by audit firms are shown below (Figure I-3-1).

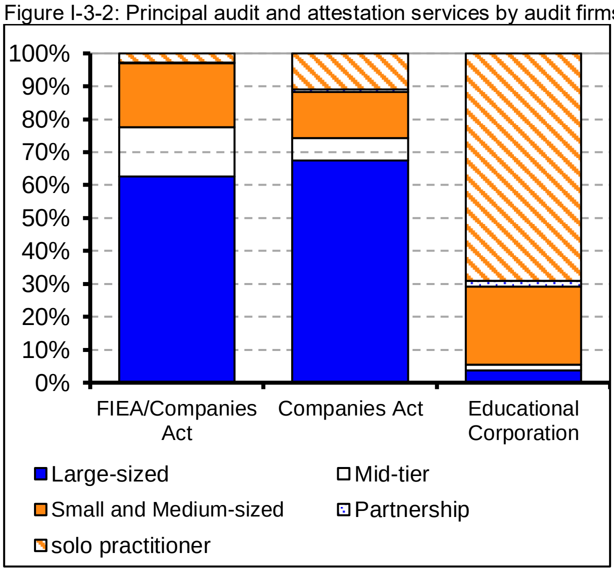
Figure I-3-1: Types of audit and attestation services by audit firm

Type	Statutory audits						Non-statutory audits	Total
	FIEA / Companies Act	FIEA	Companies Act	Act on Subsidies for Private Schools	Labor Union Act	Other		
Number of companies	4,091	300	5,430	1,561	414	3,856	5,521	21,713
Percentage	19.3	1.4	25.7	7.4	2.0	18.2	26.0	100.0

(Note 1) The number of audited companies has been aggregated from operational reports submitted by audit firms in FY2021
(Note 2) "FIEA/Companies Act" denotes operations where audit and attestation under both the FIEA and Companies Act are required, while "FIEA" and "Companies Act" denote operations where audit and attestation under the respective act only is required.

Audit firms, partnerships and solo practitioners are the entities that provide audit and attestation services. Looking at the entities providing audit and attestation services, about 60~70% of FIEA/Companies Act audits and Companies Act audits are conducted by large-sized audit firms, while about 70% of educational corporation audits are conducted by solo practitioners (Figure I-3-2).

Figure I-3-2: Principal audit and attestation services by audit firms' types (unit for bottom graph: companies)



Type		FIEA/Companies Act	Companies Act	Educational Corporation
Audit firms		4,065	5,431	1,472
(Breakdown)	Large-sized	(2,638)	(4,157)	(186)
	Mid-tier	(623)	(412)	(89)
	Small and medium-sized	(814)	(862)	(1,197)
Partnership		16	49	85
Solo practitioner		113	679	3,491

(Note 1) Data was aggregated from audits conducted from the term ended April 2021 to the term ended March 2022. The figures do not match with the figures in Figure I-3-1 because the collection period is different.
(Note 2) The figures in the column "FIEA/Companies Act" include services requiring audit and attestation only under the FIEA, in addition to services requiring audit and attestation under the FIEA and the Companies Act.
(Source) Prepared by the CPAAOB based on data from the JICPA

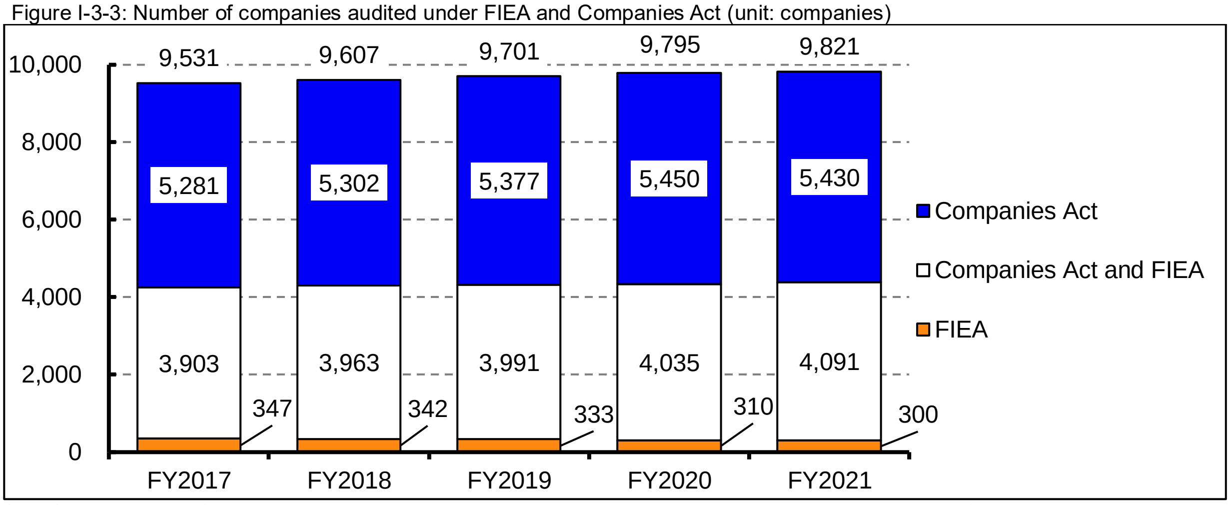
2. FIEA and Companies Act Audits

The results of analysis of audited companies etc. and listed companies that are subject to statutory audits under the FIEA and the Companies Act are as follows:

a. Number of companies audited under the FIEA and the Companies Act and share by scale of audit firm

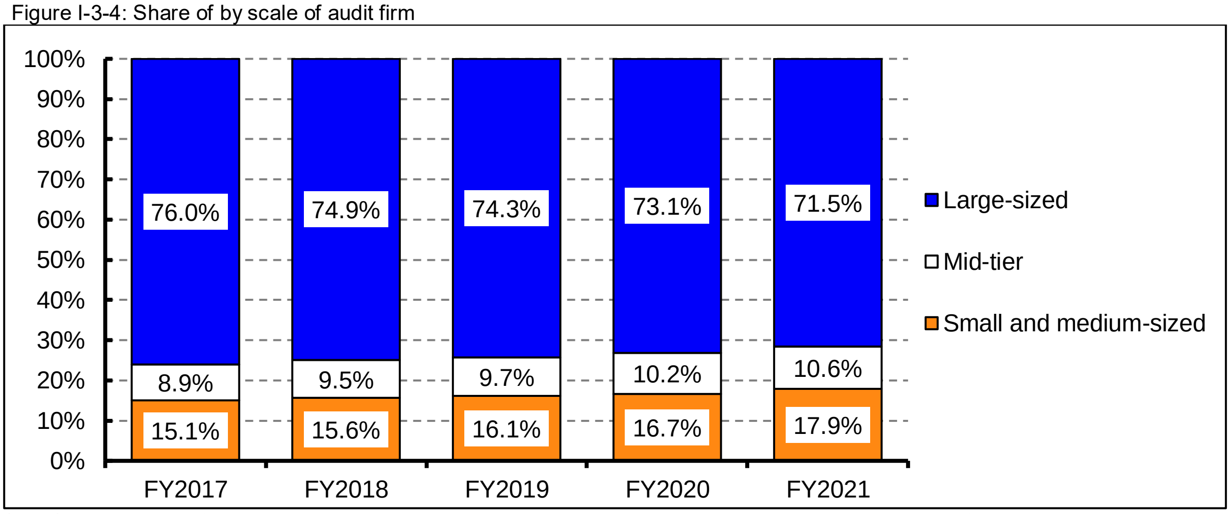
There has been no significant change in the number of companies audited under the FIEA or the Companies Act (Figure I-3-3). With regard to share by scale of audit firm, large-sized audit firms' share has been going down, mid-tier and small and medium-sized audit firms' share have been going up annually (Figure I-3-4).

Figure I-3-3: Number of companies audited under FIEA and Companies Act (unit: companies)



(Note) The number of audited companies is compiled based on operational reports submitted by audit firms.

Figure I-3-4: Share of by scale of audit firm



(Note) The number of audited companies is compiled based on operational reports submitted by audit firms.

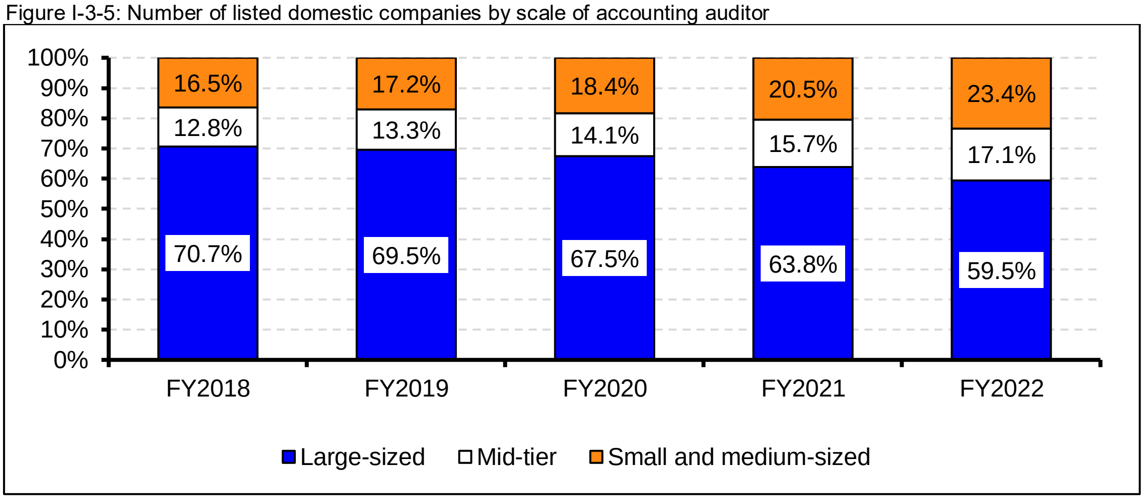
b. Share of listed domestic companies by scale of audit firms

Audits at about 60% of listed domestic companies are conducted by large-sized audit firms, but in terms of market capitalization, large-sized audit firms have about 90% share and this trend has been persisting for many years. This is because listed domestic companies with large market capitalizations conduct operations on a large scale, and their operations are complex as well as international by nature. As a result, their audits require a large number of audit personnel and various specialist capabilities, which likely makes it difficult for firms other than large-sized audit firms to handle their audits (Figures I-3-5 and I-3-6).

At the end of FY2022, there were 3,897 domestic listed companies, and 2,317 of them were audited by large-sized audit firms, 668 of them were audited by mid-tier audit firms, and 912 were audited by small and medium-sized audit firms. Meanwhile, the market capitalization of domestic listed companies was 751,091.6 billion yen, of which large-sized audit firms handled 676,685.2 billion yen, mid-tier audit firms handled 44,113.1 billion yen, and small and medium-sized audit firms handled 30,293.3 billion yen.

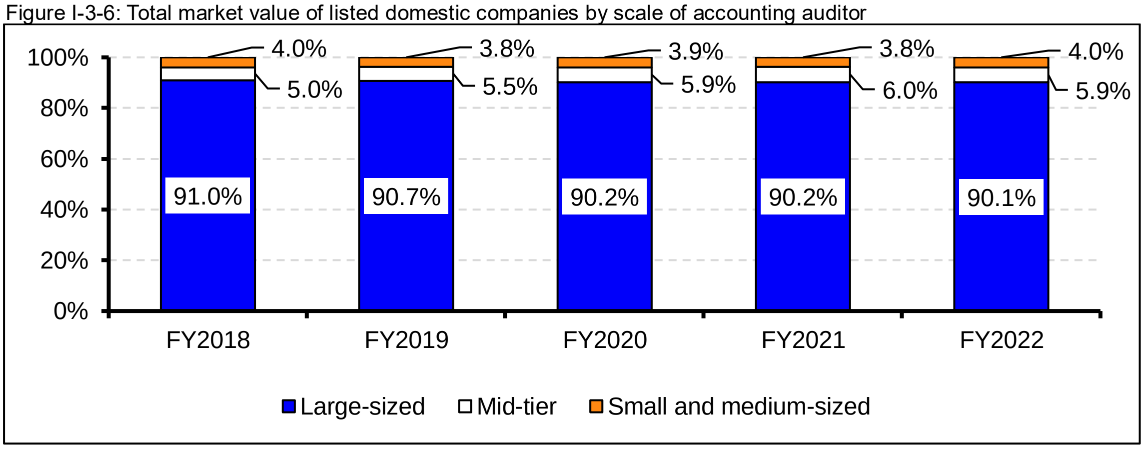
Among the top 20 companies in terms of market capitalization at the end of FY2022 (accounting for about 27% of total market capitalization), 18 companies were audited by large-sized audit firms.

Figure I-3-5: Number of listed domestic companies by scale of accounting auditor



(Source) Prepared by the CPAAOB based on data from Quick and exchanges

Figure I-3-6: Total market value of listed domestic companies by scale of accounting auditor

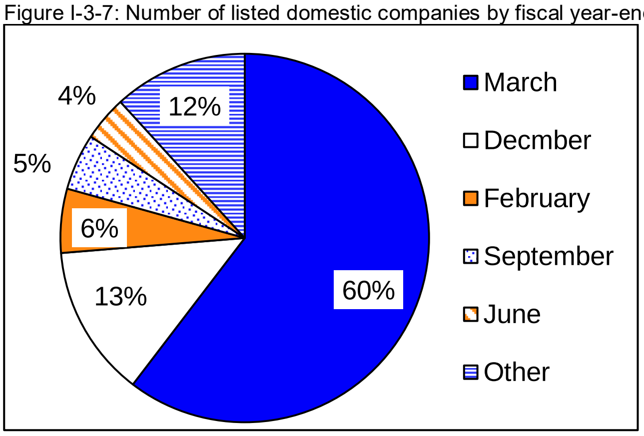


(Source) Prepared by the CPAAOB based on data from Quick and exchanges

c. Number of listed domestic companies and total market value by fiscal year-end

60% of listed domestic companies close their books at the end of March, and that they account for 79% of the total market capitalization. This fact explains why audit operations are heavily concentrated in specific periods (Figures I-3-7 and I-3-8).

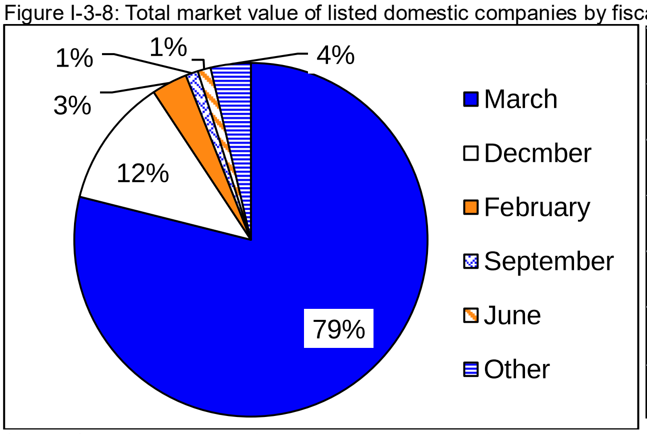
Figure I-3-7: Number of listed domestic companies by fiscal year-end (March 31, 2023) (unit: companies)



March	2,353
December	519
February	219
September	193
June	154
Other	459
Total	3,897

(Source) Prepared by the CPAAOB based on data from QUICK and exchanges

Figure I-3-8: Total market value of listed domestic companies by fiscal year-end (March 31, 2023) (unit: hundred million JPY)



March	5,927,183
December	887,092
February	245,922
September	85,549
June	89,143
Other	276,025
Total	7,510,916

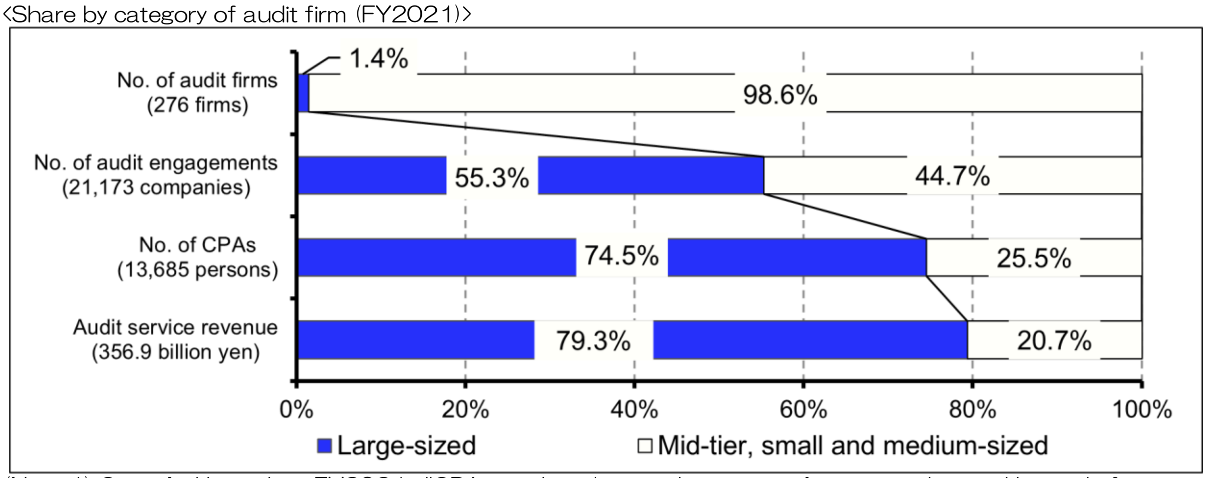
(Source) Prepared by the CPAAOB based on data from QUICK and exchanges

■Concentration at Large-sized Audit Firms■

Among the 276 audit firms as of the end of FY2021, large-sized audit firms accounted for a large portion of the number of audit and attestation engagements, the number of CPAs and audit and attestation service revenues.

The share of large-sized audit firms in the number of audit and attestation engagements, audit service revenues and other categories has been on the decline in recent years as a result of operations management related to the continuation of their audit service contracts. See "III. Operation of Audit Firms, E. Acceptance of New Audit Engagements and Changes of Accounting Auditors" (page 97).

<Share by category of audit firm (FY2021)>



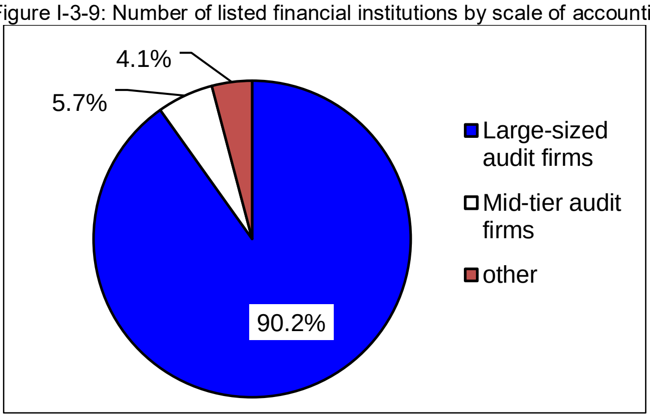
(Note 1) Compiled based on FY2021 JICPA member data and operational reports submitted by audit firms

3. Audits of Financial Institutions

90% of listed financial institutions (122 companies) were audited by large-sized audit firms, and in terms of market capitalization, large-sized audit firms handled 99%. So compared with all domestic listed companies, large-sized audit firms' share presented a further increase (Figures I-3-9 and I-3-10). For information about domestic listed firms as a whole, see 2. FIEA and Companies Act Audits (page 22).

Large-sized audit firms are pursuing initiatives to enable them to cope with accounting and audit practices that are designed to the listed financial institutions. These include establishing organizational and audit structures specifically for the financial sector and providing education/training to audit practitioners.

Figure I-3-9: Number of listed financial institutions by scale of accounting auditor (As of March 31, 2023)

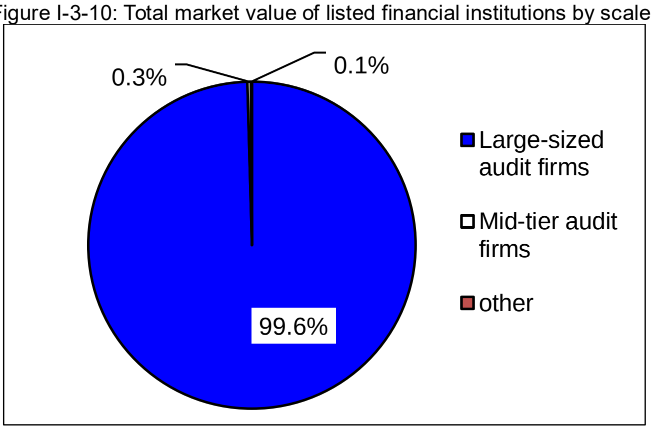


(unit: companies)

Large-sized audit firms	110
Mid-tier audit firms	7
Small and medium-sized audit firms, partnerships and solo practitioners	5
Total	122

(Source) Prepared by the CPAAOB based on data from QUICK and exchanges

Figure I-3-10: Total market value of listed financial institutions by scale of accounting auditor (As of March 31, 2023)



(unit: hundred million JPY)

Large-sized audit firms	568,038
Mid-tier audit firms	1,955
Small and medium-sized audit firms, partnerships and solo practitioners	590
Total	570,584

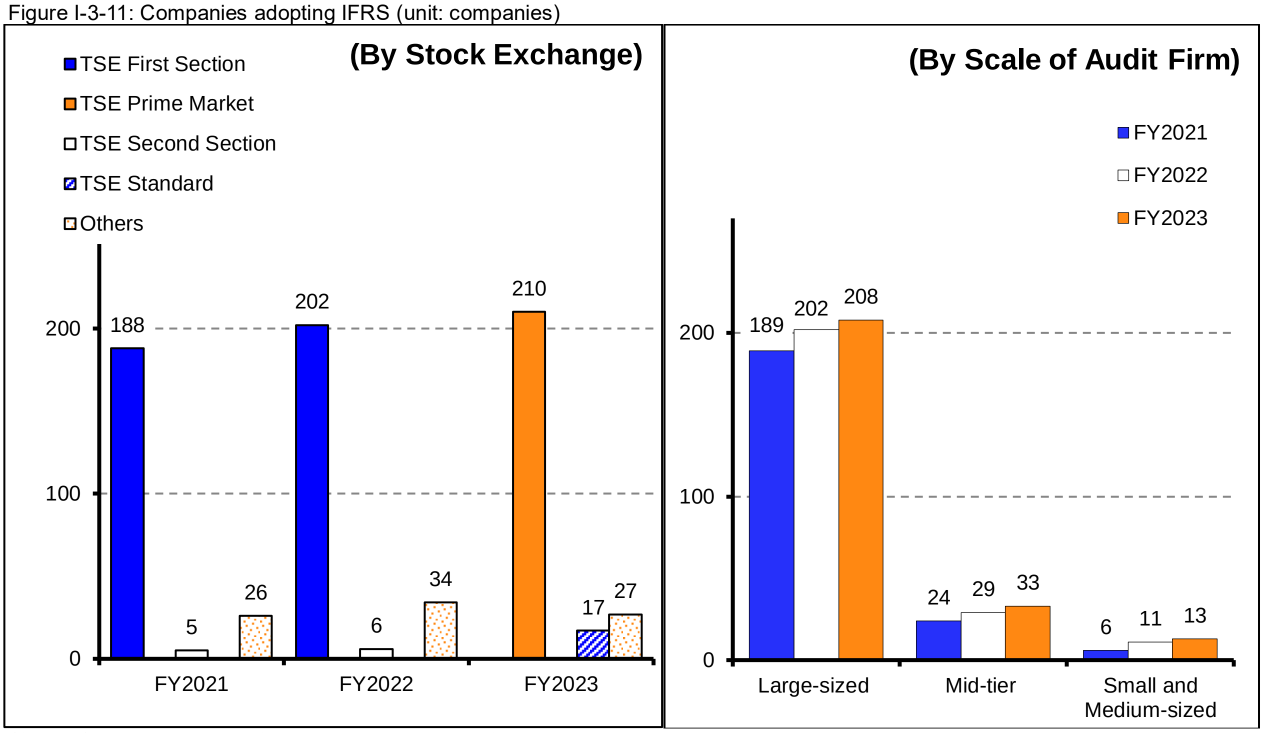
(Source) Prepared by the CPAAOB based on data from QUICK and exchanges

4. Companies Adopting IFRS

The following figures show the listing markets for companies that have adopted IFRS and the scale of the accounting auditors for these companies as of the end of March 2023 (Figures I-3-11).

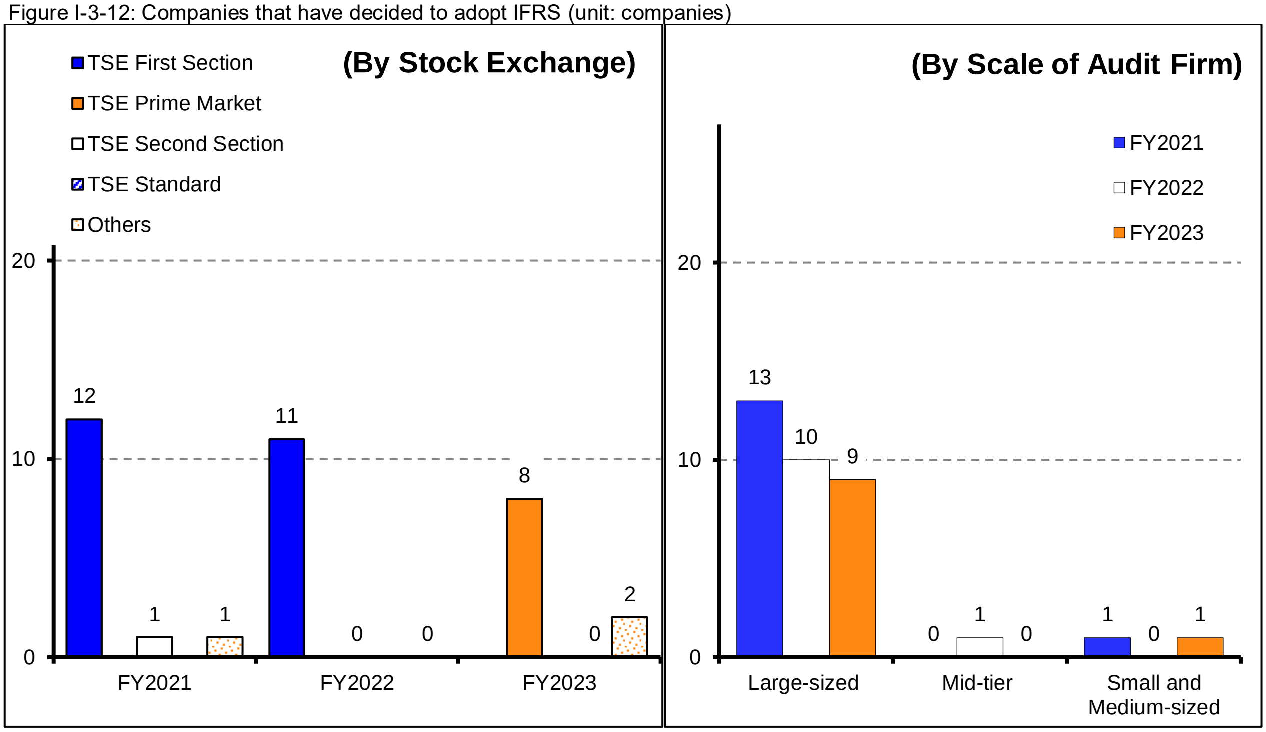
The majority of companies that have adopted IFRS are listed on the Prime Section of the Tokyo Stock Exchange, and many of them operate internationally. Audit contracts are concentrated in large-sized audit firms which collaborate with large global networks. A similar situation is seen with companies that have decided to adopt IFRS (companies in which the business execution organ has decided to adopt IFRS and has publicly disclosed this) (Figure I-3-12).

Figure I-3-11: Companies adopting IFRS (unit: companies)



(Source) Prepared by the CPAAOB based on data from exchanges

Figure I-3-12: Companies that have decided to adopt IFRS (unit: companies)



(Source) Prepared by the CPAAOB based on data from exchanges

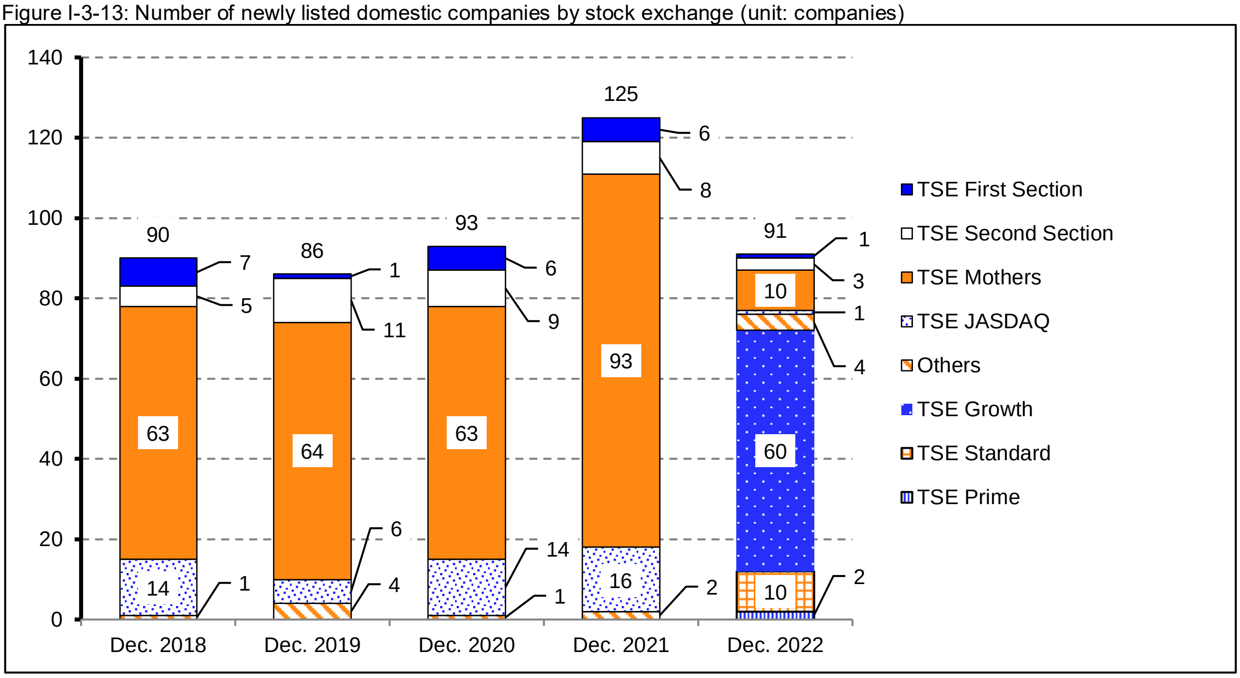
5. Audits of Initial Public Offerings

The number of IPOs (excluding listings on the Tokyo Pro Market) for the period from January 2022 to December 2022 (hereinafter referred to as the "year through December 2022") came to 91.Altough the number has decreased from the previous year when 125 IPOs occurred due to the favorable domestic stock price, it remains at the same level in recent years. Listings on the Tokyo Stock Exchange's Mothers and Growth market were particularly large in number (Figure I-3-13).

Seeing shares by size of audit firms, large-sized audit firms maintain a large share (Figure I-3-14). However, the shares held by each of the large-sized audit firms have changed, which likely reflects changes in the business operation policies and IPO operations embedded in each firm. For information about the policies, organizational structures, etc. of audit firms regarding the acceptance of IPO audit engagements, see III. Operation of Audit Firms, A. Operations Management System, 4. Organizational Structure for Providing Audit Services (page 67).

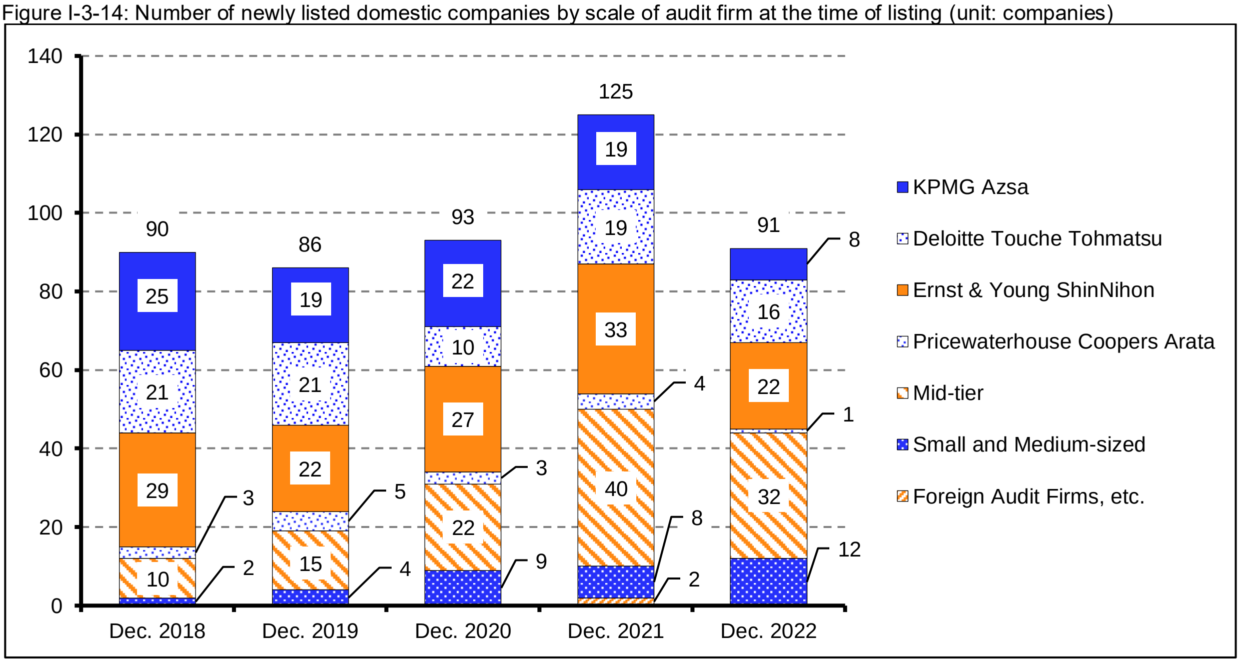
The share of large-sized audit firms was 52% in the year through December 2022. While the share of med-tier and small and medium-sized audit firms showed an uptrend.

Figure I-3-13: Number of newly listed domestic companies by stock exchange (unit: companies)



(Source) Prepared by the CPAAOB based on data from exchanges

Figure I-3-14: Number of newly listed domestic companies by scale of audit firm at the time of listing (unit: companies)

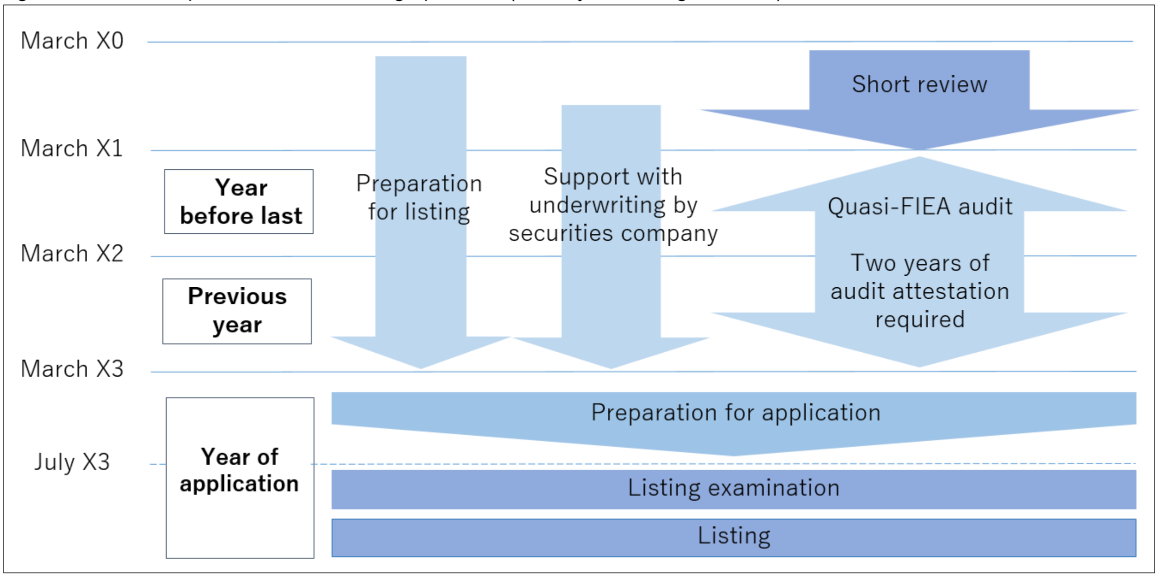


(Source) Prepared by the CPAAOB based on data from exchanges

Most audit firms regard the acceptance of IPO audit engagements as a part of their mission of audit firms since assisting with IPOs contributes not only to companies' growth but also to socioeconomic development.

However, IPO audits often entail a relatively high audit risk, such as vulnerable internal control structure of the audited company, and there were cases where improper accounting had already been practiced by the time of IPO. Accordingly, before accepting IPO audit engagements, many audit firms follow their policies requiring more rigorous risk assessments than normal audit engagements.

Figure I-3-15: Example of schedule leading up to IPO (Fiscal year ending in March)



(Source) Prepared by the CPAAOB

■IPO support services■

Article 192-2, paragraph of the FIEA stipulate that for listing, a company needs to have its financial statements audited for the two years prior to the year in which it will be listed (application year), (below, this type of audit is described as "quasi-FIEA audit"). Furthermore, before concluding a quasi-FIEA audit contract, a short review is conducted so as to identify and resolve issues ahead of listing. This is the typical workflow when preparing for listing. Companies often ask CPAs and audit firms for support with conducting the short review and resolving issues, and CPAs and audit firms accept these engagements as non-audit work. The IPO-related support services that CPAs and audit firms provide as non-audit work include the following:

- Short reviews
- Support with establishing management structures
- Support with establishing internal control structures
- Support with speeding up bookclosing procedures
- Support with preparing listing application documentation

II. The CPAAOB monitoring

II. The CPAAOB monitoring

A. Overview of System and Situation with Implementation

1. Legal Position of the CPAAOB

The CPAAOB is an administrative body[3] serving as a council that was established in April 2004 in accordance with Article 35-1 of the CPA Act and Article 6-2 of the Act for Establishment of the Financial Services Agency. It comprises a chairperson and a maximum of nine members (who serve three-year terms). Although the members are part time, one full-time member can be appointed.

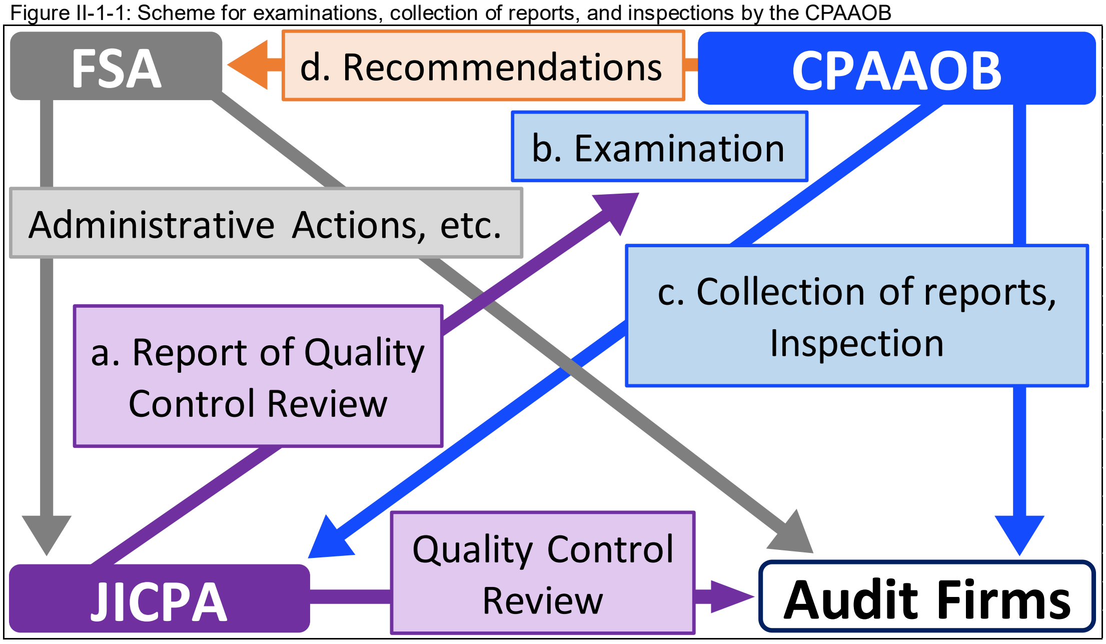
The CPAAOB receives and examines reports concerning quality control reviews by the JICPA, collects reports from and conducts inspections of the JICPA and audit firms etc. Based on the results of inspections etc., the CPAAOB recommends administrative actions or other measures to the FSA Commissioner when necessary.

2. Overview of Examinations, Collection of Reports, and Inspections by the CPAAOB

Figure II-1-1 shows the relationship between examinations, collection of reports, and inspections by the CPAAOB on the one hand, and the JICPA quality control reviews, the FSA's administrative actions, etc. on the other.

Based on the JICPA quality control review reports (a), the CPAAOB assesses whether the JICPA has carried out the quality control reviews properly and whether the audit firms have properly performed its audit services (b), and collects reports from the JICPA, audit firms, etc. and conducts on-site inspections when deemed necessary (c). If it finds it to be necessary as results of inspections, the CPAAOB recommends administrative actions or other measures to the FSA Commissioner (d).

Figure II-1-1: Scheme for examinations, collection of reports, and inspections by the CPAAOB



[3] Appointed by the Prime Minister with the consent of both houses of the Diet from persons with an understanding of and insight concerning matters relating to CPAs

3. Report of JICPA Quality Control Review

The JICPA is an organization of CPAs in Japan established in accordance with Article 43 of the CPA Act. To maintain the integrity of its member CPAs and audit firms and improve/promote audit and attestation services, the JICPA guides, connects, supervises its members and performs administrative tasks pertaining to the registration of CPAs and specified partners and the registration of auditors of .listed companies.

The quality control reviews are conducted by the JICPA to maintain/improve suitable qualitative standards for audit services and to ensure public trust in audits. More specifically, the JIPCA reviews the administration of audit engagements conducted by audit firms, reports results to the audit firms and, when necessary, recommends improvements and monitors the status of improvements[4].

Quality control reviews were introduced by the JICPA in FY1999 as self-regulations, and in 2003 a revision to the CPA Act made it mandatory for the JICPA to conduct reviews of the administration of audit and attestation services by audit firms and report its findings of these reviews to the CPAAOB.

The JICPA regularly submits to the CPAAOB monthly and annual reports and updates the status of quality control review as needed. The specific information reported is as follows:

a. Review plan
b. Details on any deficiencies observed during reviews and the audit firms' perspectives
c. "Quality Control Review Reports" and "Recommendation for Improvement Reports" provided by the JICPA to audit firms based on review findings
d. Specific measures based on review findings (warnings, severe warnings, recommendation to withdraw from audit engagements)
e. "Remediation plan" prepared by the audit firm and submitted to the JICPA

Quality control reviews evaluate the audit firms' quality control systems by means of the extent to which the systems have made progress as well as how effective the systems have been in place. Specifically, they confirm whether their quality control systems (all policies and procedures for quality control pertaining to audit, including quality control procedures relevant to audit engagements) have been suitably and sufficiently developed in compliance with quality control standards[5], and whether these quality control systems are operating effectively.

Domestic Quality Control Standards and Quality Control Standards Statements were revised in response to the revision of international quality control standards, and the JICPA is now responsible for confirming the design and operation of audit quality systems, including risk assessment systems implemented by audit firms, such as setting audit quality objectives, recognition, evaluation, and handling of quality risks.

In addition, quality control reviews comprise regular reviews, which are conducted on the overall quality

[4] For details concerning quality control reviews, see the JICPA website and the annual report from the Quality Control Committee.
[5] The Public Accountant Act and other laws and regulations, auditing criteria, correspondence criteria for addressing fraud risks in auditing, quality control criteria related to auditing, the JICPA's rules and regulations, and so forth.

control of an audit firm, and special reviews on quality control related to the audit firm's specific sector or audit service.

As a result of the revision of the CPA Act in May 2022, the "Registration System for Auditors of Listed Companies" was introduced as a legal registration system (effective from April 2023). As a result, the JICPA is responsible for "confirmation of the eligibility" of auditors of listed companies. For confirming the eligibility of newly applying audit firms, JICPA established "review for the examination of registration "as a sort of quality control reviews .In the process of conducting quality control reviews, the JICPA checks whether auditors of listed companies fulfill their obligations for system development set forth in the Ordinance for Enforcement of the CPA Act. With regard to the system for publishing the evaluation results of the status of quality control of services, if such publication has not been conducted, or if the published matters are significantly different from the actual situation, the JICPA will consider revoking or rejecting the registration, And if an extremely significant deficiency or a significant deficiency is found as a result of a quality control review, and a recommendation to decline is made, the auditor is subject to examination for revocation of registration.

In addition, to improve its quality control review system, the JICPA plans to increase reviewers over three years, and to enhance reviewers' qualities and knowledge, which are necessary for examining audit firms' operation management system including information disclosure system, through educational program for reviewers. It will also take effort to recruit and cultivate sufficient reviewers through formulating reviewers' career plan.

In FY2022, there was a total of 37 reviewers (as of August 1, 2022) who conducted regular reviews of 92 audit firms.

4. Examination

a. Overview

The CPAAOB receives quality control review reports from the JICPA, and then reviews the reports to examine the appropriateness of these quality control reviews and audit services performed by the audit firms. More specifically, the CPAAOB confirms the context of quality control reviews and the instruction to audit firms on necessary remediation measures, and analyses the findings of quality control reviews as well as the details of remediation plans submitted to the JICPA. In addition to considering the need for inspection and collecting reports in light of the outcomes of the analysis, the CPAAOB engages in exchanges of opinions with the JICPA concerning matters such as the effectiveness of quality control reviews. Still, the CPAAOB also utilizes information from the relevant FSA departments, relevant organizations, etc. on the occasion of the examination.

b. State of implementation of examinations and results

The CPAAOB examined quality control reviews conducted in FY2022 by the JICPA in PY2022 and an overview of the review was given below.

i. FY2022 quality control reviews

Conclusions of quality control reviews, conducted on 92 audit firms in FY2022, were approved for 90 of them by June 30, 2023. Specifically, no significant deficiencies were confirmed at 84 audit firms, while significant deficiencies were observed at one audit firms, and extremely significant deficiencies were observed at four audit firms. In addition, one audit firm received disclaimer of conclusion, and improvements were recommended to all audit firms (Figure II-1-2).

Figure II-1-2: FY2022 quality control reviews (unit: audit firms)

Classification	Reviewed parties	Conclusions				Recommendations for improvement	
		Conclusion finding no significant deficiencies	Conclusion finding significant deficiencies	Conclusion finding extremely significant deficiencies	Disclaimer of conclusion	Yes	No
Audit firms	59	57	1	0	1	59	0
Partnerships	3	3	0	0	0	3	0
Solo practitioners	28	24	0	4	0	28	0
Total	90	84	1	4	1	90	0

(Note 1) Conclusion finding significant deficiencies is declared when there is significant concern about serious compliance violations of standards as well as laws and regulations applicable to an audit firm as a professional expert in the development and management of its quality control system.

(Note 2) Conclusion finding extremely significant deficiencies is declared when there is significant concern about extremely serious compliance violations of standards as well as laws and regulations applicable to an audit firm as a professional expert in the development and management of its quality control system.

(Note 3) Even if declaration finding no significant deficiencies is declared to an audit office, a recommendation for improvement is issued where an issue worthy of a recommendation for improvement is observed.

(Note 4) As the conclusion for one of the 2 audit firms reviewed had yet to be made as of June 30, 2023, it was not included in the state above.

(Reference) Prepared by the CPAAOB based on data from the JICPA.

ii. Examination of FY2022 quality control reviews

The following examinations and analysis were conducted on quality control review reports from the JICPA to verify the appropriateness of its reviews.

・Examination and confirmation of the policies for FY2022 quality control reviews, efforts for improvement, and improvements in each review operation.

・Identification of significant deficiencies or extremely significant deficiencies as a result of quality control reviews of audit firms and analysis of items and contents of specific deficiencies pointed out amid quality control reviews

・Analysis of specific deficiencies pointed out in quality control review reports and instruction for improvements to examine whether the JICPA has effectively prompted audit firms for fulfillment

As a result of the above-mentioned examinations, the following were found in quality control reviews in FY2022

・To ensure that issues pointed out with specific audit engagements are not cast aside as marginal documentation problems (presentation errors in audit papers) but as based on the reality of deficiencies, measures, such as revising review procedures and providing training to reviewers, have been taken. As a result, the ratio of documentation deficiencies to total deficiencies is decreasing.

・In order to strengthen the risk-based approach, the JICPA conducted the following:

(i) understand audit firms' operation control structures; and

(ii) made review plans while taking into account the results of past quality control reviews and risk assessments performed at the selection stage of audit engagements; after the commencement of reviews, furthermore, flexibly extend the review period and increase reviewers depending on the change of the situation (hereinafter referred to as "flexible review").

As a result, issues pointed out with individual audit engagements have increased, while in some matters such as quality control structures, outcomes could not be confirmed,

The JICPA will further deepen understanding of audit firms' operation management structures and will continue efforts to conduct flexible review. The CPAAOB will continuously check the effectiveness of quality control reviews.

As a feature of the FY2022 quality control review, issues pointed out about audit of accounting estimates increased from the previous year.

5. Collection of Reports

a. Overview

The CPAAOB may collect reports from the JICPA or audit firms when necessary. To ensure and enhance audit quality at all audit firms in Japan with limited inspection resources at its disposal, it is necessary that the CPAAOB continually understands challenges that audit firms are facing with effective use of collection of reports. In this view and the perspective of promoting audit firms to develop proper operation management system and quality control system (hereafter “operation management system etc.,” the CPAAOB wield collection reports regarding the status of development and implementation of operation management system etc.(including the status of implementing measures of improvement) in audit firms considering their scale and characteristics, the results of the CPAAOB inspections and JICPA's quality control reviews, and so on.

i. Collection reports for large-sized and mid-tier audit firms

In the case of large-sized audit firms and mid-tier audit firms, the CPAAOB periodically analyze quantitative and qualitative information concerning their operation management system etc. so as to contribute to further effective inspection. Particularly, it collects information related to the status of development and implementation pf operation management system etc. under effective governance and efficiently functioning management (including the efforts to optimize operations such as developing audit methods utilizing digital technology and the efforts to develop and secure human resources) .It also understands the measures regarding cybersecurity.

Further, it utilizes the information through the collection reports to perform comparative analysis of audit firms and to identify sector-wide issues, etc.

With regard to large-sized audit firms, follow-up inspections are conducted for the purpose of verifying the status of improvements in the program year following regular inspections. However, there are some cases where such verifications are conducted through collection of reports instead of follow-up inspections. （For details, see 6. Inspections b. State of implementation of inspections i. Recent conduct of inspections (page 40)）.

ii. Collection of reports from small and medium-sized audit firm, partnership and solo practitioner

In the case of small and medium-sized audit firm, partnership and solo practitioner, the CPAAOB selects firms partly based on the results of quality control reviews. It then gather s and analyzes information about measures taken to address issues pointed out amid quality control reviews, their operations management system, their quality control system, and so on. Furthermore, in many cases, as small and medium-sized audit firms are especially influenced by the leadership of top management, it understands top management's awareness towards the current status of audit quality and efforts for improvement. And it conducts hearings as necessary.

iii. Collection reports for small and medium-sized audit firm, partnership and solo practitioner (follow-up after notification of inspection results)

With regard to problems notified as results of inspections to small and medium-sized audit firm, partnership and solo practitioner, the CPAAOB understands the progress of improvement through collecting reports and facilitates audit firms' voluntary improvements after a set period of time. It also conducts hearings as needed.

iv. Collection reports for audit firms in need of particularly immediate remediation

As a result of inspection, where the overall rating of the firm's business administration is "Unsatisfactory and in need of immediate remediation in operations management system, etc. (Overall rating 4)," the CPAAOB wields collection reports at the time of the notification of the inspection results, and prompt the firms to make improvements (for information about overall ratings, see "7. Notification of Inspection Results" (page 42)).

b. Implementation

i. Collection of reports from large-sized audit firms and mid-tier audit firms

In PY2022, the CPAAOB collected reports from all large-sized audit firms and mid-tier audit firms in order to review their operations management system, etc. including items such as their response to revisions to quality control standards, the impact of COVID-19 and the situation in Ukraine, their process of acceptance and termination of audit engagements, assurance engagements related to non-financial information. Furthermore, it analyzed the information through the collection of reports and utilized the analysis results to ensure effective and efficient inspection, and also conducted inter-firm fact-finding of operations management system etc. at large-sized audit firms and mid-tier audit firms.

It also verified the efforts to remedy deficiencies found in regular inspections at two large-sized audit firms through collecting reports instead of conducting follow-up inspection.

ii. Collection of reports from small and medium-sized audit firms, partnership and solo practitioner

In PY2022, reports were collected from 55 small and medium-sized audit firms (mainly from those subject to quality control reviews in PY2021) chosen on the basis of results of the reviews. The reports contained items related to recommendations for improvement issued by quality control review , matters related to business management (organizations and manpower, arrangement and implementation of training, etc.), matters related to the global network of audit firms, the impact of and responses to COVID-19 infections, key audit matters (KAMs), status of responses to the revision of quality control standards, status of assurance service related to non-financial information and so forth.

Of the 55 firms, 9 firms (those deemed to have concerns about operating management systems according to their reports, etc.) were subjected to face-to-face or online hearings. Inspectors participated in hearings to certain firms to enable in-depth discussion.

At the hearing, we have intensively heard about the development of quality control systems including responses to review findings, top management's management policy, organizations and human resources, responses to the revision of audit system, and so forth, while conveying the CPAAOB's awareness of problems, to promote the establishment of quality control that can ensure proper audit services.

Results of hearings will be used as important reference information in future examination, inspection and so forth.

iii. Collection of reports from small and medium-sized audit firms etc. (follow-up after notification of inspection results)

In PY2022, among small and medium-sized audit firms etc. that had been notified of inspection results by the CPAAOB in past program years, the CPAAOB collected reports from one audit firm for which about one year had passed since the notification in order to confirm the improvements that had been made to address the findings notified as the inspection results.

iv. Collection of reports from audit firms in need of particularly urgent remediation

In PY2022, three firms assessed as "unsatisfactory and in need of immediate remediation" continually reported the status of their improvements. Also, two firms assessed as "unsatisfactory and in need of immediate remediation" as results of inspections conducted in PY2022 submitted their reports simultaneously with the notification of inspection results.

These firms include:

・ those in which the implementation of audit services is unsatisfactory and there are many deficiencies in the audit of specific companies listed in Japan,

- those in which integrated organizational management is not implemented and the development and implementation of organized operations management system are unsatisfactory,
- those in which an organizational culture to place emphasis on the quality of audit services has yet to be fostered and the development and implementation of quality control system are unsatisfactory,
- those in which leadership towards improving audit quality is not demonstrated and awareness of maintaining and improving audit quality is weak across the organization,
- those in which organizational culture that promotes actively providing opinions and proposals by broad range of partners has not been sufficiently developed because of their belief that decisions concerning the business operations of the firm can be made only through discussions among certain partners.

6. Inspections

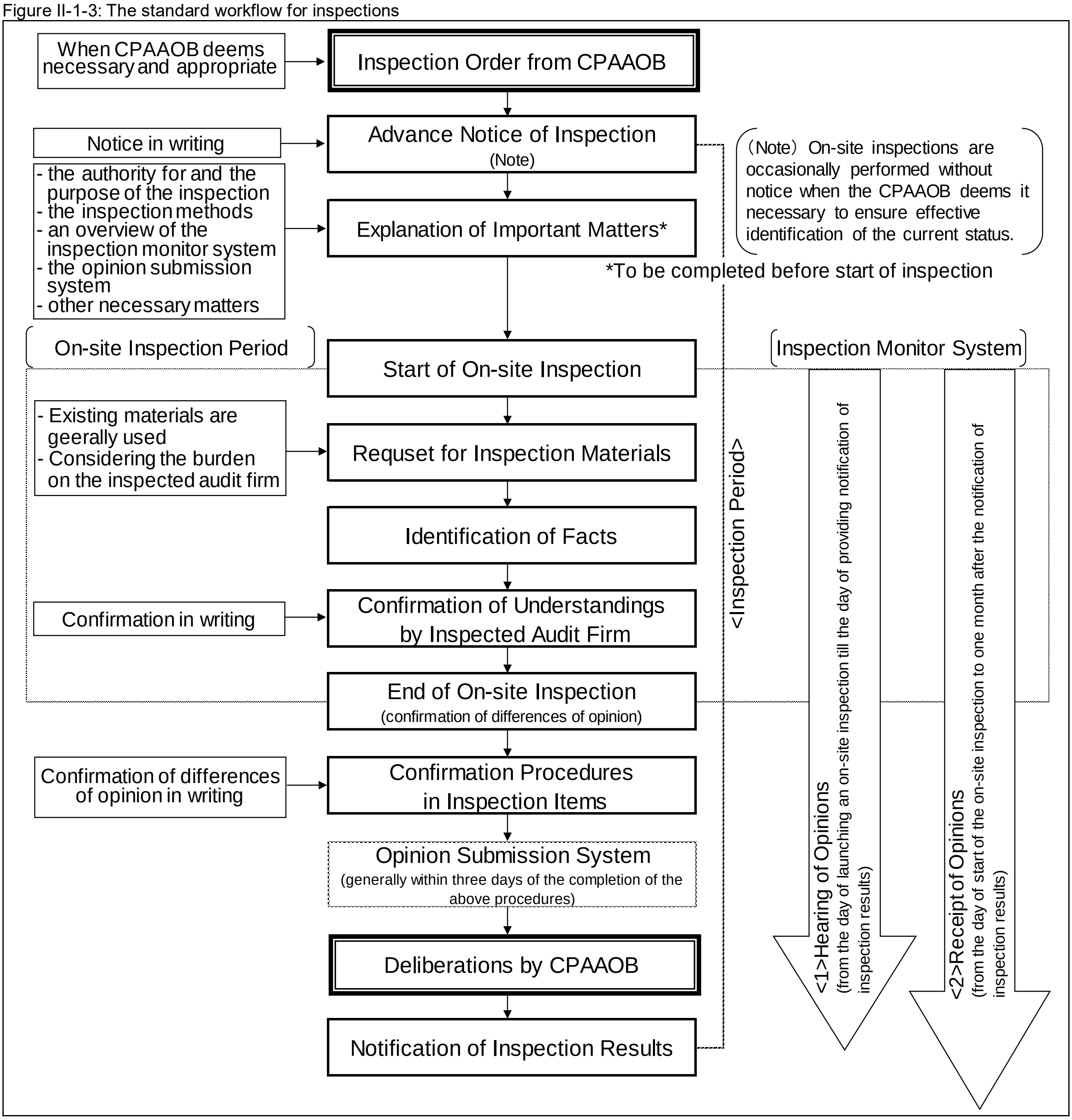
a. Overview

When deemed necessary and appropriate for the public interest or the protection of investors as the result of 4. or 5. above, the CPAAOB inspects audit firms (Article 49-3-2 of the CPA Act). Furthermore, when deemed necessary for ensuring the proper administration of the JICPA, the CPAAOB also inspects the JICPA (Article 46-12-1 of the CPA Act).

Basic matters concerning the CPAAOB's inspections, procedures for inspections, the handling of inspection results, etc. are prescribed in the "Basic Guidelines on Inspections Conducted by the Certified Public Accountants and Auditing Oversight Board" (lately revised in April 2022).

The standard workflow on inspections for audit firms in accordance with the Basic Guidelines is depicted below (Figure II-1-3).

Figure II-1-3: The standard workflow for inspections



The following is an explanation of the main components of the standard workflow:

i. Inspection order from the CPAAOB

The CPAAOB issues an order to inspectors to inspect an audit firm.

ii. Explanation of important matters

Before the on-site inspection, the inspectors explain to the responsible person at the audit firm the authority for and the purpose of the inspection, the inspection methods, an overview of the inspection monitor system and the opinion submission system, and other necessary matters.

iii. On-site inspection

Generally, the inspectors visit the audit firm and inspect its operations management system, quality control system, and audit engagements. The audit engagements inspected are selected based on the size of the audit firm, the key points of the basic plan on monitoring, and the audited company's audit risks.

Inspectors examine whether the audit firm's procedures on quality control comply with regulations, auditing standards and quality control policies established by the audit firm through the inspection of books, records and other materials and interviews of the audit firm's executives and staff.

Furthermore, inspectors obtain confirmation of facts and background information (findings) identified during the inspection in writing from the responsible person at the audit firm.

iv. Confirmation procedures on inspection items

After the on-site inspection, the CPAAOB communicates to the audit firm any problems discovered during the inspection, solicits the views of the audit firm on these problems, and confirms with the audit firm matters whether there are any discrepancies of opinion between the CPAAOB and the audit firm.

v. Opinion submission system

If there is a chasm of opinion, the audit firm may submit its opinion to Secretary-General of Executive Bureau in writing, usually within a three-day period (excluding weekends and public holidays) from the day on which the procedures for confirmation of inspection items were completed. Furthermore, if it receives a request from the audit firm to extend the submission period, the CPAAOB considers extending the submission period by up to two days.

If an opinion is submitted by an audit firm, a person designated by the head of the Planning, Management and CPA Examination Division (hereinafter "the CPA Examination Division"), of the CPAAOB Executive Bureau or the head of the CPA Examination Division, review the opinion and facts concerned, compile the results of the review and submit them to the Board of the CPAAOB.

The results, if approved by the Board of the CPAAOB, is conveyed to the audit firm through the head of the CPA Examination Division

vi. Inspection monitor system

The CPAAOB accepts opinions from audit firms about inspectors' inspection methods and so forth to grasp the CPAAOB's inspections and help ensure that they are conducted properly and efficiently.

Inspection monitoring is conducted by "asking for opinions" and "receiving opinions," and the head of the CPA Examination Division takes action, when necessary, such as giving instructions to inspectors.

b. State of implementation of inspections

i. Recent conduct of inspections

The frequency of inspections differs depending on the size of the audit firm.

The CPAAOB conducts regular inspections of large-sized audit firms once every two years and, since PY2016, has run follow-up inspections designed to verify improvements in the program year following the regular inspection. As to follow-up inspections, there are some cases in which remediation measures are examined through collection of reports in place of follow-up inspections.

Inspections of mid-tier audit firms are generally conducted once every three years.

Inspections of small and medium-sized audit firms are conducted as necessary, in light of deficiencies pointed out in quality control reviews.

Details of the inspections conducted during the past five years are presented below (Figures II-1-4 and II-1-5).

Figure II-1-4: State of implementation of inspections in the past five years (based on commencement of inspections)(unit: audit firms)

Fiscal/PY	2018 (Note 2)	2019 (Note 2)	2020 (Note 2)	2021 (Note 2)	2022 (Note 2)
Large-sized audit firms	4(2)	4(2)	4(2)	4(2)	2
Mid-tier audit firms	1	2	2	1	2
Small and medium-sized audit firms, partnerships and solo practitioners	5(1)	3	4	4	5
Foreign audit firms, etc. (Note 2)	0	1	0	0	1
Total	10(3)	10(2)	10(2)	9(2)	10

(Note 1) Figures in parentheses are the number of follow-up inspections.
(Note 2) See "B. Foreign Audit Firms" (page 47 for information on foreign audit firms etc.
(Source) Prepared by the CPAAOB based on results of inspections by the CPAAOB

Figure II-1-5: Number of inspections, inspectors, inspection periods and number of audit engagements

	Large-sized audit firms	Mid-tier audit firms	Small and medium-sized audit firms
Number of inspections(case)	10	6	11
Average number of inspectors(headcount)	9.1	7.8	6.2
Average inspection period(calendar days)	209.2	144.0	136.9
Average number of inspected audit engagements (companies)	6.2	5.0	3.3

(Note 1): Inspections conducted and completed in the five years from PY2018 through PY2022 are covered. Inspections of foreign audit firms and others, follow-up inspections, cases involving the submission of opinions and cases recommended to the Commissioner of the FSA were excluded because they involved procedures different from those of normal inspections.
(Note 2) Inspection period means the period (calendar day basis) between the date on which notice of the inspection was made (in the case of inspections with no advance notice; the date on which the on-site inspection started) and the date on which notification of the inspection results was issued.
(Source) Prepared by the CPAAOB based on the results of inspections

ii. Deficiencies

a. Characteristics of deficiencies identified through inspections of quality control system

Results of the CPAAOB inspections in and after PY2020 were as follows:

Large-sized audit firms tended to shift primal responsibility for quality control from the quality control section at their headquarters to the audit services section, which was closer to the audit sites. The results of recent inspections presented the outstanding issues, such as inadequate cooperation between the quality control section and audit services sections ,need for penetration of improvement measures into audit sites (where auditing services are actually performed), and the verification of effectiveness of such improvement measures, etc. (for information on the organization of large audit firms, see "III. Operation of Audit Firms, A. Operations Management System, 1. Organizational Structure of Audit Firms" (page 53)).

Although mid-tier audit firms made structural improvements to take systematic approaches, they are facing problems amid expansion of operations, such as the need to strengthen the functions of the headquarters, and to verify the penetration of quality control measures into audit sites and their effectiveness. In addition, the management team, including a top, lacked the adequate awareness of the need to ensure and enhance quality control and to work together with the quality control section.

It was found that small and medium-sized audit firms etc. lack understanding of the levels of quality control and auditing procedures required by the existing auditing standards, or do not fully understand the means and the depth of analysis concerning causes of deficiencies pointed out in quality control review, etc., which is necessary for preventing an occurrence of similar deficiencies. In addition, there were firms that were not fully capable of auditing the listed companies with high risk.

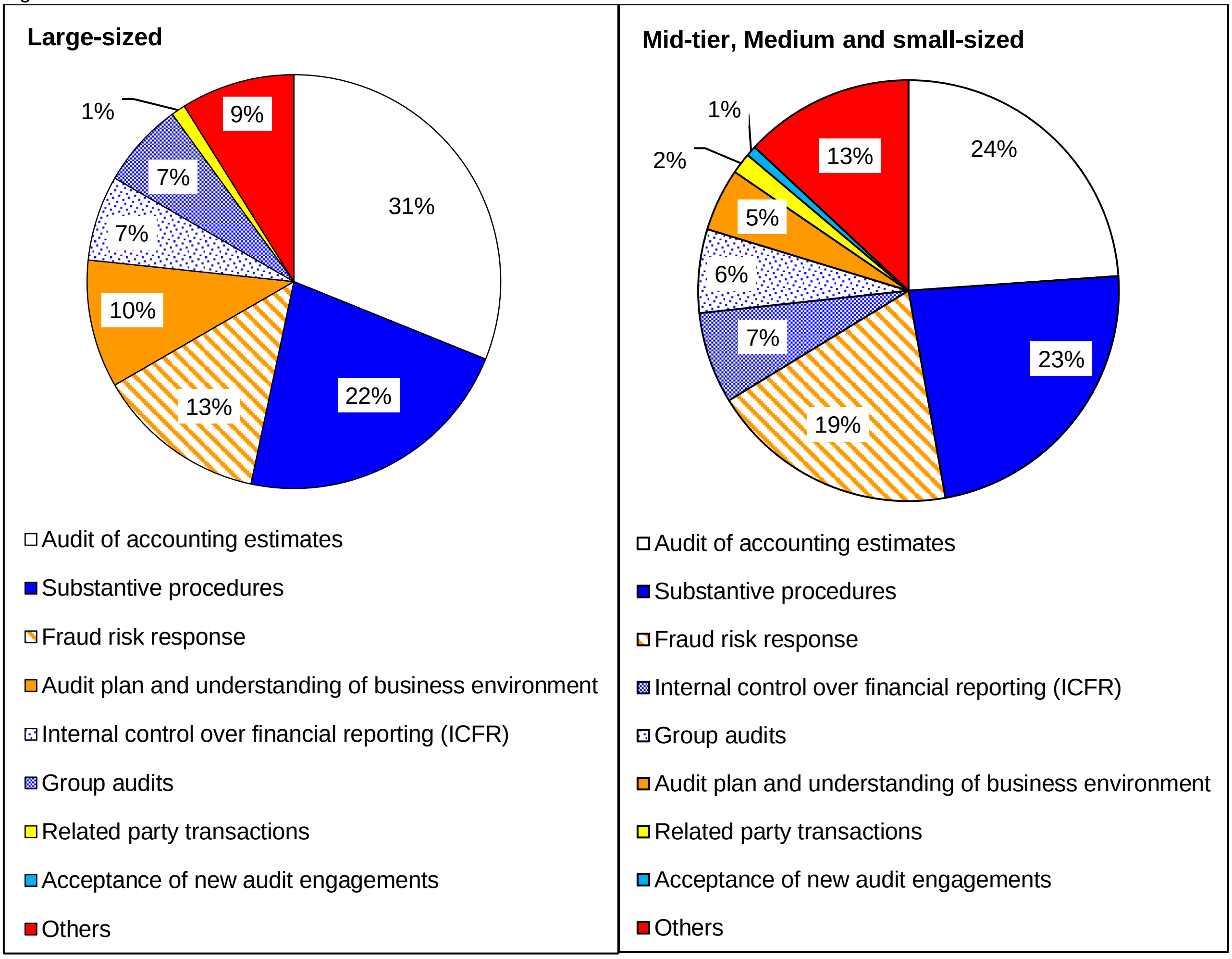
b. Characteristics of deficiencies identified through inspections of audit engagements

Deficiencies identified through inspections of audit engagements from PY2020 to PY2022 can be classified in line with the ASCS structure as follows (Figure II-1-6).

Regardless of the size of audit firms, deficiencies related to the audit of accounting estimates were the most common, followed by deficiencies in substantive procedures (audit procedures, such as analytical verification procedures and detailed tests that were conducted with regard to transaction types, account balances, and footnotes to address the risk of material misstatements). In addition, deficiencies concerning dealing with fraud risk were continually found. The CPAAOB therefore performed inspections with a focus on such deficiencies.

The CPAAOB encourages inspected audit firms to take their initiatives in improving their operation, by analyzing the causes of the deficiencies identified in the inspections and sharing them through dialogue with the inspected audit firms. You can see the Case Report from Audit Firm Inspection Results for detailed information about examples of deficiencies identified during the inspections and their causes.

Figure II-1-6: Deficiencies in PY2020-22



(Note) Classifications of deficiencies noted at seven (total number of inspections) large-sized audit firms, four mid-tier audit firms, and 13 small and medium-sized audit firms

(Source) Prepared by the CPAAOB based on the results of inspections by the CPAAOB

7. Notification of Inspection Results

a. Inspection results notification

The responsible person at the audit firm is notified of the inspection results in writing (inspection results notification).

The current inspection results notification contains the information shown in Figure II-1-7[6].

Figure II-1-7: Items included in inspection results notification

1. Key points
2. Inspection viewpoints
3. Measures against deficiencies developed by the inspected audit firm to ensure the proper execution of services with the aim of maintaining and improving quality control (quality control environment)
4. Conduct of audit services (audit engagements)

[6] As Overall ratings will not be given for ad hoc inspections or follow-up inspections of large-sized audit firms, the inspection results notifications in those cases differ from the ones of regular inspections

a. “Key points” section

Among the sections in an inspection results notification, the “Key points” section elaborates deficiencies identified during the CPAAOB inspections that are regarded as significant. It comprises three subsections (operations management system, quality control system and audit engagements) and confers an overall rating according to the status of these subsections.

The overall rating of the operation of services at the inspected audit firm is presented at the beginning of the “Key points” section of the inspection results notification, as shown in Figure II-1-8.

Figure II-1-8: Example of key points

1. Key points As a result of our inspection of your audit firm and within the scope of our inspection, we discovered the operation of your firm is ・・・(one of five overall rating grades). (1) Operations management system …(presents problems with its governance and operation of services) (2) Quality control system …(presents deficiencies in the system of quality control) (3) audit engagements …(presents deficiencies in audit services)

The CPAAOB has included overall ratings of audit firms’ operation of services in the inspection results notification since the inspections commenced in PY2016. The aims are to accurately convey the CPAAOB’s assessment to audit firms and to ensure proper understanding of their level of quality control among audit and supervisory board members etc. of audited companies, to whom the inspection results notification is provided.

b. Overall rating grades

The overall rating takes the form of one of the following five grades and is based on the assessment results of audit firms' operations management system, quality control system and audit engagements. Each grade is assessed with the following descriptions.

"Satisfactory" (Overall rating: 1)

The description is used when the operation of services is deemed satisfactory, e.g., there are almost no deficiencies in the operations management system, quality control management and audit engagements.

"Generally Satisfactory with minor deficiencies" (Overall rating: 2)

The description is used when the operation of services is deemed satisfactory on the whole though there are problems that need to be fixed, e.g., there are no significant deficiencies despite the presence of some deficiencies in the operations management system, quality control management or audit engagements.

"Unsatisfactory due to presence of significant deficiencies that need to be fixed" (Overall rating: 3)

The description is used when the operation of services is deemed unsatisfactory, e.g., there are significant deficiencies in the operations management system, quality control management or audit engagements that need to be fixed.

"Unsatisfactory and in need of immediate remediation in operations management system, etc." (Overall rating: 4)

The description is used when the operation of services is deemed unsatisfactory and in need of immediate remediation.

"Extremely unsatisfactory" (Overall rating: 5)

The description is used when significant deficiencies are identified in the quality control system and audit engagements, and voluntary remediation by the audit firm cannot be expected.

In the case of an audit firm rated as "unsatisfactory and in need of immediate remediation (overall rating 4)," the CPAAOB collects a report at the time of the notification of inspection results and encourages the firm to promptly make improvements (for more details, see "5. Collection of Reports" (page 34). In the case of an audit firm rated as "extremely unsatisfactory (overall rating: 5)," the CPAAOB make recommendations concerning administrative actions and other measures to the Commissioner of the FSA.

c. Distribution of overall ratings

The distribution of overall ratings for regular inspections launched and completed between PY2016 and PY2022 is shown below (Figure II-1-9).

No audit firms were qualified as "Satisfactory (overall rating: 1)," the highest grade in the overall rating scheme. All audit firms, therefore, were rated as "Generally satisfactory with minor deficiencies (overall rating: 2)" or lower based on the assessment of their operations management system, quality control and audit engagements.

Many small and medium-sized audit firms, partnerships and solo practitioners had overall ratings lower than those of large-sized and medium-tier audit firms. This is because the CPAAOB mainly selects small and medium-sized audit firms for the inspection based on recommendations in quality control reviews, etc. - their quality control environment needs to be confirmed immediately. At small and medium-sized audit firms with low overall ratings, there was insufficient awareness of quality control among the top management. In addition, partners and staff members lacked an awareness of recent environmental changes pertaining to accounting and auditing and did not understand adequate levels required by the current audit standards.

Figure II-1-9: Overall ratings for inspections in PYs 2016/2022 (based on commencement of inspections) (unit: audit firms)

Overall rating	Large-sized audit firms	Mid-tier audit firms	Small and medium-sized audit firms, partnerships and solo practitioners
Satisfactory" (Overall rating: 1)	-	-	-
Generally satisfactory with minor deficiencies" (Overall rating: 2)	4	-	3
Unsatisfactory due to presence of significant deficiencies that need to be fixed" (Overall rating: 3)	-	4	6
Unsatisfactory and in need of immediate remediation in operations management system, etc." (Overall rating: 4)	-	1	8
Extremely unsatisfactory" (Overall rating: 5)	-	-	10

(Note 1) Totals for audit firms subject to regular inspections that were commenced and completed between PY2016 and PY2022

(Note 2) For audit firms underwent multiple regular inspections in the period under review, overall ratings in the latest inspection are tallied. .

d. Communication of “key points” to audit and supervisory board members etc. of all audited companies

Audit firms are required to communicate the “key points” in their inspection results notifications and the action they are taking in response to them to audit and supervisory board members etc. of all audited companies[7].

In addition, audit firms are required to communicate the details of the deficiencies and the action to them to the audit and supervisory board members etc. of audited companies where their audit engagements were selected for the inspections.

For accurate conveyance of inspection results, the CPAAOB requests audit firms to inform auditors and others at audited companies of “key points,” starting inspection launched in PY2016. Moreover, for the purpose of enabling audit and supervisory board members etc. of audited companies to compare inspection results with those for other audited firms and better understand the business administration levels of audit firms, the CPAAOB has published the above distribution of overall ratings since the 2019 Monitoring Report.

e. Handling of inspection results

An inspected audit firm is required to obtain prior consent from the CPAAOB to disclose[8] inspection results to a third party. In recent years, there has been a large number of requests to the CPAAOB from audit firms for prior consent for the disclosure of inspection results and others as requested by directors at audited companies, auditors and directors (including outside directions) at parent companies of audited firms and potential audited companies (e.g., companies considering which accounting auditors to appoint).

However, an inspected audit firm does not need to obtain the CPAAOB's prior consent if it conveys inspection results to auditors and others at audited companies, mentioned above in d.,

[7] The ASCS requires audit firms to convey in writing to the audit and supervisory board members etc. the details of inspection results notifications and the measures for improvements (ASCS 260, No. 16, A31-2).

[8] Details on disclosing inspection results to third parties are posted on the CPAAOB website.

and presents them to the JICPA based on rules of the JICPA Quality Control Committee's detailed operational rules pertaining to the handling of notification documents for inspection results.
This approach is expected to facilitate communication between auditors and others of audited companies and audit firms through the utilization of inspection results and improve the effectiveness of quality control reviews by the JICPA.

It is desirable that not only audit and supervisory board members etc. of audited companies but also the directors etc. of audited companies and potential audited companies make use of the CPAAOB inspection results etc. in order to confirm the status of establishment and implementation of quality control systems by accounting auditors.

B. Foreign Audit firms

1. System for Foreign Audit Firms

Financial statements which shall be submitted under the FIEA by domestic listed companies must generally require an audit attestation by Japanese CPAs or audit firms. However, if the issuer is a foreign company, its financial statements generally undergo audit attestation by CPAs or audit firms in the home country. Therefore, to avoid duplicate audits, an exception is granted in cases where the issuer company has taken an audit attestation deemed to be equivalent to that prescribed under the FIEA.

With the aim of further enhancing the soundness of Japan’s capital markets, the CPA Act was amended in 2007 to require foreign CPAs and audit firms auditing the financial statements of foreign companies, etc. subject to the FIEA disclosure rules to submit the notification to the FSA Commissioner.

Having submitted the notification to the FSA, the audit firms are regarded as foreign audit firms (Article 1-3(7), Article 34-35 (1) of the CPA Act) and are subject to inspection and supervision by the CPAAOB and the FSA.

Based on the “Approach to Inspections and Supervision of Foreign Audit Firms (published on September 14, 2009), the CPAAOB generally collects reports from foreign audit firms once every three years, most recently having collected from 35 foreign audit firms in 14 countries/regions in PY2021. Based on the results of analysis of the information provided by this collection, the CPAAOB also conducted an inspection of one foreign audit firm each in PY2022.

2. Foreign Audit Firms

Regarding the locations of foreign audit firms that have registered with the FSA, the largest number are based in Europe, with the second largest number being headquartered in the Asia-Pacific region (Figure II-2-1).

The top countries/regions are France, with eight firms, the Cayman Islands, with seven firms, and the U.S., Ireland and Hong Kong, with six firms. Foreign audit firm registrations are published and updated as “Registered Foreign Audit Firms” on the FSA website.

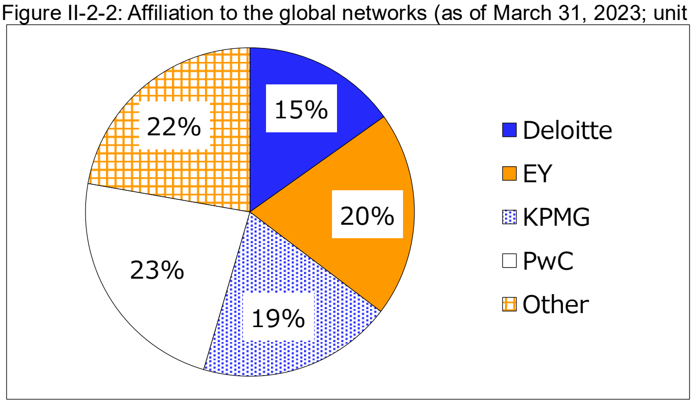
Figure II-2-1: Number of registered foreign audit firms, etc. (as of March 31, 2022)

	Number of countries/regions	Number of foreign audit firms, etc.
Europe	16	58
Asia-Pacific	10	29
North America	2	10
Central/South America	1	1
Middle East	1	1
Total	30	99

(Source) Prepared by the CPAAOB based on information from the FSA website

Out of the foreign audit firms, around 80% is affiliated with one of the Big Four global accounting firms (Figure II-2-2).

Figure II-2-2: Affiliation to the global networks (as of March 31, 2023; unit in right-hand table: Firms)



Big Four global accounting firms	77
Other	22
Total	99

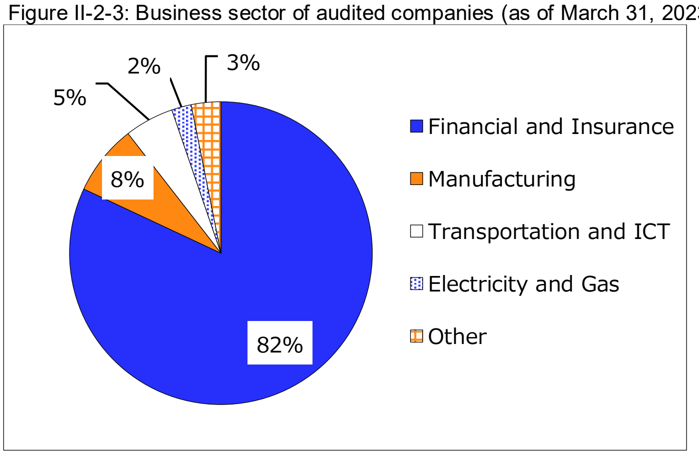
(Note) Compiled the foreign audit firms under the Big Four global

3. Audited Companies

Securities issued by foreign companies that are subject to the FIEA disclosure regulations include not only shares issued by companies listed in Japan, but also bonds issued by foreign companies, beneficiary certificates issued by foreign investment trusts, and foreign investment securities. Among foreign companies currently subject to disclosure rules, most are unlisted funds (foreign investment trusts and foreign investment securities).

Regarding the business sectors of companies audited by foreign audit firms, 82% are classified as finance and insurance, and around 75% of these are unlisted funds (Figure II-2-3).

Figure II-2-3: Business sector of audited companies (as of March 31, 2023; unit in right-hand table: companies)



Finance and Insurance		468(4)
	Unlisted Funds	350
Manufacturing		43(2)
Transportation and ICT		30(-)
Electricity and Gas		12(-)
Other		18(3)
Total		571(9)

(Note) Figures in parentheses are the number of companies (including funds) listed in Japan
(Source) Prepared by the CPAAOB based on information on the FSA website

C. The CPAAOB monitoring Perspectives, Objectives etc. (Basic Policy and Basic Plan)

Since its establishment in April 2004, the CPAAOB has endeavored to reinforce trust that investors place in the capital markets based on its mission to enhance the fairness and transparency of Japanese capital markets by raising the quality and ensuring the reliability of audits by CPAs.

As part of these efforts, the CPAAOB formulates a Basic Policy for Monitoring Audit Firms each term (three years) and a Basic Plan for Monitoring Audit Firms, which is based on the Basic Policy, each program year. In this way, the CPAAOB articulates the objectives and approach for monitoring, priorities for each program year, and so on.

1. Basic Policy for Monitoring Audit Firms

The entire text of the Basic Policy for Monitoring Audit Firms for the CPAAOB's 7th Term (April 2022 – March 2025) is presented on the CPAAOB's website, but monitoring perspectives, objectives, etc. are summarized below:

[Principal Points in the Basic Policy]

In the 7th Term, the CPAAOB will encourage audit firms on a continuous basis to voluntarily ensure and improve the quality of audits and achieve the appropriate management of operations, including the quality control of audits, through effective and efficient monitoring, taking into account rapid changes around audit firms, such as the digitization of the entire society, spread of COVID-19 infections and changes in the international situation, including the Ukraine problem. In particular, the following points will be emphasized in monitoring.

● Confirmation and validation of preparedness for smooth introduction of quality control system and responses to it at audit firms

As the standard on quality control for audits has been revised, audit firms will be required to introduce a quality control system based on the following risk approaches(*):

(1) To set quality objectives
(2) To identify and assess quality risks that will block the achievement of quality objectives
(3) To determine and implement a policy or process of addressing assessed quality risks, and
(4) To make improvements, if any, based on rout causes

The 7th Term of monitoring by the CPAAOB will place emphasis on audit firms' preparedness for the introduction of such a system and responses to it and post-introduction improvement and operation of the system.

(*) The revised quality control standards will become applicable, starting with the auditing of financial statements in the business year or fiscal period that will begin after July 1, 2023 (In the case of audit firms other than large-sized audit firms as defined by the Certified Public Accountants Act, the application will take effect in the business year or fiscal period that will begin after July 1, 2024).

● Securement and improvement of service quality at audit firms that audit listed companies

In auditing listed companies, the replacement of large-sized audit firms with mid-tier or small and medium-sized audit firms continues. The role of mid-tier, small and medium-sized audit firms in auditing listed companies is thus growing.

As a result, in the 7th Term, the CPAAOB will put greater emphasis on the inspection of small and medium-sized audit firms considered in need of immediately ensuring and improving the quality of audits.

2. Basic Plan for Monitoring Audit Firms for Program Year 2023

The full text of the Basic Plan for Monitoring Audit Firms for Program Year 2023 (July 2023 - June 2024) can be found on the CPAAOB website. Monitoring priorities are described below.

[Basic Plan for Monitoring (Non-Inspection Basic Plan)]

a. Examination of JICPA quality control reviews and cooperation with JICPA

The CPAAOB has been encouraging the JICPA to take actions to ensure and improve audit quality through exchanges of opinions and other means. Going forward, the CPAAOB will engage in in-depth discussions with the JICPA to strengthen the quality control review system in light of the fact that quality control reviews will play an even more important role as a means of confirming the eligibility of registered auditors of listed companies.

b. Collection of reports

For large-sized audit firms and mid-tier audit firms, the CPAAOB will periodically collect and analyze quantitative and qualitative information on their operations management systems, from the viewpoint of efficiently conducting inspections.

For small and medium-sized audit firms, the CPAAOB will collect and analyze information as appropriate according to the size and characteristics of the firm, taking into account the results of the JICPA quality control reviews and audit risks associated with listed audited companies. In addition, the CPAAOB will hold hearings on the content of reports as necessary to encourage voluntary efforts to ensure and improve audit quality.

In collecting reports, priority items shall be the status of establishment and operation of a quality control system in compliance with the revised quality control standards, etc. (for large audit firms) or the status of responses to the revised quality control standards, etc. (for non-large audit firms), the status of compliance with the revised ethical rules, the status of introduction and implementation of measures to prevent the occurrence of erroneous statements related to CPA qualifications, etc.

c. Collection and analysis of information regarding audit firms

Through periodic dialogues with executives, including top management, of large-sized and mid-tier audit firms, the CPAAOB will collect information on the latest operations management systems at each audit firm and share awareness of problems. In addition, the CPAAOB will continue to hold dialogues with small and medium-sized audit firms that conduct audits of listed companies.

[Basic Plan for Inspection]

To all audit firms, inspections shall similarly focus on matters such as the commitment of the top management of audit firms to improving audit quality, the effectiveness of the operations management system and quality control system, as well as the status of audits concerning fraud risks, revenue recognition, and accounting estimates. In addition, inspections shall be conducted as follows.

a. Large-sized audit firms

With regard to large-sized audit firms, the CPAAOB conducts inspections every year in principle (regular inspections and follow-up inspections are conducted alternately). In follow-up inspections, the CPAAOB does not, in principle, examine individual audit engagements, taking into account the burdens, etc. on the inspected firm. Instead, the CPAAOB mainly verifies the status of improvement measures for issues pointed out in regular inspections (in place of inspections, the CPAAOB may collect reports to confirm efforts toward improvement).

In conducting inspections of large-sized audit firms, the CPAAOB will pay particular attention to the implementation of monitoring of individual audit engagements by the quality control division, etc., as well as the follow-up examination of audit deficiencies and their causes in the event of inappropriate accounting treatment at audited companies, and the implementation of subsequent improvement measures.

b. Mid-tier audit firm

In light of their growing role as auditors of listed companies, the CPAAOB will conduct inspections of mid-tier audit firms once every two years, instead of once every three years in general.

When inspecting mid-tier audit firms, the CPAAOB shall pay particular attention to the status of efforts by management, including top management, to foster an organizational culture that emphasizes audit quality, as well as the status of collaboration between the quality control division and the audit frontline, and the implementation of monitoring of individual audit engagements by the quality control division, etc.

c. Small and medium-sized audit firms

With regard to small and medium-sized audit firms, the CPAAOB will consider the necessity of promptly confirming their quality control systems based on the results of quality control reviews conducted by the JICPA, as well as factors such as the operation control systems of audit firms and the degree of audit risk associated with listed audited companies. In light of the growing role of small and medium-sized audit firms as auditors of listed companies and the “Registration System for Auditors of Listed Companies” introduced by the revised CPA Act, the CPAAOB will place greater emphasis on inspections of small and medium-sized audit firms also in this program year.

When conducting inspections of small and medium-sized audit firms, the CPAAOB focuses in particular on their efforts to foster an organizational culture that ensures compliance with laws, regulations, and professional ethics, as well as their partners and employees’ awareness of professional ethics, independence, and legal compliance, and the control of audit documentation (including prevention of inappropriate correction of audit documentation).

III. Operation of Audit Firms

III. Operation of Audit Firms

A. Operations Management System

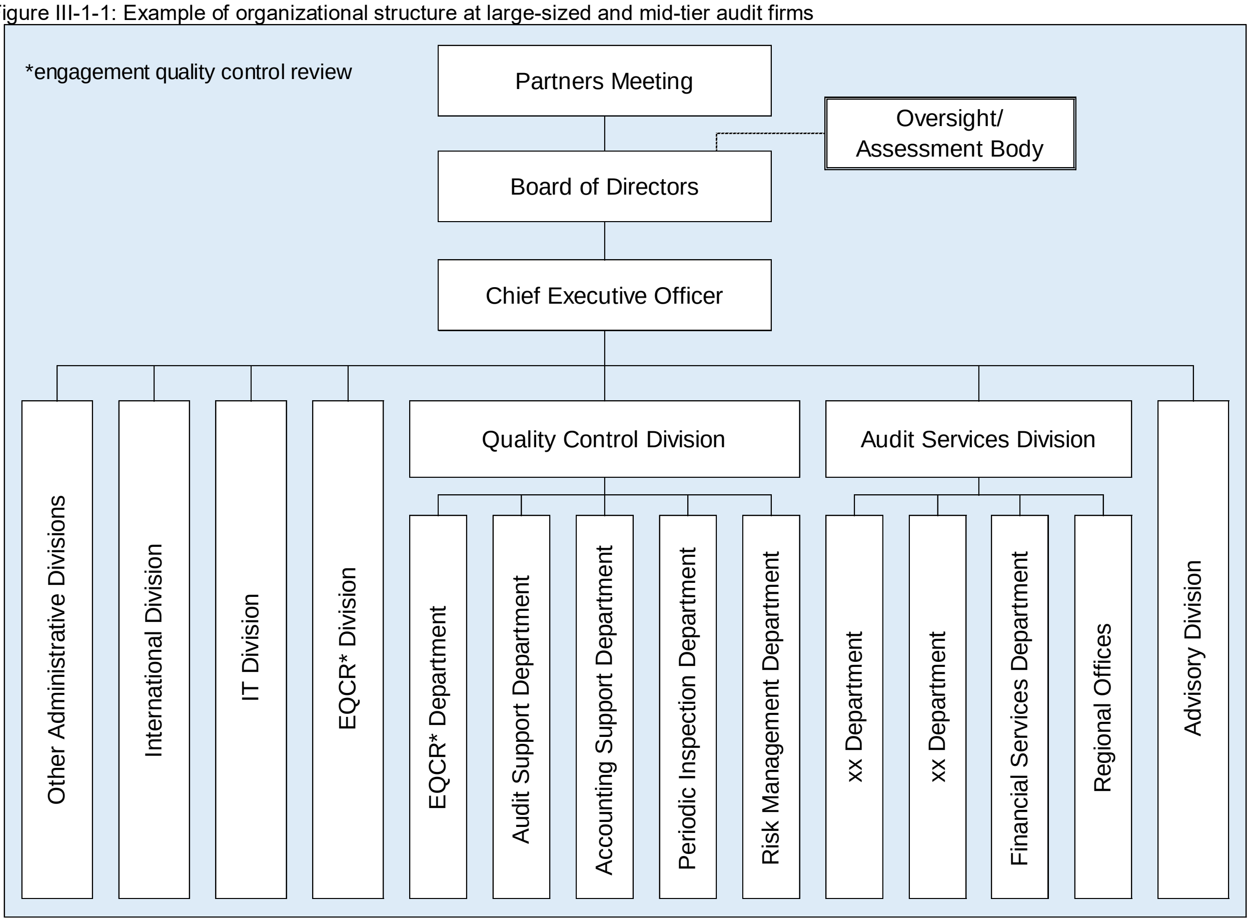
1. Organizational Structure of Audit Firms

The characteristics of the organizational structure of each type of audit firm, as categorized by size, are shown below.

Large-sized and mid-tier audit firms have a board of directors under the partners meeting, the highest decision-making body composed by all partners, to make important decisions and administer corporate operations. There is also an oversight/assessment body to oversee and assess the effectiveness of management functions from a standpoint independent of the firm's management. The audit services division is divided into several departments that serve different regions or handle different services, and there is also a quality control division that supports audit services. Large-sized and mid-tier audit firms have structures more focused on functions than those seen at small and medium-sized audit firms (Figure III-1-1).

Large-sized audit firms have established sector-specific departments within the audit services division, for example, financial service division. This department might be referred to as the "Financial Services Division" and form part of the Audit Services Division.

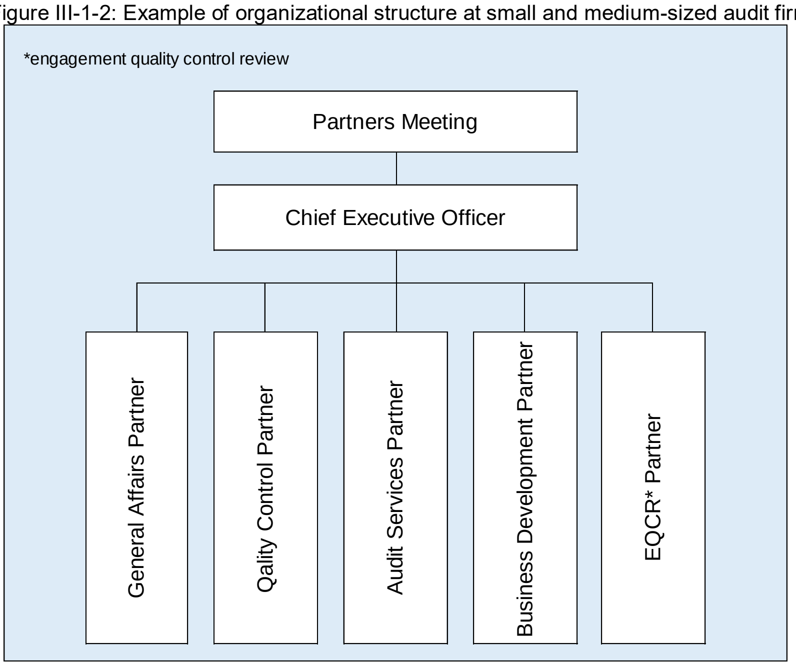
Figure III-1-1: Example of organizational structure at large-sized and mid-tier audit firms



(Note) The organizational structure of mid-tier audit firms is often simpler than the structure shown in the above figure.

On the other hand, the majority of small and medium-sized audit firms do not have subdivided audit engagement division and their organizational decisions are made by partners meeting without the establishment of the board of directors or oversight/assessment body due to the human resource constraint. Similarly, they manage quality control by assigning a person in charge instead of establishing a department for the purpose. However, with this management, the level of quality control depends on the ability and involvement time of the person in charge, and knowledge and experience are less likely to be accumulated in the organization in the audit firm. Therefore, the quality management systems of small and medium-sized audit firms are weaker than that of major audit firms (Figure III-1-2).

Figure III-1-2: Example of organizational structure at small and medium-sized audit firms



Characteristics of organizational structure based on audit firm size are as follows: (Figure III-1-3)

Large-sized audit firms strategically assign full-time staff members to sections divided in accordance with their operations and are promoting efforts to improve the quality of audits through the specialization and hierarchization of operations, such as transferring certain quality control functions to a section in charge of audit engagements. As a recent trend, principal responsibility for quality control is shifting from the quality control section at the headquarters to the audit services section, which is closer to audit site. There are cases in which the audit services section sets up a quality control committee to monitor auditing by the audit services section in cooperation with the quality control section at the headquarters and an independent monitoring section is established under an official concurrently in charge of the quality control and audit services sections to monitor the development of the quality control organization and the effectiveness of its operation.

At mid-tier audit firms, head-office functions are being strengthened through, for example, increases in the headcount of the head-office as a way of responding to rises in the number of audited companies. At some firms, however, the operations system has not been adequately modified to ensure that consistent quality is maintained as the business operations expand.

At small and medium-sized audit firms, staff members have dual caps of audit engagement as well as quality control. However there are some cases that partners and full-time staff sometimes do not devote adequate time to quality control, due to the situation where the partners are also often allowed to engage in their side job such as operating their own accounting office and/or proportion of part-time staff are relatively high.

Figure III-1-3: Characteristics of each type of audit firm

	Large-sized audit firm	Mid-tier audit firm	Small and medium-sized audit firms
Number of partners	Approx. 180 to 600	Approx. 30 to less than 100	Up to approx. 40 (Note)
Number of full-time personnel	Approx. 2,600 to 6,900	Approx. 200 to over 800	Up to approx. 90 (Note)
Decision-making bodies	・The highest decision-making body is the partners meeting ・A board of directors and an executive committee are set up under the partners meeting	・The highest decision-making body is the partners meeting ・A board of directors is set up under the partners meeting	・Most decisions are made at the partners meeting ・Larger firms have a board of directors beneath the partners meeting
Oversight/assessment bodies	・A body is established to supervise/assess business execution bodies such as the board of directors ・Subcommittees is established for “nomination” (nominations of chief operating officers and other executives), “compensation” (evaluation of executives/partners, compensation decisions, etc.), and “audit” (accounting and audit areas other than accounting). A public interest subcommittee is also established to monitor business execution from a public-interest standpoint ・Third parties with independence (“independent third parties”) serve as members of oversight/ assessment bodies and subcommittees	・Oversight/assessment bodies are established but their powers are limited compared with those at large-sized audit firms ・Many firms do not establish subcommittees for nomination, compensation, and audit ・While audit firms use independent third persons as constituent members of oversight/assessment bodies, involvement by the independent third persons is limited to advice and suggestions to executive bodies at many audit firms.	・Many firms have systems of checks and balances between partners without establishing oversight/assessment bodies. ・Many firms do not appoint independent third parties
Design of business operation departments	・Multiple audit services departments are established, and firm-wide operation including regional offices is also conducted ・A department specializing in financial services is established ・Departments in charge of quality control, risk management are established	・Management of firms, including regional offices, in addition to the establishment of multiple audit engagement sections ・A department in charge of quality control are established	・Many firms appoint partners to handle the particular services without establishing particular departments ・Larger audit firms have set up organizations that resemble those of mid-tier audit firms
Number of offices	・There are many cases of setting up regional offices on a nationwide scale in addition to the three big cities (Tokyo’s 23 wards, Osaka City and Nagoya City).	・Besides the firm’s main office, there are often also offices in metropolises (Tokyo, Osaka and Nagoya)	・Many firms only have a main office
Design of quality control divisions	・A quality control division comprises various departments for functions such as revising and distributing audit manuals, providing advice on accounting procedures, IFRS and US accounting standards , and conducting engagement quality control reviews and periodic inspections in relation to its system of quality control ・A risk management department, which is responsible for monitoring of audit contracts, independence, and audit risks, is established ・Audit services departments also often have quality control functions	・Some of the departments under a quality control division ・Some also have a department for engagement quality control reviews	・Many firms appoint partners to handle both quality control and audit engagements without establishing quality control departments ・Some small firms’ representatives are also in charge of quality control

(Reference) Prepared by the CPAAOB from CPAAOB inspections, collected reports and operational reports in PY2022.
(Note) Excluding an audit firm whose number of partners and full-time staff members is much higher than others.

2. Efforts in Response to Audit Firm Governance Code

The Audit Firm Governance Code was formulated in March 2017, and subsequently revised in March 2023 with the aim of accompanying acceptance of small and medium-sized audit firms. This was in response to a series of government ordinances (published in January 2023 and put into effect in April) accompanying revisions to the CPA act (May 2022), which mandated audit firms that audit listed companies to establish a framework for conducting operations in line with the Audit Firm Governance Code and requiring enhanced information disclosure. See the column (page 62) for details of major revisions.

The Audit Firm Governance Code has been formulated with the organizational management of audit firms that audit listed companies in mind. It is expected that the Code will be applied in a “comply or explain” manner (either implement the principles or explain the reasons for not implementing the principles). Audit firms are required that they put the five principles into practice in ways suited to their own distinct circumstances in order to implement it and achieve effective organizational administration.

Principle 1: The Role to Be Accomplished by an Audit Firm

An audit firm has the public interest role to ensure the credibility of corporate financial information through the audits, seek to protect stakeholders such as participants in the capital market and thereby contribute to the sound development of the national economy. In order to accomplish this role, the audit firm should encourage its members to have frank and open-minded dialogue, enhance mutual development, promote their full competence, and continuously enhance the audit quality on a firm-wide basis.

Principle 2: Organizational structure (management functions)

An audit firm should have effective management in order to develop its organizational operations as a whole for the continuous enhancement of the audit quality.

Principle 3: Organizational structure (oversight/assessment functions)

An audit firm should have a function to oversee and assess the effectiveness of its management from the independent viewpoint and thereby support to enhance the effectiveness of the management.

Principle 4: Operation

An audit firm should develop an operational structure to effectively manage its operations. An audit firm should also strengthen the people retention and development and proactively engage in a dialogue and discussion within the firm and with audited companies about the possible enhancement of audit quality.

Principle 5: Ensuring transparency

An audit firm should ensure full transparency to allow stakeholders in the capital market to appropriately assess its audit quality, by explaining the status of the Code’s implementation. The audit firm should also effectively utilize the internal and external assessment of its efforts for improvement in its management and operations.

As of March 3 1, 2023, all large-sized audit firms and mid-tier audit firms as well as 10 small and medium-sized audit firms had announced adoption of the Audit Firm Governance Code[9].

When it comes to the status to adopt each principle of the Code from the viewpoint of the firms’ scalability, large-sized and mid-tier audit firms have adopted all the principles. Some small and medium-sized audit firms do not adopt all of the principles, with oversight/assessment functions within organizational structure (Principle 3) and ensuring transparency (Principle 5) often not being adopted,

[9] Sources: JICPA’s website “List of efforts regarding effective organizational operation in audit firms”

in particular.

As described above, because of the situation where there is size-based variation in the application of oversight/assessment functions within organizational structure (Principle 3) and ensuring transparency (Principle 5), we examine the efforts that audit firms are making with respect to these two principles.

a. Oversight/assessment functions within organizational structure (Principle 3)

i. Strengthening oversight/assessment functions through the utilization of independent third parties

(i) Large-sized audit firms

Large-sized audit firms are taking steps to incorporate a public interest perspective and the knowledge of independent third persons in order to strengthen their oversight/assessment bodies. As methods of achieving this, two patterns have been observed: A pattern of including independent third persons as outside committee members in existing oversight/assessment bodies (Pattern 1) and a pattern of setting up separate and independent bodies such as a public interest committee (Pattern 2) (Figure III-1-4).

Pattern 1: independent third persons are directly involved as outside members in the processes pursued by nomination, compensation, and audit subcommittees.

Pattern 2: independent third persons are not directly involved in these processes by setting up separate and independent bodies such as a public interest committee comprising outside members.

Note that all large-sized audit firms state whether independent third parties are involved in each of the processes of “nomination,” “compensation,” and “audit” in the reports etc. concerning audit quality that they publish annually.

(ii) Mid-tier audit firms

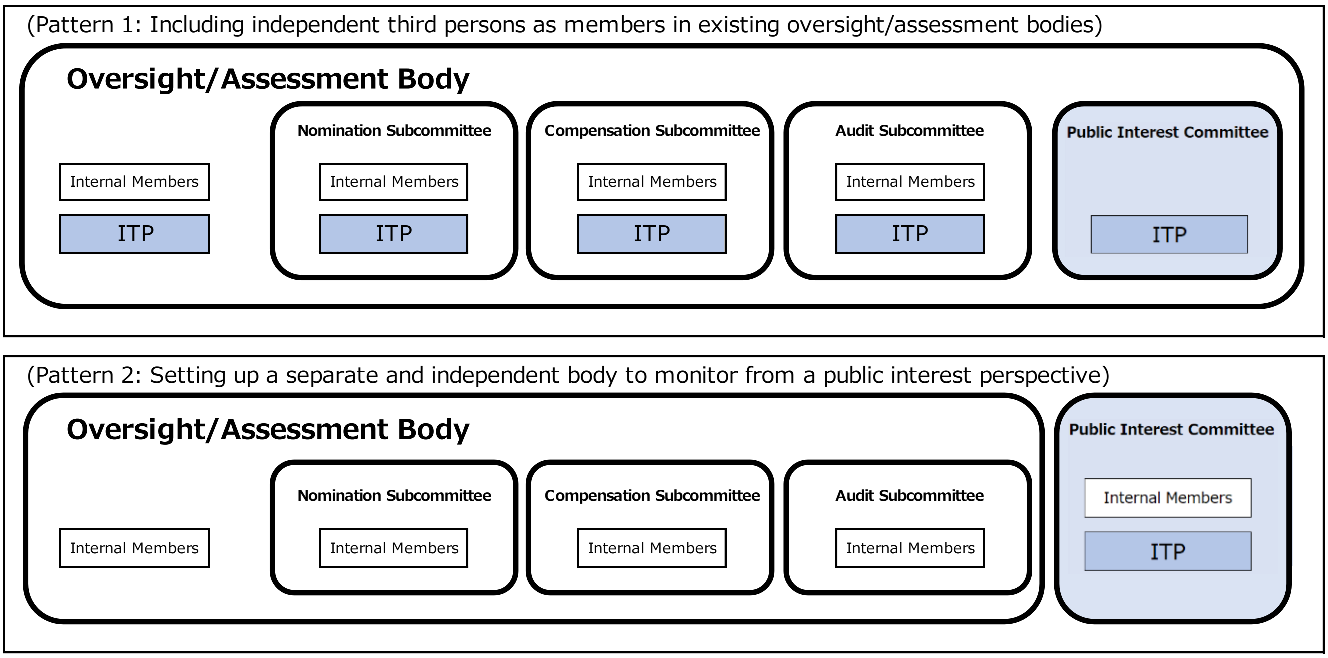
The publication of the Audit Firm Governance Code has prompted mid-tier audit firms to make efforts to establish independent bodies, such as public-interest committees that are comprised of independent third parties as oversight/assessment bodies. However, with the exception of some firms, they have not established subcommittees for “nomination,” “compensation,” and “audit,” so involvement by independent third parties in nomination, compensation, and audit processes is more limited than at large-sized audit firms.

(iii) Small and medium-sized audit firms

Four out of ten small and medium-sized audit firms have not established oversight/assessment bodies on the grounds that they could exercise mutual supervision. At some of the firms that have not established oversight/assessment bodies, however, independent third parties take part in meetings relating to business administration. Also, there is a case where an audit firm published continuous consideration of the necessity of independent third parties’ involvement from the perspective of their contribution to public interest.

Note that many firms do not clearly define specific procedures for each process of “nomination,” “remuneration,” and “audit.”

Figure III-1-4: Strengthening oversight/assessment functions at (ITP in this figure means independent third persons)



ii. Efforts to utilize the knowledge and experience of independent third persons

(i) Large-sized audit firms

In seeking to incorporate a public interest perspective and the knowledge and experience of independent third persons listed in a. above, it is important to provide independent third persons in a timely and appropriate manner with necessary information about audit firms such as organizational administration, nomination and dismissal in members of executive bodies, and matters concerning assessment and compensation. It is also important to seek comments of these independent third persons timely.

Under the pattern in which independent third persons are included as constituent members of existing oversight/assessment bodies (Pattern 1 in Figure III-1-4), firms provide information to them and receive opinions from them through their participation in meetings of the oversight/assessment bodies. There are also efforts to improve the effective use of independent third persons by raising the ratio of outside members who are independent third persons in the oversight/assessment bodies and subcommittees.

On the other hand, where the independent organizations are set up separately (Pattern 2 in Chart III-1-4 above), the audit firm provides information to independent third parties through internal committees, etc., and receives opinions from independent third parties, and has opportunities to exchange opinions regularly with the CEO. In Pattern 2, since independent third persons are members of bodies that are independent of existing oversight/assessment bodies, it is particularly important to provide independent third persons with the information they need in a timely and appropriate manner so that effective discussions are conducted.

To provide independent third persons with necessary information in a timely and appropriate manner, some firms confer independent third persons the right to attend meetings of executive bodies, including those of group firms, and the power to demand information. Other firms have taken such steps as establishing a secretariat to assist outside committee members, who are independent third persons.

(ii) Mid-tier audit firms

Many mid-tier audit firms have established independent bodies such as public interest committees constituting of independent third person. However, unless the independent third persons are provided with the information they need in a timely and appropriate manner, there are potential risks that the oversight/assessment bodies will not function adequately. With regard to this point, some firms are endeavoring to ensure that required information is provided, for example, conferring on independent third persons the right to attend meetings of executive bodies and the right to demand information. Nevertheless, some firms have not determined the authority that allows independent third persons to obtain information proactively.

(iii) Small and medium-sized audit firms

Oversight/assessment bodies established in small and medium-sized audit firms often consist of in-house partners and few independent third parties. In many cases, the audit firms provide information to independent third parties through the oversight/assessment bodies and exchange opinions at meetings of business execution bodies. The range of information provided to independent third parties and that of business execution bodies' meetings attended by independent third persons differ from firm to firm. The degree of utilization of knowledge of outside experts also varies.

iii. Experience/expertise of independent third persons

When it comes to independent third persons among the members of oversight/assessment bodies, it is necessary to assign persons with the expected knowledge and experience based on the size of audit firm, its governance structure and organizational issues. Furthermore, consideration needs to be given not only to independence from the audit firm, but also independence from companies that the firm audits.

Large-sized and mid-tier audit firms tend to assign people with managerial experience at general business companies, while small and medium-sized audit firms prefer academics or attorneys (Figure III-1-5).

The number of independent third persons assigned is three or four at large-sized audit firms, one to three at mid-tier audit firms, and one at small and medium-sized audit firms. Some large-sized and mid-tier audit firms assign independent third persons to chair their oversight/assessment bodies and “nomination,” “compensation” and “audit” subcommittees in order to improve the effective use of them.

Figure III-1-5: Experience/expertise of independent third persons (unit: persons)

	Former senior management	Academic expert	Attorneys and legal experts	Former ministry/agency officials	Other
Large-sized audit firms	10	1	1	1	－
Mid-tier audit firms	5	1	1	2	2
Small and medium-sized audit firms	2	3	2	－	1

(Reference) Prepared by the CPAAOB from CPAAPB inspections and reference material released by each audit firm in PY2022. The number is the total of independent third persons at firms grouped by scale. If more than one is assigned at a firm, the number is the total of them.

b. Ensuring transparency (Principle 5)

i. Explanations of application of each of the principles of the Audit Firm Governance Code and efforts to improve audit quality

(i) Large-sized audit firms

Large-sized audit firms issue annual reports etc. concerning their audit quality and disclose them on their websites. These reports etc. describe how they are applying each of the principles of the Audit Corporate Governance Code and the action they are taking to improve audit quality. The reports etc. include detailed information about their organizational structure, quality controls, human resources development, global networks they belong to, and so on. In recent years, they devote considerable space to explanations of audit quality indicator (AQI) and effective utilization of IT. Some firms also report the results of action taken to address issues identified the previous year and issues to be tackled in the following year, while others disclose attendance by independent third persons at executive meetings etc. Further, Large-sized audit firms gave accounts for measures for disclosure of non-financial information and responses to new Quality Control Standards in FY2021, according to reports on the quality of audits, etc., issued in FY2022,.

(ii) Mid-tier audit firms

Mid-tier audit firms issued reports on the quality of audit, etc., mainly to explain their organizational structure and quality control, and they have posted them on their websites. The reports are more simplified in content than those released by large audit firms. They include reports omitting explanations of audit quality indexes, plans to develop human resources such as educational programs and training curriculums, and so forth, which are available in reports by large audit firms. Some firms released the assessment of current efforts to improve the quality of audits by constituent members, such as results of in-house questionnaires about quality control. Also, some firms explain measures for disclosure of non-financial information and responses to new Quality Control Standards in FY2021, according to their reports on the quality of audits, etc., issued in FY2022,.

(iii) Small and medium-sized audit firms

Nine out of ten of the firms that have declared adoption of the Audit Firm Governance Code publish reports etc. concerning audit quality. Those that do not publish reports etc.

concerning audit quality merely provide brief descriptions on their websites of their application of the Audit Firm Governance Code. Reports etc. concerning audit quality and explanations on websites tend to contain fewer items and more concise than those of mid-tier audit firms, and they sometimes include no specific description of organizational structure.

ii. Dialogue with stakeholders in the capital market for the further improvements in their audit qualities

(i) Large-sized audit firms

Large-sized audit firms have conducted surveys and dialogues, related to the quality of audits, of chief financial officers (CFOs), auditors and others of audited companies. Recently, they have worked on securing dialogue with market participants and others on a broader basis through measures such as hosting sessions, in the presence of independent third persons, to exchange opinions with institutional investors and analysts.

(ii) Mid-tier audit firms

Some mid-tier audit firms appeared to conduct surveys, related to the quality of audits, of CFOs, auditors and others of audited companies. There are also cases in which firms make use of the meetings held for investors by the JICPA or exchanges instead of hosting sessions individually.

(iii) Small and medium-sized audit firms

Most of the small and medium-sized audit firms that have declared adoption of the Audit Firm Governance Code and their responses are no more than exchanging information between engagement teams and the chief financial officers (CFOs), audit and supervisory board members etc. of audited companies.

The enforcement of relevant government orders in conjunction with the revision of the CPA act, made it obligatory for audit firms that audit listed companies to have systems in place to conduct operations in line with the Audit Governance Code and systems that require substantial information disclosure. As a result, many small and medium-sized audit firms that had not adopted the Audit Firm Governance Code in the past are now required to deal with the Code. Audit Firms are required to autonomously implement the Audit Firm Governance Code and realize effective organizational management taking into account their own size and characteristics. And the JICPA is expected to leverage its knowledge and experience obtained from self-regulation to provide sufficient guidance and supervision as a professional organization.

■ Amendments to Audit Firms Governance Code ■

Approximately six years have passed since the Audit Firm Governance Code was formulated in 2017. The Act for Partial Amendment of the CPA Act and the FIE Act was enacted and promulgated in May 2022, and the related government orders were promulgated in January 2023 (enforced in April of the same year). As a result, audit firms that audit listed companies are obliged to establish operation management systems and frameworks for substantial information disclosure in accordance with the Audit Firm Governance Code. In line with this movement, revisions to the Audit Firm Governance Code were published in March 2023 based on discussions at the Expert Discussion Group on the Audit Firm Governance Code, which was reopened in October 2022.

The main contents of the revision are as follows:

・ Revision to cover all audit firms that audit listed companies

The preamble states that, instead of being formulated with large-sized audit firms in mind, the Code was formulated with the organizational operation of audit firms that audit listed companies in mind, and that partnerships and solo practitioners are also subject to the Code.

・ Revisions to accommodate acceptance by small and medium-sized audit firms

Principle 2 states that when a management institution is not established, effective management functions should be ensured. Principle 3 states that when a supervisory / assessment body is not established, functions that support the effectiveness of supervisory / assessment functions and management functions should be ensured, and knowledge of independent third parties should be ingeniously utilized.

・ Revisions to enhance information disclosure

Principle 5 states that the explanation should be made from the viewpoints of quality control, governance, IT / digital, human resources, finance, and international matters, taking into account each audit firm's size and characteristics, etc.

・ Revisions to enhance disclosure on the global network

Principle 1 states that when an audit firm is a member of a global network, the relationship and positioning with the global network that the audit firm keeps in mind should be clarified. Principle 5 states that the significance and purpose of joining a global network, and risks and mitigation measures that affect ensuring and continuously improving audit quality should be explained.

139 audit firms that audit listed companies etc. exist (as of June 2023). Audit firms other than large-sized audit firms are required to conduct business operations, etc. in accordance with the Audit Firm Governance Code.

3. Human Resources of Audit Firms

a. Partners and full-time personnel

At most large-sized audit firms, most CPA exam passers being hired immediately after they have passed the essay exam while only a small proportion of CPAs (including persons who have passed the CPA exam) are recruited mid-career. In general, the CPA exam passers hired become CPAs at the audit firm concerned, and some of them are internally selected for promotion to managerial positions. Furthermore, some of them are later promoted to partner (for details, see "I. Overview of the Audit Sector, B. Audit Firms, 1. Organizational Structure of Audit Firms" (page 14).

Many mid-tier audit firms and small and medium-sized audit firms, meanwhile, find it difficult to recruit enough CPA examination passers and thus tend to have a larger portion of CPAs hired midcareer. The recruits are mainly CPAs who have left large-sized audit firms, and in this way these firms are endeavoring to secure the necessary headcount for audit engagements etc.

There are also many cases where CPAs who have left large-sized audit firms establish a new audit firm.

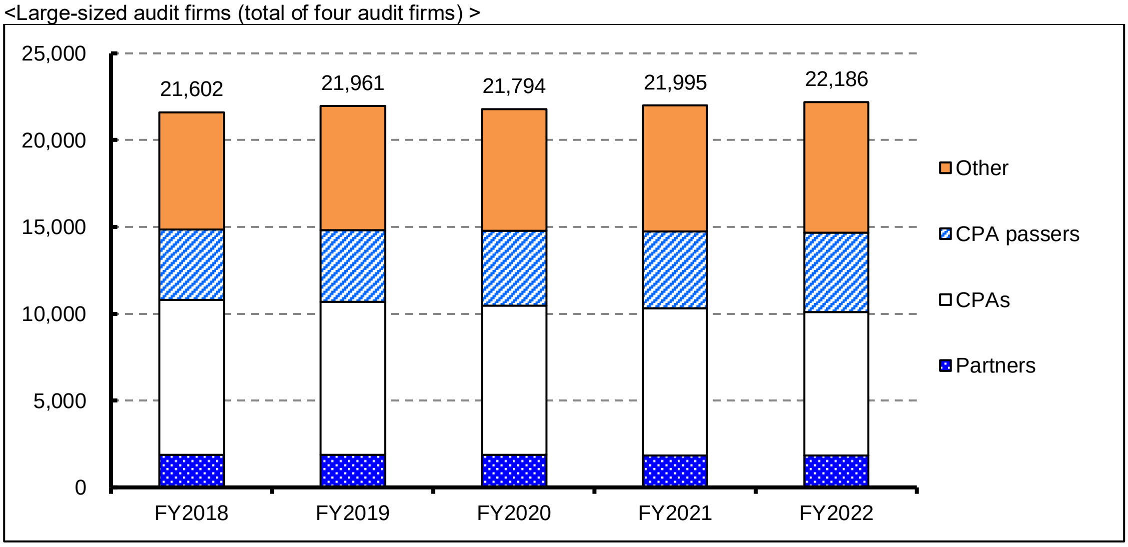
The number of partners and full-time staff members, analyzed on the basis of scale, has generally leveled off at large audit firms since FY2018 and has been on the rise at mid-tier audit firms during the same period. At small and medium-sized audit firms, it turned upward in FY2017 due in part to the establishment of new firms.

As far as the structure of manpower is concerned, the number of CPA examination passers, etc. tends to increase in or after FY2019 at all audit firms in disregard of scale. The number of staff members other than CPAs and CPA examination passers, has also been on the rise at all audit firms in recent years. According to the latest data, non-CPA staffs account for 34% of the total workforce at large-sized audit firms, 30% at mid-tier audit firms, and 26% at small and medium-sized audit firms. Compared with FY2018 (FY2017 in the case of small and medium-sized audit firms), the ratio rose from 28% and 16% at mid-tier audit firms and small and medium-sized audit firms, respectively, and from 31% at large-sized firms (see Figure III-1-6).

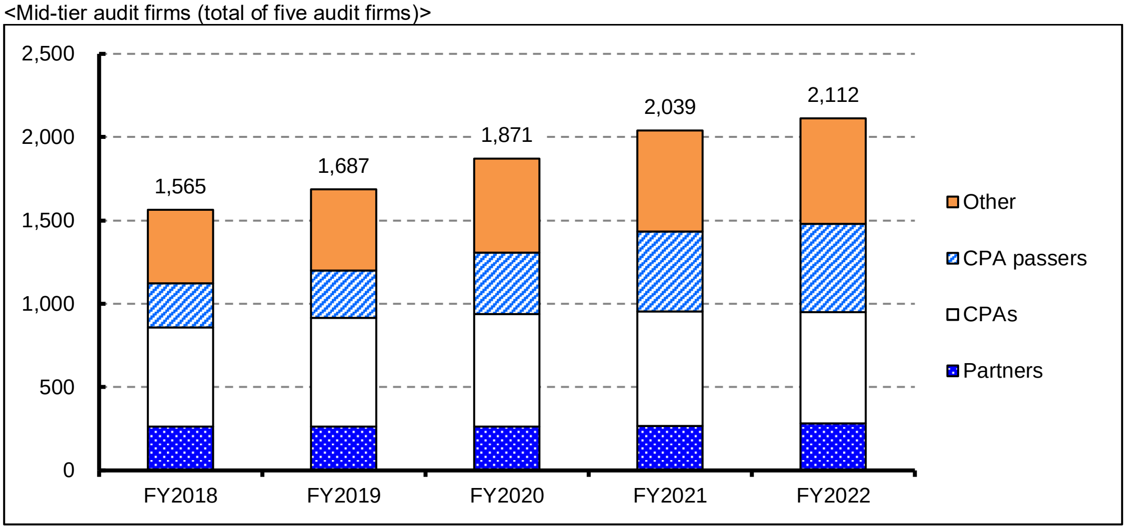
Audit firms have increased their staff members other than CPAs and CPA examination passers, to deal with the audited companies promoting IT, to improve operational efficiency, to address personnel shortages, and to facilitate CPAs to focus more on tasks requiring professional judgements, and so on. Among these personnel are IT experts who conduct IT audits with the use of technologies and support engagement teams in carrying out audit procedures using IT, and audit assistants who support engagement teams by sending/receiving balance confirmation letters, preparing various reports, and sorting data.

Some large-sized audit firms have improved their operations by establishing specialized organizations to centrally manage such things as audit assistants' work/procedures, skill development, and job allocations.

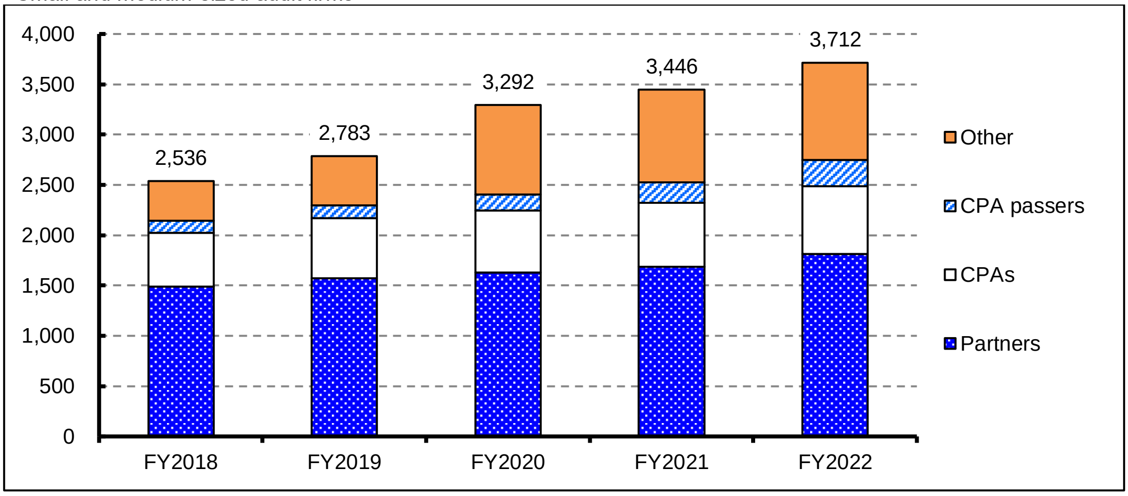
Figure III-1-6: Change in the number of partners and full-time personnel (unit: persons)
<Large-sized audit firms (total of four audit firms) >



<Mid-tier audit firms (total of five audit firms)>



<Small and medium-sized audit firms>



(Note 1) The data are aggregates of personnel for each fiscal year based on audit firm's operational reports. The book-closing months of small and medium-sized audit firms vary widely, so figures for FY2022 have not yet been compiled. As a result, the figures for small and medium-sized audit firms only cover the period to up to FY2021.

(Note 2) The number of small and medium-sized audit firms varies from year to year, but 252 such firms are included in the figures for FY2021.

■ Promotion of remote work at audit firms ■

Amid the global spread of novel coronavirus infections since early in 2020, society-wide anti-infection efforts have been carried out in Japan as in other countries.

Under such circumstances, the way of offering audit services has greatly changed. Audit firms have taken efforts to diversify workstyle such as promoting operations incorporating remote work instead of the conventional method of simply sending auditors to client companies.

Audit firms continued efforts, as mentioned in the chart below, in PY2022 to select optimum places of work based on purposes in order to diversify their employees' workstyle and high-quality audit services effectively and efficiently.

Place of work	Main purposes
Home	• Efforts for new ways of work • Anti-coronavirus measures, etc.
Audit firm	• Promotion of communication within the audit team • Human resources development through training and other programs, etc.
Audited companies	• Promotion of communication with audited companies • Reading of original texts and others, etc.

b. Side businesses by partners

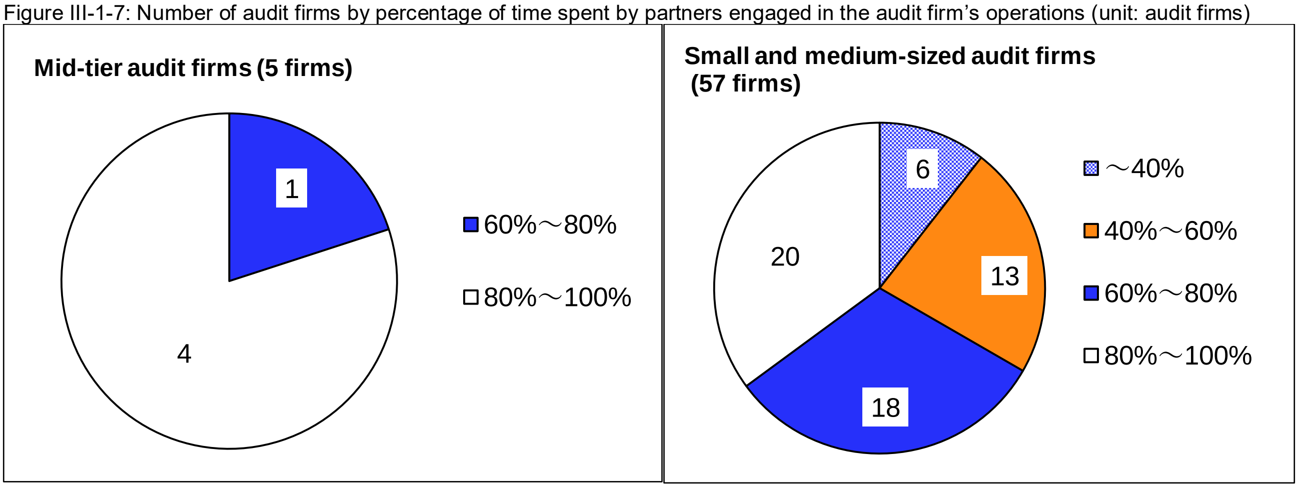
Large-sized audit firms do not permit dual work by partners at tax accountant offices or solo private accountant offices in principle.

While there are mid-tier audit firms that, like large-sized audit firms, do not permit dual work by partners, the ratio of those having dual work among all partners is about 60% at some of them.

Most small and medium-sized audit firms permit dual work as many partners are already operating a tax accountant office on their own when they joined them.

Figure III-1-7 shows ratios of hours spent on audit engagements by partners, including those engaging in dual work, at mid-tier audit firms and small and medium-sized audit firms as ascertained through inspections and collection of reports.

Figure III-1-7: Number of audit firms by percentage of time spent by partners engaged in the audit firm's operations (unit: audit firms)



(Source) Prepared by the CPAAOB based on partner's declarations collected through the CPAAOB inspections and collection of reports in PY2022.

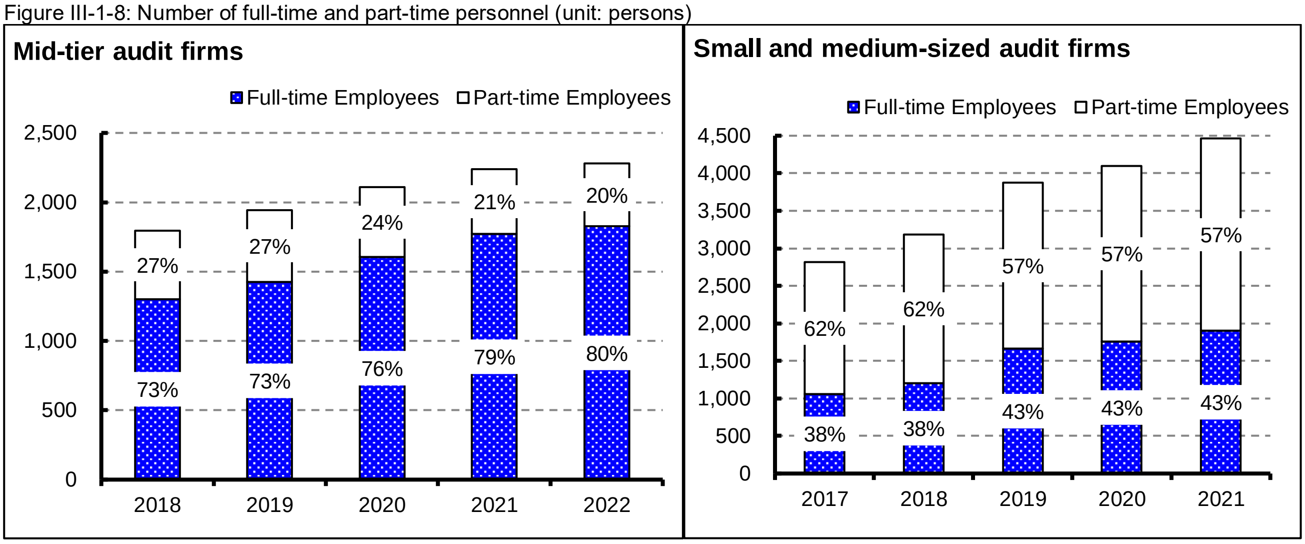
c. Part-time personnel

Part-time staff members account for an extremely low; around 3% to the total headcount at large audit firms.

While the ratio hovers at around 20% to 30% at mid-tier audit firms as a whole, it varies among them and one of them is the same level as that of large audit firms..

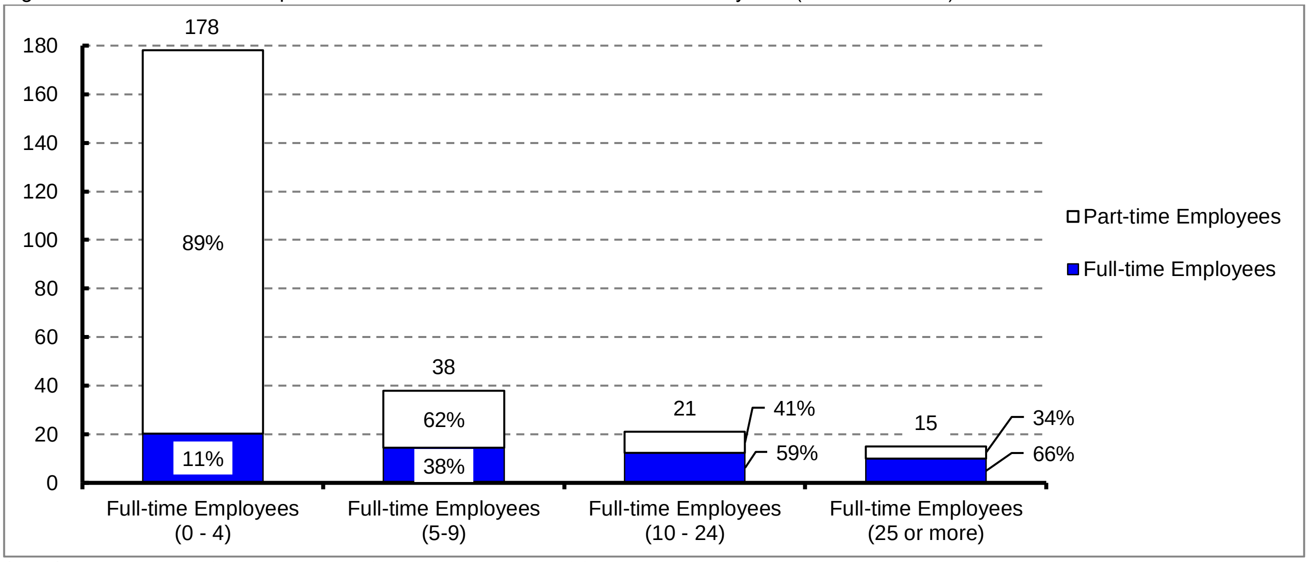
The ratio of part-time staff members stands at around 60% at small and medium-sized audit firms, some of which rely on them as the audit assistants needed for their operation (see Figure III-1-8). In particular, at audit firms with a full-time staff of four or less which occupies around 70% of small and medium-sized firms, the ratio of a part-time staff of which accounts for over 90% (see Figure III-1-9).

Figure III-1-8: Number of full-time and part-time personnel (unit: persons)



(Note) The data is based on operational reports submitted by audit firms

Figure III-1-9: Personnel composition at small and medium-sized audit firms by size (unit: audit firms)



(Note) The 252 audit firms were classified by the number of full-time personnel based on the operational reports submitted by small and medium-sized audit firms in FY2021, after which the number of employees was totaled and the composition ratios of full-time and part-time personnel calculated.

4. Organizational Structure for Providing Audit Services

An audit engagement team, as an audit service provider, is required to exercise professional skepticism[10], carry out appropriate risk assessments and risk-response procedures and perform proper audit procedures for improving audit quality. The CPAAOB endeavors to understand the engagement team's status through its inspections of audit engagements, and to ascertain the status of the conduct of audit services through other monitoring activities.

This section elaborates the status of engagement teams.

An engagement team consists of an executive partner who takes primary responsibility, CPAs serving as audit assistants and other audit assistants. Other audit assistants include CPA exam passers and other audit assistants (staff members who are not qualified to be involved in the audit of financial statements by CPAs, etc.). If the business activities of an audited company are complicated and extensive in scale, IT, tax and other in-house experts join the team. As occasion demands, corporate value assessment and fraud experts of a group audit firm may also join the team. The general job classification-based formation of an engagement team (Note 1), formed by a large-sized audit firm to audit a big domestic listed company, is shown in Figure III-1-10.

Large-sized audit firms are implementing measures to reduce clerical work by CPAs at audit sites (where auditing services are actually performed), as mentioned in 5. Organizational Structure for Supporting Audit Services. As a result, the number of members and job classification-based formation of engagement teams may change depending on the progress made in the measures.

Figure III-1-10: Example of the composition and main roles of engagement team members at a large-sized audit firm

<table>
<tr><th colspan="2"></th><th>Position</th><th>Principal roles</th></tr>
<tr><td colspan="2">Three engagement partners</td><td>Partner</td><td>Control of audit services, communication with the senior management of the audited company</td></tr>
<tr><td rowspan="6">Assistants to the engagement partners</td><td>One senior manager/ Manager</td><td>Senior manager/Manager</td><td>Management of engagement team, management of audits</td></tr>
<tr><td>One senior manager/ Manager</td><td>Senior manager/Manager</td><td>Management of foreign component audits</td></tr>
<tr><td>10 CPAs</td><td>Manager/Senior staff</td><td>Performance of audit procedures in significant audit areas</td></tr>
<tr><td>13 qualified assistants (CPA exam passers, etc.)</td><td>Staff</td><td>Performance of procedures for assessing the design and effectiveness of internal controls, performance of audit procedures other than important audit procedures</td></tr>
<tr><td>Four unqualified assistants</td><td>Assistant</td><td>Data processing, reconciliation of administrative vouchers, other tasks not requiring significant judgements, management of sending/ collection of balance confirmation letters, administration of engagement documentation</td></tr>
<tr><td>Seven in-house experts (Note 2)</td><td>Partner, manager, senior staff, etc.</td><td>Assessment of IT control, verification of corporate tax, etc. treatment and of adequacy of retirement benefit obligations at audited companies</td></tr>
</table>

(Note 1) An example of an engagement team auditing a company having consolidated sales of approximately 1.6 trillion JPY that requires approximately 15,000 hours for audit engagements.

(Note 2) In-house experts are assigned to engagement teams as needed

[10] An attitude with a questioning mind, being alert to conditions which may indicate possible misstatement due to error or fraud, and a critical assessment of audit evidence.

The general features of the composition of engagement teams were as follows.
At large-sized audit firms, experienced CPAs exert audit procedures for key audit areas under the instruction and supervision of engagement partners. Inexperienced CPAs, CPA examination passers, etc. usually cover audit procedures for audit areas other than important audit areas. Audit assistants help with audit services by performing such administrative tasks as sending balance confirmation letters. As mentioned above, furthermore, there are cases such as large-sized audit firms consolidating services done by audit assistants at a separately established center for enabling CPAs to concentrate on work requiring their professional judgment by reducing their workload.
Although human resource for audit teams is limited, engagement teams at mid-tier audit firms have a structure of job demarcation in a merit-based manner as in the case of large-sized audit firms. Some mid-tier audit firms appear to step up the recruitment of audit assistants.
As human resources for audit teams at small and medium-sized audit firms is limited, some firms are unable to assign enough audit assistants to their teams. Compared with large-sized audit firms, therefore, the members with primary responsibility for auditing tend to play larger roles, such as needing to engage in audit procedures (Figure III-1-11).

< Structure of the engagement team in an audit of a financial institution >
To audit listed financial institutions subject to accounting and auditing procedures greatly different from those applicable to ordinary business enterprises, large-sized audit firms have set up mechanisms capable of performing an audit based on professional knowledge and experience, such as the establishment of financial business sections destined to audit the financial institutions. An engagement team to audit a listed financial institution involves knowledgeable members about the financial institution audit in such manners as forming a team mainly from a financial business section or deploying a primary responsible member from the section.

< Structure of the engagement team in an audit of an IPO >
No audit firm has an organization specializing in IPO audit, which is conducted by an existing audit section. To address risks inherent in IPOs (vulnerability of internal control, etc.), large-sized and mid-tier audit firms adopt such measures as primarily assigning workers well versed in IPO audit.
Many large-sized and mid-tier audit firms have established special organizations, such as an IPO support team to cope with requests for IPO-related services from companies aiming for IPOs or to improve the quality of IPO audit.

Figure III-1-11: Typical engagement team composition and main roles of team members

		Large-sized audit firms	Mid-tier audit firms	Small and medium-sized audit firms
Engagement partners		・ Setting material audit areas and assessing audit risks ・ Reviewing audit procedures performed by assistants ・Communicating with management and the audit and supervisory boards	・Setting material audit areas and assessing audit risks ・Reviewing audit procedures performed by assistants ・Conducting audit procedures in material audit areas ・Communicating with management and the audit and supervisory boards	・Setting material audit areas, assessing audit risks, and drafting audit plans ・Reviewing audit procedures performed by assistants ・Conducting audit procedures (including material audit procedures) ・Communicating with management and the audit and supervisory boards
Assistants to the engagement partners	CPAs	・ Draw up an audit plan ・ Implement the audit procedure in key audit areas ・Review the audit procedure implemented by other audit assistants	・Draw up an audit plan ・Implement the audit procedure ・Review the audit procedure implemented by other audit assistants	・Implement the audit procedure (including data analysis and sending, collection and management of balance confirmation documents) ・Review the audit procedure implemented by other audit assistants
	CPA Passers, etc.	・Implement the audit procedures	・Conducting audit procedures	・Conducting audit procedures ・Not employed in most small audit firms
	Unqualified assistants	・ Data processing, reconciliation of administrative vouchers, other tasks not requiring significant judgements ・Management of sending/ collection of balance confirmation letters, administration of audit documentation	・Data processing, reconciliation of administrative vouchers, other tasks not requiring significant judgements ・Administration of sending/ collection of balance confirmation letters, administration of audit documentation	・Not employed in most audit firms

(Source) Prepared by the CPAAOB based on the CPAAOB inspections

5. Organizational Structure for Supporting Audit Services

With audited companies becoming larger in scale and promoting the sophistication and internationalization of operations, audit firms need to not only provide expertise and develop IT-driven tools and systems but also support engagement teams through such means as setting up environments that contribute to efficient and effective implementation of operations.

Accordingly, the CPAAOB monitoring focuses not only on audit engagements but also on whether audit firms take measures to ensure the appropriateness of audit services (the environment for supporting audit services) tailored to the firm’s scale and characteristics. This section provides an overview of the system for supporting audit services. We will also provide some examples, mainly from large-sized audit firms, of systems for identifying audit risk and efforts to promote the development of IT-driven tools and systems and separate a clerical tasks.

a. Overview of support system

To ensure appropriate services, large-sized audit firms have assigned an average of over 100 full-time personnel to their quality control divisions, and have established various departments: contract management, periodic review in relation to a system of quality control, accounting support, audit support, engagement quality control review, IT, international services, and risk management (Figure III-1-12). See "B. Engagement Quality Control Reviews" (page 88) and "C. Monitoring of Systems of Quality Control" (page 90) for information on engagement quality control reviews and periodic reviews. A number of large-sized audit firms are strengthening quality control functions within their audit operation divisions, and are taking steps to gather information on the firm's quality control in a timely manner and to provide support to engagement teams. Audit firms, especially large ones, have introduced, in addition to digitizing audit working papers, analytical tools to recognize unusual figures in journal entry data, tools to identify fraud risks, communications tools to facilitate the online exchange of information and reference material between audited companies and engagement teams, etc. (For progress in the digitization of auditing services, see 6. Usage of Technology in Audit and Cybersecurity Efforts, a. Progress with the Adoption of IT in Audit Engagements (page 71).

In addition, there is a case where large-sized audit firms establish organizations in charge of not only menial tasks, such as sending and collecting balance confirmation documents, checking the descriptions of securities reports, and entering and processing data for use by CPAs in audits but also confirmation work in certain audit services, such as management assessment procedure related to internal control, in order to enable CPAs and others to concentrate on tasks requiring their professional judgement. Organizations of such kind are located within an audit firm's existing office or newly established near Tokyo and regional cities. While their workload is done mainly by audit assistants at the organizations, audit firms carry out the provision of guidance and supervision in order to ensure a certain level of quality for the work, such as providing training programs for audit assistance and CPAs' check process for their works. With regard to the confirmation of balances, Audit Confirmation Center GK, jointly founded by large-sized audit firms in November 2018, has jointly developed a system to confirm receivables and obligations, provided an online platform related to the confirmation of balances, and is being entrusted with operations to send balance confirmation documents, etc. As such, large-sized audit firms, which are relatively stable financial-wise and have adequate human resources, are further reinforcing support in recent years to streamline operations by engagement teams through the development of various IT-based tools, division of clerical work and so forth.

Mid-tier audit firms have also quality control divisions, but they are smaller than those of large-sized audit firms. Furthermore, they are pushing ahead with the digitalization of audit working papers by, for example, adopting the audit-paper management systems used by their affiliated international network. There are many cases that small and medium-sized audit firms do not have a quality control section and instead appoint a person in charge of quality control or top management concurrently take charge of quality control. Note that most small and medium-sized audit firms have not digitalized audit papers, and instead are producing audit papers using, for example, widely-available software.

Figure III-1-12: Example of a support system at a large-sized audit firm

<table>
<tr><th colspan="2">Support departments</th><th>Roles</th></tr>
<tr><td rowspan="5">Quality control division</td><td>Contract management department</td><td>Approving acceptance and continuance of audit engagements</td></tr>
<tr><td>Periodic inspection department</td><td>Ongoing monitoring and implementing periodic review in relation to a quality control system</td></tr>
<tr><td>Accounting support department</td><td>Responding to technical inquiries concerning accounting standards, procedures, etc.</td></tr>
<tr><td>Audit support department</td><td>Responding to technical inquiries concerning audit standards, manuals, and procedures</td></tr>
<tr><td>Engagement quality control review department</td><td>Performing engagement quality control review as well as the higher-level reviews against material or high risk issues</td></tr>
<tr><td colspan="2">IT division</td><td>Auditing IT areas of audited companies, supporting engagement teams with the use of IT audit tools</td></tr>
<tr><td colspan="2">International division</td><td>Collecting/providing local information overseas and liaising with network firms, etc.</td></tr>
<tr><td colspan="2">Risk management division</td><td>Responding to inquiries concerning professional ethics and independence, collecting and analyzing risk information, supporting responses to risk of fraud, etc.</td></tr>
</table>

b. Management of risk information

Audit firms develop and maintain the firm-wide management of risk information to handle high-risk audit engagements and to respond to the risk of fraud.

Specifically, large-sized audit firms handle this as follows (Figure III-1-13).

Figure III-1-13: Examples of management of risk information at large-sized audit firms

[Actions taken by risk management department]

- Developing a database of past fraud cases and sharing that information within the audit firm
- Selecting high-risk audit engagements through gathering information for past and current years and implementing continued monitoring and support to engagement teams
- Establishing a procedure to obtain internal or external expert advice when a situation which indicates material fraudulent misstatement or a suspicion of material misstatement caused by fraud is identified , Issuing instructions for the launch of higher-level review
- Organizing a team of experts for investigating fraud within an audit firm or its group companies
- Establishing and operating a desk for receiving reports from whistleblowers inside or outside the audit firm

[Actions taken by engagement teams]

- Addressing the risk of fraud through the use of data analysis tools
- Seeking expertise from the quality control department and undergoing a high-level engagement quality control review in the risk of fraud or considering high-risk matters

6. Usage of Technology in Audit and Cybersecurity Efforts

a. Progress with the Adoption of IT in Audit Engagements

In recent years, the use of IT in audit engagements, including AI, by audit firms, mainly large-sized audit firms and mid-tier audit firms, has been increasing significantly. This is partly because audited

companies are rapidly digitizing their accounting records, transaction records, etc. with the society digitalized, and in conjunction with this, audit firms also need, as “workstyle reforms” are introduced, to perform audit engagements more efficiently and effectively. This is affecting the nature of audits, and large-sized and mid-tier audit firms are moving proactively, either jointly with their global networks or independently, to deploy or develop IT-driven audits.
Here we elaborate audit firms’ strategies at present; how audit firms are developing their audits..

(i) Unification of audit tools

Audit firms that are members of the global networks use audit tools provided by the global networks (see 7. Responses to Overseas Expansion of Companies b. Ties with Global Networks" (page 78) for further details). Audit tools in question not only have the function of preparing and storing working papers but also include audit support tool functions, such as those for safe transfer of data and materials to and from audited companies, and timely tracing of progress in auditing, including work by the team of auditing subsidiaries.

Unified R&D and IT operation of the global networks promotes the efficiency of IT investment, and feedback from their member firms on remedies or requests of audit tools may be beneficial to the global networks enabling to improve security and refine functions of the audit tools.

However, there are also cases of Japanese audit firms independently developing/deploying analytical tools and implementing them as forecasting system on accounting fraud.

(ii) Task automation (RPA[11])

While certified public accountants have conventionally conducted standardized work for the implementation of audit procedures, such as processing and collection of data, by themselves, the introduction of audit support tools has advanced in recent years. The tools in question include a one-stop function from the extraction to analysis of data. With the function, the automatization of work, such as processing data and drafting working papers, is making headway. For example, it has become possible to automatically extract information needed for analytical work from data, collected in a lump from an audited company's core operation system, and produce findings inside an audit support tool.

(iii) Sophistication and expansion of data analytics

Amid the increasing introduction of audit support tools, the improvement of their functions has made it possible to multilaterally analyze all accounting data of an audited company. Findings by a broad-ranged analysis, many of which are currently used to assess risks at the time of working out an audit plan, are expected to be used in the entire auditing process through the formation of audit opinions.

In the past, audit firms performed risk analysis that involved the measurement of indications of fraudulent accounting etc. in audited companies' financial information. Recently, however, the

[11] RPA is short for robotic processing automation and represents efforts to streamline and automatize office work by means of artificial intelligence and other technologies. It is realized by software robotics that operates software and other programs like humans. It is also called "digital labor" and "virtual knowledge worker."

advancement of AI development has been facilitating the development and introduction of tools to predict future fraud using non-financial information and means to detect abnormal transactions that may lead to fraudulent accounting from among large amounts of accounting records, which enables audit judgements to be made based on more sophisticated analysis. Accordingly, integrating the results of analysis of non-financial information such as reputation about audited companies, audit firms are expected to be able to analyze a broader range of risks.

(iv) From ex post facto audit to real-time audit

At present, most audit work are centered on the period after the date of the fiscal year end, but with the aim of setting up a more comfortable working environment by leveling audit work throughout a period, and making audits more sensitive to risks and more likely to uncover frauds at an early stage, by the use of the aforementioned IT tools, audit firms are exploring the applicability of audit techniques for the day-to-day analysis of transactions etc. (real-time audit).

(i), (ii), and (iii) above are fields in which progress is being made with deployment in large-sized audit firms, while (iv) is an area expected to be applied in the future. The introduction of these advanced audit techniques requires that originals of transaction records etc. of audited companies are kept in electronic form, and the handover of the data also requires the consent of the audited company concerned. Additionally, time is required for data cleansing to enable utilization of data for RPA and data analytics. Due to these problems, progress is gradual. Regarding (iii) above, although the accuracy of fraud detection tools is becoming better than before, individual audit firms are developing tools that can detect abnormal transactions with higher fraud risks and fraud employing more complicated means.

Figure III-1-12 presents information on the adoption of the audit tools, etc. discussed above based on the size of the audit firm. It shows that large-sized audit firms, which audit numerous large companies, which possess vast amounts of data, are taking the lead in the adoption of audit tools etc.

Small and medium-sized audit firms, partnerships and solo practitioners, on the other hand, are lagging in the use of audit tools compared with large-sized audit firms. This is because they are small, and have little need for audit tools that offer massive processing capabilities.

As the improvement of IT skills on the part of partners and full-time staff, who actually operate auditing tools, is indispensable to promote the use of IT, audit firms, especially large-sized ones, are nurturing IT experts through the introduction of auditing tools and training about data analyses. At the same time, they are recruiting experienced IT engineers from outside in order to develop their IT systems earlier.

Figure III-1-14: Utilization of IT in audit operations at large-sized audit firms and mid-tier audit firms

Status	Large-sized audit firms	Mid-tier audit firms
Installed	・ Electronic audit documentation system (audit paper preparation and audit procedure management) ・ Journal analysis tools (analysis of transaction details (journals) and detection of abnormal transactions) ・ Evidence reconciliation tools (precise methods for cross-checking data from outside with all sales data at audited companies) ・ File exchange system (used for exchanging data with audited companies) ・ RPA (automation of data input and manipulation) ・ Debt/credit balance confirmation system (automation of the external confirmation of the existence/accuracy of transactions)	・ Electronic audit documentation system (audit paper preparation and audit progress management) ・ Journal analysis tools (analysis of transaction details (journals) and detection of abnormalities)
Being installed/ introduced at some firms	・ AI (fraud forecasting abnormal transactions using past financial information) ・ Audit databases (storing knowhow etc. on an in-house database to disseminate it)	・ Evidence reconciliation tools ・ File sharing systems ・ RPA (automation of data input and manipulation
Under development	・ AI (fraud forecasting using non-financial information) ・ Drones (improved efficiency in physical inventory count) ・ Utilization of blockchains ・ Text analysis (digitalization and analysis on documents)	・ AI (fraud forecasting abnormal transactions using past financial information)

(Source) Prepared by the CPAAOB based on information obtained through the collection of reports, etc.

■ Effective audit using AI ■

Some large audit firms are increasing the use of AI in auditing work. Specifically, AI analyzes listed companies' trends of fraud in the past from their security reports, improper accounting data and others. They maintain that the practice can effectively detect signs of fraud at audited companies' subsidiaries and on a per account basis and automatize 30% to 40% of entire auditing work, especially financial data analysis and confirmation of documents.

With the introduction of AI, audit practitioners are expected to concentrate more strongly on tasks requiring experience, such as those involving fraud risks and accounting estimates.

■ Introduction of electronic audit documentation by small and medium-sized audit firms ■

In November 2021, a mid-tier audit firm, two small and medium-sized audit firms and a general business company founded and began operating the Audit Digital & Innovation Consortium (ADIC) to provide small and medium-sized audit firms with a common IT infrastructure for the safe use of the electronic audit documentation system (for the electronic and integrated management of audit papers, audit firms are obligated to prepare and store them in order).

Audit firms including those not funding ADIC have already adopted the shared IT infrastructure and are operating it on a scale of around 700 users. In the future, they plan to create a knowledge network as a small and medium-sized audit firms' community and carry out a project that will contribute to the digital transformation of audits, including audit tools other than the electronic audit documentation system.

b. Cybersecurity Efforts

As mentioned earlier, large-sized audit firms in particular are embedding audit tools and exchanging data with audited companies via e-mail and file exchange systems. These use cases have been permeating as data volume has risen and transaction data has become more digitized.

At the same time, the risks posed by information leaks due to cyberattacks and other factors have risen, as seen in the damage inflicted by cyberattacks on audit firms overseas. Now that the information leaks in audited companies, in particular, cause serious damage to the audit firm’s trust, bolstering cybersecurity steadily is a must.

Accordingly, the CPAAOB has been focusing on the following.

[Monitoring of audit firms]

The CPAAOB reviews audit firms' cybersecurity measures through periodic collection of reports, hearings and dialog. These approaches have enabled it to identify the following efforts common to large-sized audit firms and some of mid-tier audit firms.

- Establishing basic information security policies and promoting information protection inclusive of cybersecurity across the global network as a whole
- Setting up organizations responsible for cybersecurity (CSIRT [12]) and, as necessary, recruiting experts in-outside the audit firm
- Identifying the data held by the audit firm, rating the materiality, and developing policies for data use as well as contingency plans for information security incidents and cyberattacks
- Undergoing reviews by the global network to confirm the effectiveness of the audit firm's information security system, making improvements in the system, collecting information on cyberattacks and information security countermeasures, and utilizing this information to develop and improve the information security system.

At some small and medium-sized audit firms, as their rules on information security etc. are incompatible with actual circumstances, it is unclear whether they have established a structure capable of promptly and properly responding to any damage stemming from a cyberattack.

[12] CSIRT (Computer Security Incident Response Team) is the collective term for the organizations responsible for dealing with incidents pertaining to computer security.

■Expanded use and risks of cloud services■

The use of cloud-based online storage services is increasing these days as business enterprises have improved developed telework environments. To expand technology-based services, audit firms are also increasing investment in the IT field, including cloud technology.

But there are risks in services via cloud technology. Since services are used via networks, including the Internet, there are risks related to information security, such as widespread leakage of confidential information via networks. In addition, there are risks related to availability, such as suspension of services due to system maintenance performed at unintended times because computer resources are shared with other users. The Financial Stability Board (FSB) , in its June 2021 issue of "Regulatory and Supervisory Issues related to Outsourcing and Third-party Relationships" , identified key risk management issues., including complexity of supply chains (including subcontractors), concentration of critical services on the same outsources, and cross-border differences in regulations relating to confidential information. As measure to deal with these issues, the FSB mentions introducing global standards, joint audits by multiple FIs, the use of certificates and reports issued by outsources, and enhanced supervision by regulators. In addition, the FSA announced in its "Policy for Enhancing Cybersecurity in the Financial Sector (Ver. 3.0)" that it would assess the use of cloud services by FIs and accompanying cybersecurity management systems, and would hold dialogs with cloud service providers.

7. Responses to Overseas Expansion of Companies

a. Group Audits

Many listed companies are operating in other countries by establishing subsidiaries and other entities, while M&A targeting overseas businesses are on the rise in recent years. For this, companies are necessitated to address many issues, such as establishing a system to manage overseas subsidiaries, examining complicated economic transactions, and dealing with different accounting standards. At present, serious accounting fraud incidents often come out at overseas subsidiaries. With the importance of group audits growing under the circumstances, audit firms are strengthening measures to address them. A brief overview of group audits and auditing procedures follow: Although the revised ASCS 600 "Special Consideration for Group Audits" was published in January 2023, its application begins with audits of financial statements for fiscal years beginning on or after April 1, 2024. Therefore, the descriptions in "a. Group Audits" are based on the pre-revision ASCS 600 "Group Audits."

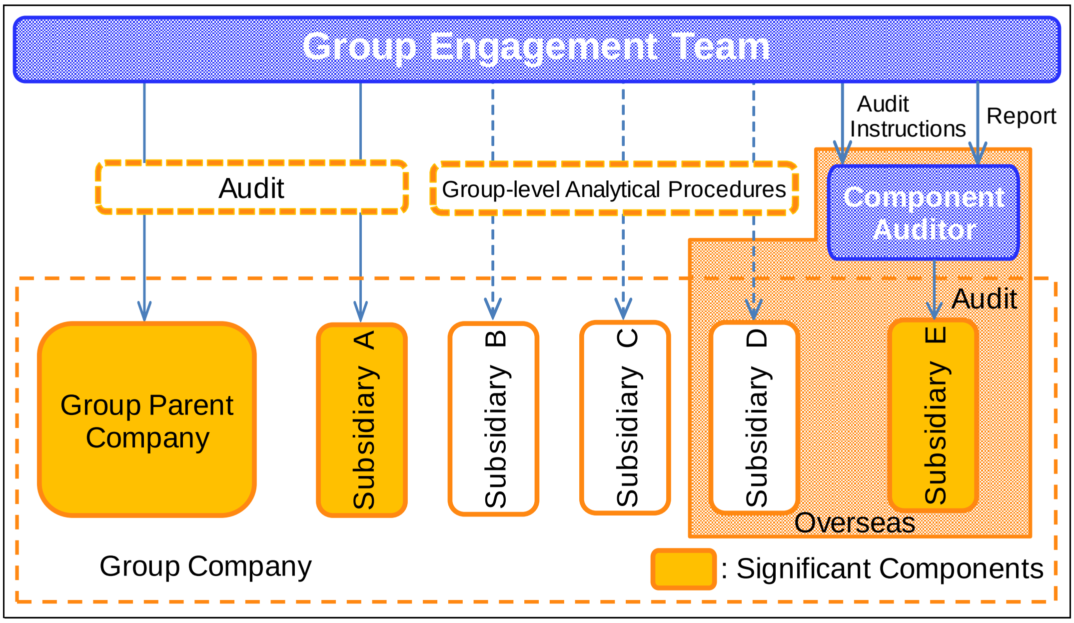
(i) Overview of Group audits

When auditors at a parent company (hereinafter referred to as "group audit team") perform an audit attestation of group financial statements, the work covers the parent as well as consolidated subsidiaries and head offices and branches, etc. (each company and other entity that serves as a unit for preparation of financial information included in group financial statements is called a "component unit"). For example, an internationally operating manufacturer has many component units (subsidiaries) not only in Japan but also overseas, such as subsidiaries set up in countries with reasonable labor force and sales subsidiaries.

Components such as subsidiaries are classified as either "material components" or "non-material components" depending on factors such as their financial importance and existence of risks requiring special consideration, and group engagement teams determine the proportional audit procedures that shall be performed according to the classification of each component (ASCS 600 (8), (23), (25), (26), (27)).

The following figure illustrates overview of typical group audit procedures (Figure III-1-13):

Figure III-1-15: Overview of typical group audit procedures



(ii) Determination of Material Components

When determining the material components, the group engagement team is required to identify and assess the risks of material misstatement through obtaining an understanding of the entity and its environment (ASCS 600 (16)). During this process, the key members of the group engagement team need to discuss the possibility of there being a material misstatement in the financial statements of the group caused by fraud or error, and must focus in particular on the risks of material misstatements resulting from fraud.

In recent years, there have been many cases of fraud etc. discovered at overseas subsidiaries that would seriously affect group financial statements. It has therefore become more important to perform risk assessments based on an adequate understanding of the group management system such as establishing a department at a head office tasked with managing foreign subsidiaries or performing internal audits to foreign subsidiaries and group environment including internal control of overseas subsidiaries.

If a component is deemed to be financially important for the group, or it is deemed that a component could contain significant risks in relation to the group financial statements, the group engagement team needs to identify the component as a material component.

(iii) Audit Procedures for Material Components

A group audit team decides which kinds of audit work should be performed for component units' financial information. As for material components that may involve risks requiring special consideration concerning group financial statements, one or more of audits described below must be performed : audit on component units' financial information based on the overall materiality of component unit , audit on the balances of one or more special accounts related to risks requiring special consideration about group financial statements, audit on kinds of transactions or disclosure and others, and special audit procedures related to risks requiring special consideration about group financial statements (ASCS 600 (26)).

The approaches to group audit procedures taken by audit firms of different sizes are as follows (Figure III-21-14).

Figure IIIII-1-16: Approach to group audit procedures taken by audit firms of different sizes

	Large-sized audit firms	Mid-tier audit firms	Other
Group audit manual	Incorporating the global network's group audit manual into the firm's audit manual	Many firms incorporated the global network's group audit manual into the firm's audit manual, but some prepared their own	Many firms prepared their own group audit manual
Audit instructions	Using the global network's template for audit instructions	Many firms used the global network's template for audit instructions, but some prepared own templates	Many firms prepared their own templates for audit instructions, but some used templates provided by the global network

(Note) Regarding "Other" in the figure, of the 55 firms from which reports were collected in PY20221, information is presented for 15 firms conducting audit engagements for which group audit is required in cases where there is any component overseas. Among these, just one firms are affiliated with their global networks and using the group audit manual or audit instructions provided by the global networks.

(Source) Prepared by the CPAAOB based on information obtained through the CPAAOB inspections or the collection of reports

(iv) Communication with component auditors

If effective dialogue between the group engagement team and the component auditors does not exist, there is a risk that the group engagement team may not obtain sufficient and appropriate audit evidence on which to base the group audit opinion (ASCS 600 (39)).

The group audit team therefore not only sent and received audit instructions and reports on the audit results and grasped the situation by phone or e-mail, etc., but also visited auditors of component units, among other practices. When the physical visit, however, went unfeasible due to COVID-19, the group audit team maintained communication via alternative means, such as online meetings. Still, there are cases in which the team is unable to receive reports on the results from auditors at component units in a timely manner due to lockdowns and other restrictions in countries where they are located. Ordinarily, large-sized audit firms and some mid-tier audit firms provide support for their group audit teams, such as facilitating communication between them and auditors at component units and providing local information by establishing international business support sections inside their organizations and dispatching Japanese representatives to their main overseas business outlets. The pandemic has increased the importance of such practices.

b. Ties with Global Networks

Large-sized audit firms, mid-tier audit firms, and some small and medium-sized audit firms, partnerships, and solo practitioners contracted the member firm agreement and belong to global networks in order to facilitate audits of audited companies exploring overseas operations by leveraging the global network's know-how such as audit manuals.

(i) Membership of global networks

All large-sized and mid-tier audit firms as well as some small and medium-sized audit firms, partnerships, and solo practitioners that need to audit the overseas operations of audited companies belong to global networks, and are moving forward with the establishment of structures for group audit (Figures III-1-15 and III-1-16. Note, however, that not all small and medium-sized audit firms, partnerships, and solo practitioners that are expected to conduct group audits belong to global networks (for details, see "a. Group Audits, (iii) Audit Procedures for Material Components" (page 77).

Figure III-1-17: Number of audit firms belonging to global networks[13] (FY2022) (unit: audit firms)

Large-sized audit firms	4
Mid-tier audit firms	5
Small and medium-sized audit firms	23
Total	32

(Source) Prepared by the CPAAOB based on operational reports

Figure III-1-18: List of global networks to which large-sized and mid-tier audit firms belong

Audit firm	Global network
KPMG AZSA LLC	KPMG International Limited (KPMG)
Deloitte Touche Tohmatsu LLC	Deloitte Touche Tohmatsu Limited (DTT)
Ernst & Young ShinNihon LLC	Ernst & Young Global Limited (EY)
PricewaterhouseCoopers Aarata LLC	PricewaterhouseCoopers International Limited (PwC) (Note)
GYOSEI & CO.	NEXIA International Limited (NEXIA)
BDO Sanyu & Co.	BDO International Limited (BDO)
Grant Thornton Taiyo LLC	Grant Thornton International Limited (GT)
Crowe Toyo & Co.	Crowe Global
PricewaterhouseCoopers Kyoto	PricewaterhouseCoopers International Limited (PwC) (Note)

(Source) Prepared by the CPAAOB based on data from publicly disclosed materials from each audit firm (as of July 1, 2023

(Note) PricewaterhouseCoopers Arata LLC and PricewaterhouseCoopers Kyoto announced on June1, 2023 that they had commenced their discussion toward integration.

The operating revenues of global networks comprise revenues from audit services, tax related services and advisory services, and a breakdown of the top-ranking global networks in terms of operating revenues is shown below (Figure III-1-17). The scale of the Big Four global networks is particularly prominent.

[13] Among small and medium-sized audit firms, the firms that have concluded cooperative relations (alliances) with overseas audit firms are included.

Figure IIII-1-19: Operating revenues of global networks (unit: billion USD)

	DTT	PwC	EY	KPMG	BDO	GT
Operating revenues	593	503	454	346	128	72
Audit services (Share of operating revenues)	114 (19%)	180 (36%)	144 (32%)	119 (34%)	54 (42%)	30 (42%)
Tax-related services (Share of operating revenues)	99 (17%)	116 (23%)	113 (25%)	73 (21%)	28 (22%)	15 (21%)
Advisory services (Share of operating revenues)	380 (64%)	207 (41%)	197 (43%)	154 (45%)	46 (36%)	27 (37%)

(Source) Prepared by the CPAAOB based on data from publicly disclosed materials from each global network (2022 accounting year).

In Japan, the Big Four global networks' share of audit services is 96% of the 225 companies that comprise the Nikkei Stock Average (Nikkei 225). Overseas, they account for even larger shares of audit services as shown below for the 500 companies comprising the S&P 500 index in the U.S. and the 350 companies with the largest market capitalizations on the London Stock Exchange (FTSE 350 index), meaning that the situation in these countries is the same as in Japan (Figure III-1-18)

Figure III-1-20: Big Four global networks' share of audit services for large listed companies in Japan, the U.S., and the U.K.

	Japan	US	UK
Big Four global networks' share (based on number of companies)	96%	99%	92%

(Sources) Japan: Compiled by the CPAAOB from QUICK and exchange data (as of March 31, 2023)
U.S.: Compiled by the CPAAOB from Bloomberg data (as of March 31, 2023)
U.K.: "Key Facts and Trends in the Accountancy Profession, July 2022," Financial Reporting Council

(ii) Relationships with global networks

Network firms comprising global networks are responsible for a range of areas including quality control in exchange for enabling to use the networks' logos and brand, to share mutual business and know-how. The nature and degree of these responsibilities vary depending on the scale of the global network. In general, the larger global audit network would be more impactful on its member firms.

i. Large-sized audit firms

Each of the large-sized audit firms belongs to one of the Big Four audit firms (Deloitte Touche Tohmatsu, Ernst & Young, KPMG, and PricewaterhouseCoopers) and has established close relationships with them. Specifically, they not only have the right to use the networks' logos and brand, but are also involved in the operation performed by the networks. For example, their CEOs and PICOQCs opine from the perspective of Japan as members of high level network committees, while members of oversight/assessment bodies at large-sized audit firms take part in global meetings.

Embedding audit manuals and tools prepared by the networks, the large-sized audit firms perform audits in accordance with them subject to the networks' standards. AS of other quality control issues including quality control reviews, independence, they have adopted the standards and the procedures prepared by the networks.

Some large-sized audit firms, in addition to using the network's manuals and tools, dispatch the personnel like PICOQC etc. to the global firm in order to directly reflect the views of Japan in the initiatives taken at the network level, such as the revision of audit manuals and the development of audit tools.

They also regularly undergo global reviews conducted by the networks in order to confirm that audit quality, particularly for audit engagements, is secured at the level required by the networks (see "C. Monitoring of Systems of Quality Control, 2. Utilization of Global Reviews" (page 91) for details.).

Furthermore, in conjunction with business expansion in recent years in the Asia-Pacific region and, most notably, in Japan and China, some firms have appetite to manage member firms on a regional basis, while large Japanese audit firms, which are members of the global networks, tend to play a central role by participating as board members in organizations established in the Asia Pacific region.

ii. Mid-tier audit firms

All mid-tier audit firms are affiliated with global audit networks. However, the extent of their ties differs depending on size of the networks. Some have formed alliances that are at the same level of those of the large-sized audit firms, while others maintain moderate ties, only having the right to use the networks' logos and brand and getting referral of audit engagements from network firms in other countries, but not implementing audit manuals. Although all mid-tier audit firms undergo global reviews, there are substantial differences in terms of frequency and review area.

iii. Small and medium-sized audit firms, partnerships, and solo practitioners

The networks to which small and medium-sized audit firms, partnerships and solo practitioners belong only allow them to use their logos and brand and to be introduced to audit engagements in network firms' countries. Some of the small and medium-sized audit firms, partnerships and solo practitioners do not leverage audit manuals or undergo global reviews.

■ Effects of international situation on auditing ■

The international situation, including the recent Ukrainian problem and lockdowns in Shanghai, is exerting considerable effects on not only business activities by globally operating companies but also auditors' work, such as the withdrawal of four large global networks from Russia. The JICPA has taken countermeasures, including the release in April 2022 of "Audit Considerations for the Fiscal Year Ended March 31, 2022 (Summary) (Regarding audit responses in light of the current international situation surrounding Ukraine)" as a digest of matters of concern pertaining to "Consideration of whether or not the risk assessment needs to be revised based on the situation" " and so forth under the current international situation.

In addition, the IFIAR has posted a consolidated version of Russia-related guidance issued by mem ber audit regulators, auditor' s organizations, and so forth on its website. (https://www.ifiar.org/members/ukuraine-russia/).

■ International Forum of Independent Audit Regulators (IFIAR) ■

Established in 2006, the International Forum of Independent Audit Regulators (IFIAR) is an international organization comprising independent audit regulators that conduct inspections and other tasks on audit firms to improve the audit quality globally through cooperation and collaboration between authorities concerned. (As of March 2023, it had members from 54 countries and jurisdictions, including Japan.) In April 2017, the Secretariat of IFIAR was established in Tokyo, becoming the first headquarters of international organization in Japan.

This April, at the plenary meeting held in Washington, DC, the Secretary General of the CPAAOB and the Deputy Commissioner of Strategy Development and Management Bureau of the FSA was elected as the Chair of IFIAR, the first Asian person to assume the position since IFIAR was established.

IFIAR' s activities include regular dialogue with the Big six global networks, preparation of research reports on inspection and enforcement practices in member jurisdictions,, hosting workshops on inspection practices .and sharing knowledge.

In addition, as a new initiative, the Sustainability Assurance Task Force (SATF) was established last December to review and coordinate IFIAR initiatives related to sustainability and ESG reporting assurance, with Japan as a member.

The next plenary meeting of IFIAR is scheduled to be held in Osaka, Japan, in April next year. Through vigorous IFIAR activities, the CPAAOB and the FSA, as institutions in the chairing country, will actively contribute to organizational operation that flexibly addresses diverse perspectives of its members, strengthen external communication, and expand the number of IFIAR members.

■Trends in audit market reforms in Europe■

In recent years there have been major accounting irregularities prompting reform of the auditing market in the UK and in Germany-. Carillion, the UK's second largest construction company by sales, reported a net profit of GBP 129 million and implemented a record-breaking dividend of GBP 79 million in 2016. In July 2017, Carillion announced a GBP 845 million construction loss provision and filed for bankruptcy in January 2018. The UK Financial Reporting Council is investigating the adequacy of its 2016 audit. In June 2020, Wirecard, a fintech firm that was a key component of the DAX stock index, went bankrupt. Wirecard reportedly had EUR 1.9 billion in deposits that were unaccounted for, about a quarter of its consolidated total assets. In April 2023, for breaching professional obligations, the audit firm of Wirecard was fined EUR 500,000 and suspended from undertaking new audits of PIEs for two years. And Individual accountants were fined EUR 23,000 to EUR 300,000.

In UK, against the background of the failure of Carillion, audit issues and measures to improve auditing for the future were discussed. Several reports were published on the structure and powers of regulatory authorities, the audit market environment, and audit effectiveness. In the audit market environment, the oligopoly of the Big Four audit firms and potential conflicts of interest due to the provision of internal audits and consulting services by the Big Four audit firms to companies for which another Big Four audit firms provide audit services have been pointed out.. In response, UK is considering asking the London Stock Exchange's top 350 companies by market capitalization (FTSE350) to allocate a certain portion of their audits to smaller audit firms. The Big Four audit firms are also required to separate their audit services departments from other departments in terms of operations by the end of June 2024. In Germany, the Action Plan on reform of accounting audits was also published. The Action Plan includes the expansion of the scope of companies subject to rotation of audit firms (rotation within 10 years) to all listed companies, as well as a broad ban on simultaneous provision of audit services and consulting services.

8. Treatment of Key Audit Matters

From the perspective of enhancing the transparency and the provision of information pertaining to audits conducted under the FIEA, entries of "Key Audit Matters" (KAMs) in audit reports came to be required, starting with accounting audits for the fiscal year ending March 31, 2021.

a. Processes and key points for deciding on and reporting KAMs

(i) Auditors take into consideration the following matters out of those they discussed with audit and supervisory board members and others in the process of auditing and decide the matters to which they paid special attention:

- Matters in which risks requiring special consideration were identified or which were deemed to have a high risk of material misstatements
- Degree of judgement by auditors about matters involving material judgment by management, including matters in which high uncertainty of estimate is identified
- Effects on audits from material matters or transactions taking place in the relevant year

(ii) Out of the matters to which they paid special attention, auditors as professionals narrow down especially important matters, decide them as KAMs, and mention the following in a section set for them in audit reports.

- Content of KAMs
- Reference to disclosure in related financial statements where applicable
- Reasons why auditors considered the matter especially important in the audit of financial statements in current fiscal year and determined it as KAMs.
- Auditor’s responses in audit

b. Responses by audit firms

Recent monitoring found the following responses by large-sized and mid-tier audit firms upon mandatory application of KAMs. Centered on large-sized audit firms, some audit firms have developed a system for KAMs, including communications with audited companies (Figure III-1-19).

(i) Development of guidance for preparation of KAMs

- Preparation and dissemination of guidance and descriptive examples with which audit teams comply when preparing KAMs

(ii) Provision of training

- Training to provide explanation of good examples on KAMs based on analyses of actual application cases
- Training to provide explanation of points of attention concerning the notes in financial statements and narrative information accompanied by the introduction of KAMs
- Training with a workshop format adopted, wherein audit teams actually draft KAMs

・ Training to provide explanation of points to note in drafting KAMs

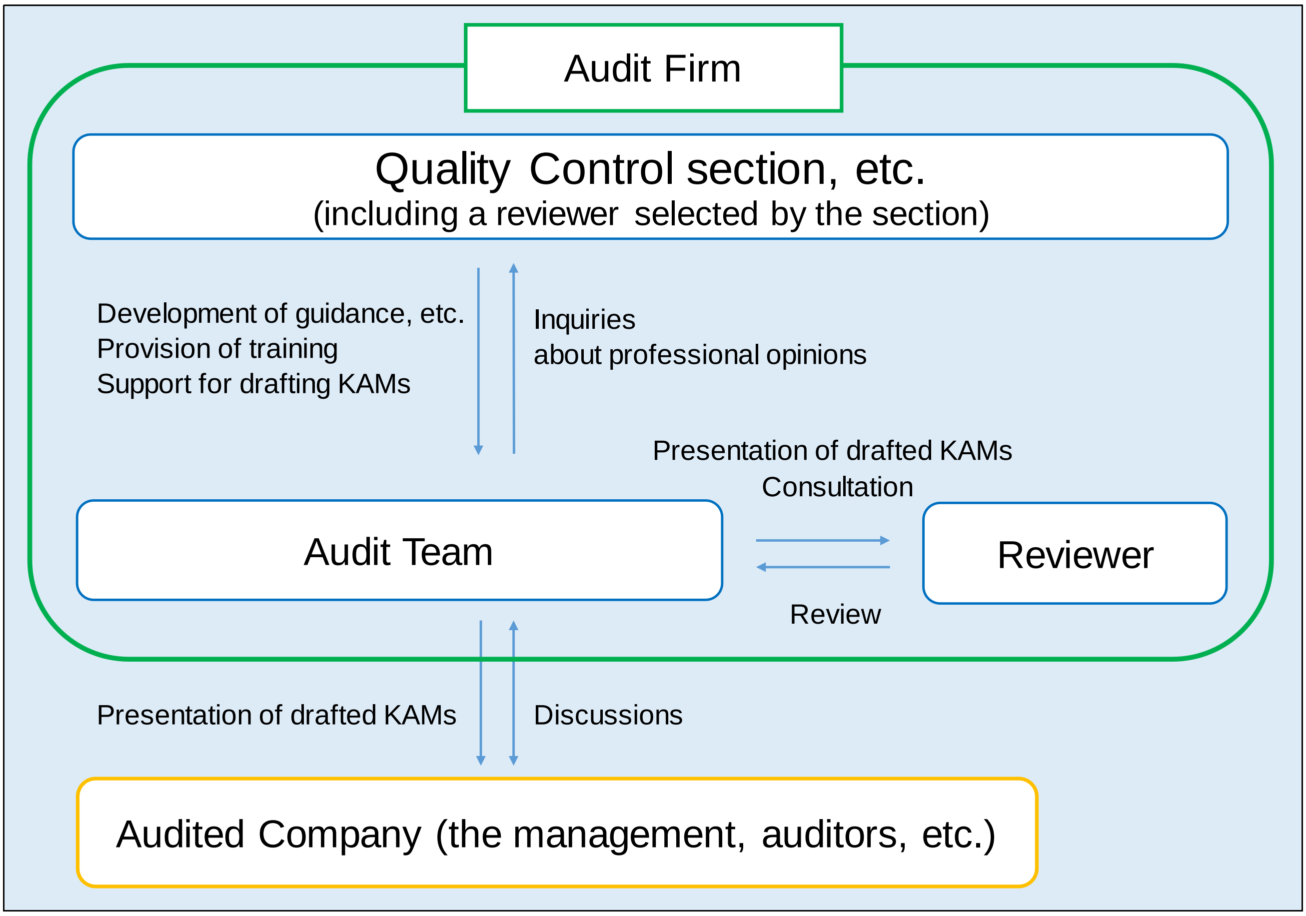
(iii) Quality control section's support for audit team

・ Clarification of the specific content of communication and schedule to achieve in-depth communication throughout the year with the management, audit and supervisory board members and others of an audited company
・ Monitoring and follow-up of audit teams' handling of KAMs
・ Review of KAMs drafted by audit teams by a reviewer selected by the quality control section
・ Holding of consulting sessions regarding KAMs on a regular basis

(iv) Reviews and inquiries of professional opinions

・ Request for conference-format reviews by the headquarters in specific cases, such as treating the non-disclosure of KAMs or assumption related to a going concern as KAMs
・ Request for inquiries about professional opinions regarding entries of KAMs in cases falling under specific cases defined by revised policies for inquiries about professional opinions

Figure IIII-1-21: Example of an audit firm's system for reporting of KAMs



c. Analyses of KAMs and recommendations

Handling of KAMs in the year ending March 31, 2021 has been analyzed by the FSA and other related organizations, and they made recommendations (Figure III-1-20).

Figure III-1-22: Analyses of KAMs reported in the first year of mandatory application

Organizations that published their analyses, timing of publication, published documents, and web links
Japanese Institute of Certified Public Accountants (December 2022 Report on analysis of KAMs reported in the first year of mandatory application (the year to March 2022) (Research Paper) https://jicpa.or.jp/specialized_field/20221226cgi.html
Securities Analysts Association of Japan (February 2023) Good examples of KAMs helpful for securities analysts 2022 https://www.saa.or.jp/saccount/account/pdf/Kam230210.pdf
Financial Services Agency (February 2023) Characteristic examples of KAMs and points to note in making entries 2022 https://www.fsa.go.jp/news/r4/sonota/20230217/20230217.html

In the analyses above, in addition to ingenious descriptions of KAMs, cases in which more consideration is needed are reported to raise attention for the third year based on actual entries of reported KAMs. Major cases are as follows.

- KAMs were not amended in spite of changes of business environment caused by modified mid-term business plan.
- KAMs of two companies audited by the same audit firm which belong different industry sector are similarly described.
- KAMs of different businesses within the same company are identical.
- Description of KAM and notes of financial statements are inconsistent.
- Description of KAM and disclosure of significant deficiency of internal control are inconsistent.

9. Domestic Audit Firm Groups

a. Structure of domestic audit firm groups

Many large-sized and mid-tier audit firms have formed their own audit firm groups that use common brand of global networks they have joined. And within the group, audit firm and other entities cooperate with each other in providing services in Japan (hereinafter, such groups are referred to as "domestic audit firm groups"). Besides the audit firms, these groups generally include consulting companies, financial advisory companies that carry out financial due diligence and provide financial advice on M&A deals, tax accountant firms, and attorney firms ("group companies").

In terms of structure of a domestic group to which large-sized audit firms belong, there are many examples of firms setting up holding company like companies to manage a global brand and putting the group companies on par with the audit firm, but there are also audit firms directly investing in group companies (excluding entities of certified experts such as tax accountant firms or attorney firms, etc.) and making them subsidiaries.

Domestic groups to which large-sized audit firms belong generally establish councils comprising representatives from the principal firms belonging to the group that develop systems to coordinate their interests and discuss joint business efforts.

b. Group operating revenues

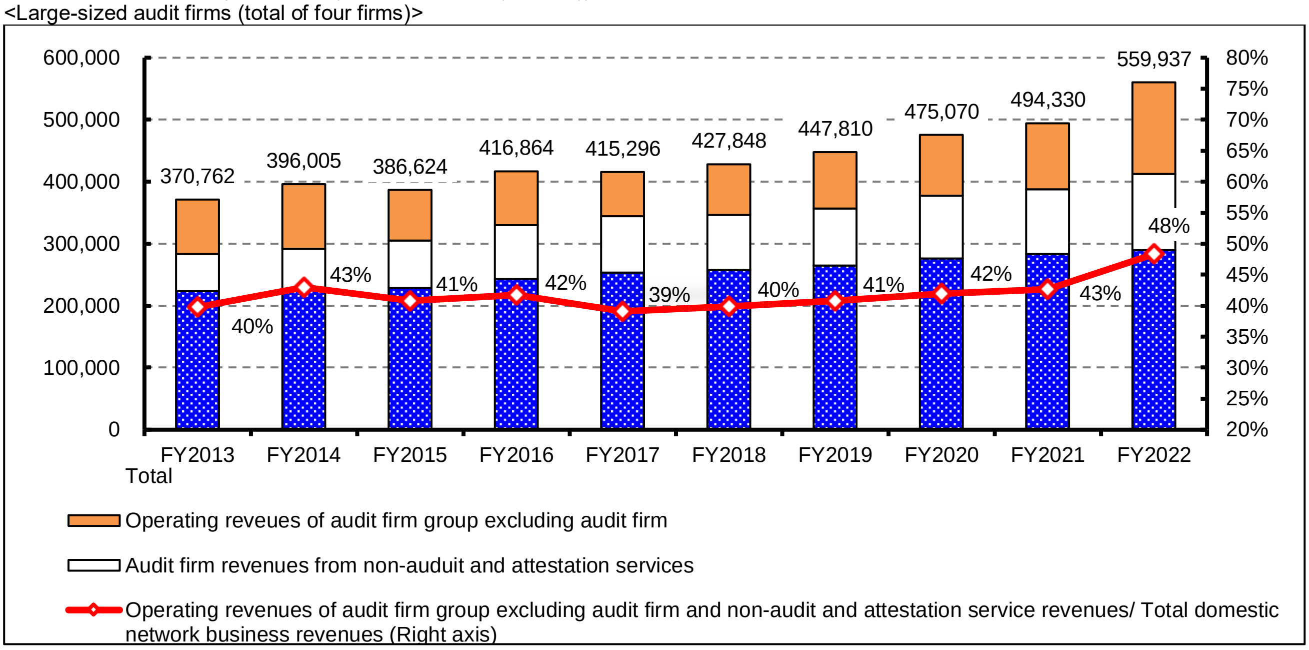
The ratio of non-audit and attestation revenue to operating revenue at groups consisting of audit firms and their subsidiaries, etc. ("audit firm groups")[14] had steadily risen to reach 43% in FY2014. The ratio once decreased to 39% as certain large-sized audit firms spun off non-audit and attestation services and subsidiaries from them, subsidiaries and so forth in FY2015 and FY2017, but it has been on an upward trend in recent years due to increases in revenue of group companies (Figure III-1-14). (For audit firms' operating revenue, see "I. Overview of the Audit Sector, B. Audit Firms, 5. Financial Condition (Operating Revenue, Proportion of Audit and Attestation Services and Non-audit and Attestation Services)" (page 18).)

At mid-tier audit firm groups, the ratio of non-audit and attestation revenue has stayed lower than at large-sized audit firms, moving roughly in a range between 10% and 13% from FY2013 through FY2022. Group revenue structure of mid-tier audit firm groups is largely different from large-sized audit firms as audit and attestation revenue accounts for a large portion of total group revenue at the latter (Figure III-1-15).

Regarding small and medium-sized audit firms, few firms have group companies, which indicates that non-audit services seem to be provided by the audit firms.

[14] Some group companies that do not have capital relationship with an audit firm have operating revenue of over100billion yen.

Figure III-1-22: Changes in operating revenues of audit firm group excluding audit firm and non-audit and attestation service revenues' share of these operating revenues (unit: million JPY (left axis))
<Large-sized audit firms (total of four firms)>



(Note 1) Operating revenues of audit firm groups include revenues from companies that fall under subsidiaries, etc. of an audit firm within the group, in principle, as well as revenues from subsidiaries, etc. offering intra-group services.

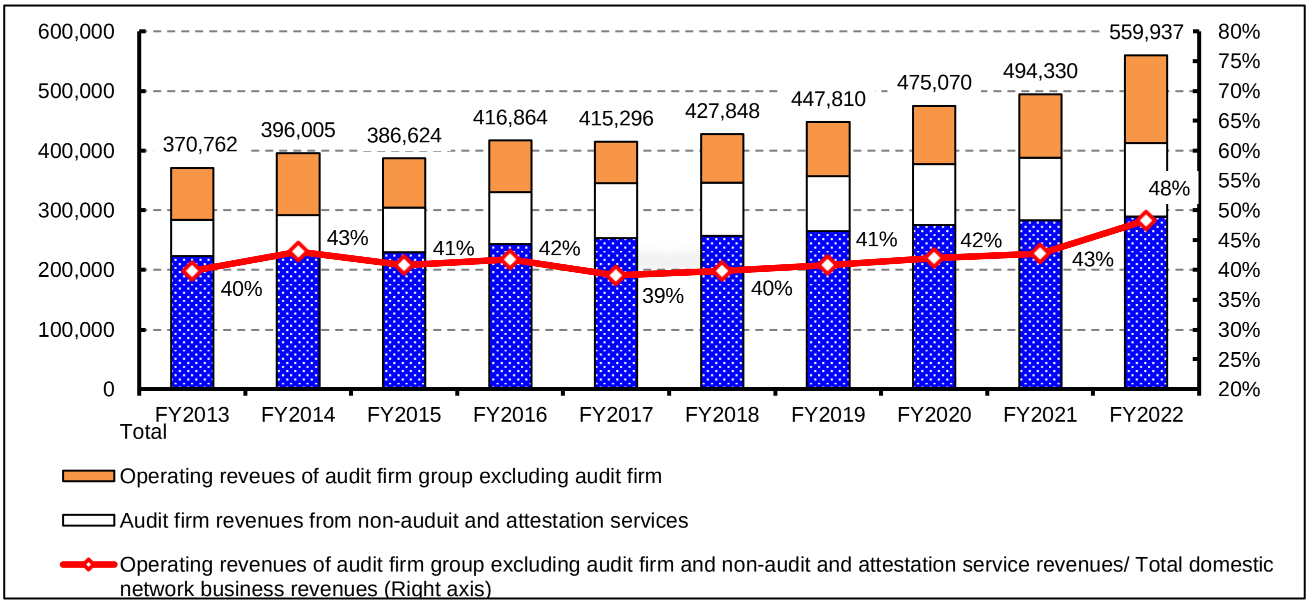
(Note 2) Non-audit and attestation service revenues are the total of the non-audit and attestation revenue of the audit firm and the revenues of the subsidiaries etc. of the audit firm.

(Note 3) One audit firm group changed its fiscal year-end in FY2017, so the FY2017 operating revenues for that audit firm group covers an eight-month period. As a result, FY2017 operating revenues are calculated by extrapolating eight-month operating revenues to one-year periods (by multiplying figures by 12 months/8 months) for the audit firm group that changed its fiscal year-end.

(Note 4) In FY2015 and FY2017, certain large-sized audit firms spun off businesses or subsidiaries that perform non-audit and attestation services

(Source) Prepared by the CPAAOB based on operational reports submitted by audit firms

Figure III-1-23: Changes in operating revenues of audit firm group excluding audit firm and non-audit and attestation service revenues' share of these operating revenues (unit: million JPY (left axis))
<Mid-tier audit firms (Total of five firms)>



(Note 1) Operating revenues of audit firm groups include revenues from companies that fall under subsidiaries, etc. of an audit firm within the group, in principle.

(Note 2) Non-audit and attestation service revenues are the total of audit firm revenues from non-audit services and domestic network firm revenues

(Note 3) One audit firm group changed its fiscal year-end in FY2016, and it did not submit its report within the program year, so the FY2016 operating revenues for that audit firm group covers a fifteen-month period. As a result, when aggregating the figure, FY2015 data was used for the FY2016 operating revenues for the audit firm group. Operating revenues for FY2017 represent 15 month worth of operating revenues.

(Source) Prepared by the CPAAOB based on operational reports submitted by audit firms

B. Engagement Quality Control Reviews

The “IV. Reporting Standards 1. General Principles” in Auditing Standards require auditors to be undertaken a review prior to the expression of the audit opinion in order to confirm that their opinion has been formulated appropriately in accordance with audit standards generally accepted as fair and reasonable. The review is therefore the final safeguard for ensuring the appropriate audit opinion. When evaluating the audit procedure implemented by the audit team, material judgement in audit process and audit opinion, objectivity of quality control review has significant impact on the audit quality.

There are three main styles of engagement quality control reviews adopted by audit firms: a. the concurring review partner style (a review is performed by a partner other than the engagement partner), b. the council style (an engagement quality control review is performed by a council), and c. the combination style (both the concurring review partner style and council style are adopted).

a. Concurring review partner style

An engagement quality control review normally involves the engagement quality control (EQC) reviewer, who is appointed for each audit engagement, performing the entire review from the audit planning stage to the expression of the audit opinion. This means that a deeper review can be possible. For example, efforts are made to accumulate information on the audited company and the engagement team, and throughout the period of the audit, the review examines whether the engagement team is responding appropriately to changes in the circumstances of the audited company. For large-sized audit firms, the review is conducted with regard to the entirety of audit engagements, from planning to form an audit opinion, throughout the period of the audit.

However, in the case of the concurring review partner style, the quality of the review is heavily influenced by the abilities of specific EQC reviewers. At some small and medium-sized audit firms, the review of all audit engagements is handled by a specific reviewer, and in such cases the quality of review for the audit firm as a whole is affected by the abilities of this specific reviewer.

b. Council style

The council style encompasses not only cases where engagement quality control reviews are conducted by a single council, but also cases where there are multiple levels of councils. In the case of the multi-level councils, important matters etc. involved in the expression of the audit opinion are determined in advance, with a high-level council undertaking the review of these matters. There are also cases where specialist councils are established, covering such areas as finance, non-profit, and so on.

Since reviews conducted based on the council style involve collaboration among multiple EQC reviewers, they allow for more multi-faceted reviews than the case with the concurring review partner style.

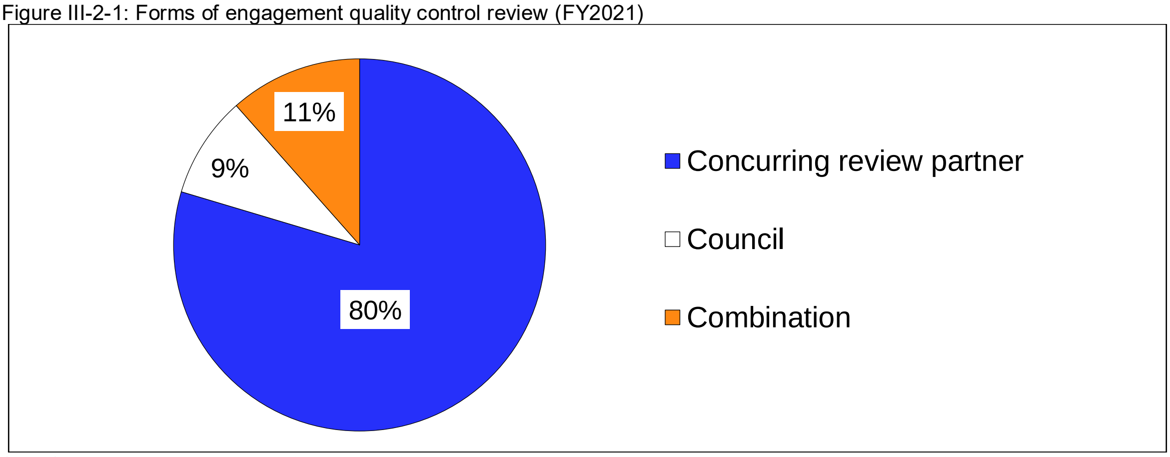
On the other hand, as the conclusions are those of the council and not the individual EQC reviewers, each of the reviewers - members of the council - may feel less of a sense of responsibility. Furthermore, as multiple reviewers examine a single issue, the total time required for the review is normally longer than with the concurring review partner style.

c. Combination style

In the combination style, there is a case where concurring review partner style is adopted while council is held if the matter involved in the expression of audit opinion falls under predetermined criteria. In another case, either concurring review partner style or council style is adopted according to the risk of each audit engagement.

The forms of engagement quality control review are shown below (Figure III-2-1)

Figure III-2-1: Forms of engagement quality control review (FY2021)



(Note) Aggregated the status of 260 audit firms based on operational reports submitted by the audit firms

Many large-sized audit and mid-tier audit firms have adopted both the concurring review partner style and the council style. For example, a reviewer conducts reviews of risk assessments performed by the audit team, the appropriateness of risk-response procedures, etc., while material matters for investigation are brought up at a review committee at headquarters. Furthermore, during reviews, some firms consult with bodies etc. featuring third parties in the case of important matters that would likely have a substantial social impact to ensure that decisions harmful to the public interest are not made.

Note that large-sized audit firms, when reviewing audits of listed financial institutions, are taking steps such as establishing a council for dealing exclusively with finance-related issues, and having this council deliberate with regard to the review.

Around 80% of small and medium-sized audit firms, however, employ the concurring review partner style, though some perform engagement quality control reviews using the council style or the combination style.

Regarding the appointment of reviewers, many firms select them among personnel who meet previously-defined eligibility requirements for reviewers in terms of knowledge, experience, competence, position, etc., and they are appointed by the review division or the quality control division in the consideration of the circumstances of audited companies. At some firms, however, the audit operations department etc. make the list of candidates who are then approved by the review division, the board of directors of the firm, etc.

The review division and others often monitor review results, etc. and time spent by reviewers.

There also are audit firms implementing programs to further improve review functions, such as reinforcing the information shared among reviewers, carrying out review-related compulsory training programs and conducting quality control reviews by reviewers belonging to quality control division at headquarters in higher risk audit engagements compared to ordinary engagements.

C. Monitoring of Systems of Quality Control

Audit firms are responsible for maintaining and improving audit quality, and in this sense, it is important for them to positively take the initiative in improving audit quality.
For this, it is important for audit firms to understand the levels of quality control in audit engagements in a timely manner and continuously have remediation in place. The CPAAOB inspects the monitoring of audit firms' quality control systems.
Furthermore, when an audit firm is a member of the global networks, it is sometimes the case that the global network, with the aim of ensuring consistency of high audit quality at network firms across countries, demands that network firms conduct domestic audit engagements in line with the global network policy, and that network firms verify that the global network policy is being followed (referred to below as "global reviews"). Given that large-sized audit firms have introduced the global review system into the quality control systems, the CPAAOB describes how those firms utilize global reviews in this section.

1. Periodic Inspections

Once an audit has completed, the audit firm is required to conduct procedures to ascertain whether an engagement team performed audits in accordance with the system of quality control prescribed by the audit firm (periodic inspections of audit services). This inspection must be performed for at least one of the audits that each engagement partner has conducted during a certain period (e.g. three years) (QCSCS (amended in February 2019) (47), A61).

Although the periodic inspections are being conducted at all audit firms, factors such as the number of inspections, the number of inspector involved and tools used differ depending on the sizes of the firm. Audit firms belonging to the Big Four global networks, in particular, are asked to perform periodic inspections based on the network's periodic inspection framework and verification tools (Figure III-3-1).
Furthermore, regardless of their size, the results of the inspections and the identified deficiencies are shared for raising risk awareness to all partners and staff at each firm through in-house training, etc.
Moreover, the inspection results are usually reflected on performance evaluation of engagement partners at large-sized audit firms and some mid-tier audit firms to boost the effectiveness of audit quality improvements.

Large audit firms have set up a section tasked with monitoring audit services to enhance the objectivity and effectiveness of monitoring in their quality control systems. They conduct periodic inspection mainly by members of the section.

Figure III-3-1: Overview of the periodic inspections conducted in FY2021

	Large-sized audit firms	Mid-tier audit firms	Other
Number and method of selection of audit engagements to be inspected	Each engagement partner is mandatory inspected at least once every three years. Additional inspections may also be performed based on the scalability and complexity of audited companies.	Each engagement partner is mandatory inspected at least once every three years. Additional inspections may also be performed based on the scalability and complexity of audited companies.	Each engagement partner is mandatorily inspected at least once every three years.
Inspectors	Under the supervision of quality control partner, partners and assistants who are not involved in inspected audit engagements (Inspection team is mainly composed of staff belonging monitoring division.)	Under the supervision of quality control partner, partners and assistants who are not involved in inspected audit engagements	Persons not involved in inspected audit services (including those outside an audit firm concerned) under the supervision of a partner in charge of quality control.
Number of inspectors	Between around 40 and 240	Between a few and around 50	Between one and around 15
Number of engagements handled by each inspector	One to two engagements	One to two engagements	One to five engagements
Inspection framework (procedures, assessment policy), tools to be used	Conducted under the Inspection framework and tools provided by the global network. Regarding responses to specifically Japanese auditing standards, many firms have partially tailored the global network's tools, such as adding items.	In many cases, Conducted based on each firm's own inspection framework and tool.	Conducted based on each firm's own inspection framework. Many firms use "Checklist for Periodic Inspections" and "Audit Service Review Procedures" provided by JICPA as inspection tool.
Use of inspection results	Inspection results are shared within the firm and reflected in evaluations of partners and staff.	Inspection results are shared within the firm. Some firms reflected them in evaluations of partners and staff.	Inspection results are shared within the firm.

(Note) The number of engagements per inspector was calculated by dividing the number of audits subjected to periodic inspections conducted in FY2022by the number of inspectors involved.
(Source) Prepared by the CPAAOB based on information obtained through the CPAAOB inspections or the collection of reports

2. Utilization of Global Reviews

The Big Four global networks are focusing more on the implementation of high quality audit engagements. For this reason, they require network firms in each country to comply with a detailed audit manual provided by the global network, and conduct global reviews to confirm whether network firms comply with the manual. Large-sized audit firms and some mid-tier audit firms undergo a global review by the global network every year.

Global networks other than the Big Four sometimes require their member firms to comply with the audit manual provided by the global network to the same degree as that of the Big Four, but most of them operationalize more relaxed rules than the Big Four. Given that global networks do not necessarily require their member firms to conform to local or international auditing standards, there is a wide variation in the nature and frequency of global reviews (for information on ties with global networks, see “III. Operation of Audit Firms, A. Operations Management System, 7.Responses to Overseas Expansion of Companies, b Ties with Global Networks, (ii) Relationships with global networks” (page 80).

While all large and mid-tier audit firms are subject to the global review, few of small and medium-sized audit firms, belonging to the global networks, are reviewed (Figure III-3-2).

Figure III-3-2: Overview of global reviews

	Large-sized audit firms	Mid-tier audit firm	Other
Whether global reviews are performed	All firms are reviewed	All firms are reviewed	Only some firms are reviewed
Frequency of global reviews	Every year	Every year to once every four years	Typically once every three years
Global reviewers	In most cases, the global review is performed by global network reviewers.	In most cases, the global review is performed by global network reviewers.	In most cases, the global review is performed by reviewers appointed by the global network. Sometimes the results of self-inspections using a checklist for global reviews are reviewed.

(Note) Few small and medium-sized audit firms etc. are members of global networks.
(Source) Prepared by the CPAAOB based on information obtained through the CPAAOB inspections or the collection of reports

3. Monitoring before expression of audit opinions

Monitoring is conducted prior to the expression of audit opinions especially by large audit firms as a measure to improve the quality of audits in recent years.

Monitoring before the expression of audit opinions is an operation assigned to a reviewer, designated by the quality control sector or audit services sector, to promptly find problems in quality control and prompt the audit team to take timely remedies.

Monitoring, furthermore, is often carried out in audit areas involving high risks, such as fraud or going concern, and those where deficiencies are continuously detected through external inspections and internal regular inspections, such as accounting estimates.

D. Education, Training and Evaluation of Audit Personnel

In order to maintain and improve audit quality, audit firms need to provide their audit personnel with opportunities to acquire necessary expertise and also need to evaluate them appropriately. It is particularly important to train and properly evaluate the audit personnel who can exercise the professional skepticism needed to detect accounting fraud. The CPAAOB monitors and inspects recruit, training, and assignment of, and evaluation/compensation, etc. for partners etc. of audit firms.
In this section we elaborate audit firms' human resource development, education, training, and evaluation of its audit personnel (including engagement partners with primary responsibility).

1. Human Resource Development

To deal with changes to the auditing environment and the deepening complexity of audit methodologies, large-sized and mid-tier audit firms have been developing medium to long-term policies for developing human resources and offering education and training, in the context of which they have also provided personnel with a variety of career opportunities (Figure III-4-1).

Figure III-4-1: Examples of career opportunities at large-sized and mid-tier audit firms

- Carrying out work rotations and inter-organizational transfers (inclusive of regional offices)
- Involving in quality control activities and advisory and other non-audit services
- Placing personnel overseas at network firms
- Seconding personnel to locations outside the audit firm (e.g., domestic group firms, JICPA and other relevant organizations, business companies, etc.)

In addition, programs aimed at retaining human resources have been introduced, such as the adoption of flexible working arrangements including remote work and flextime, review of personnel evaluation programs, including compensation, and provision of various career plans through counseling and of work opportunities matching career plans. Some audit firms provide on-the-job training for young staff members on a one-to-one basis. There also are firms where counseling sessions are held on a group basis, such as those involving staff members of the same generation, to attend to their motivation. Among other cases, a mentor system that enables workers to seek advice on their personal problems helps reduce the rates of turnover and absence from work, while the turnover rate is monitored as an audit quality index along with efforts to improve work environments for the enhancement of workers' interest in audit services.

2. Education and Training of Engagement Teams

The quality control standards require audit firms to establish policies and procedures to provide it with reasonable assurance that they have sufficient personnel with the competence, capabilities, experience and commitment to ethical principles necessary to perform engagements in conformance with professional standards and applicable legal and regulatory requirements (QCSCS (amended in February 2019) (28)).

To meet this requirement, audit firms have developed structures for educating and training their engagement teams in proportion to their size (Figure III-4-2).

Figure III-4-2: Examples of systems for education/training

Large-sized and mid-tier audit firms	・ Establishing a training section within the human resources department to design and operate training programs for each job classification and level of experience ・ Audit firms implement a series of training programs for updating accounting and auditing standards, utilization of monitoring tools including data analysis tool, responses to fraud risks, key points by industrial sector, attendance to particular issues related to IPO audit, results of periodic inspections, inspections by the CPAAOB, quality control reviews by the JICPA and so forth, professional ethics and independence, information security and auditing. ・ Conducting examinations to measure understanding of training ・ Audit firms provide support for acquiring language-related qualifications and implement language training programs at home and abroad (including online training) ・ In addition to the above, periodic training on issues specific to financial institutions is provided to personnel working on the audits of listed financial institutions. Briefings on the latest industry trends are also organized
Small and medium-sized audit firms, partnerships and solo practitioners	・ Providing opportunities to attend training sessions held at the JICPA headquarters or regional chapters, or to study by watching JICPA training DVDs in most audit firms ・ Sharing results of periodic inspections, the CPAAOB inspections, and JICPA quality control reviews within firms

Large-sized and mid-tier audit firms have education and training sections, and they have developed training programs based on job classification and experience in conjunction with their global audit networks. Furthermore, by deploying e-learning systems, they enable individuals to access to education and training based on their learning level at times and locations that are convenient for them. Even among small and medium-sized audit firms, partnerships and solo practitioners, some of the comparatively larger ones have introduced level-based training systems and e-learning systems, while others are providing opportunities for education and training by covering the cost of tuition fees for external training programs. On the other hand, many small and medium-sized audit firms, partnerships and solo practitioners have difficulties in providing training programs that are suitable to personnel’s experience and capability and situation in their audited companies. Specifically, due to a lack of human resources capable of providing their own educational and training programs, many firms are only confirming that their partners and staff are undergoing the Continuing Professional Development provided institutionally by JICPA (i.e. whether they have obtained the required number of credits) or just having personnel watch DVDs supplied by the JICPA.

(Education and training needed for IFRS adoption)

As the number of companies adopting and having decided to adopt IFRS have now exceeded 260 in Japan, there has been an increasing number of partners and staff involved in audits of companies adopting IFRS, especially at large-sized audit firms. For that reason, the CPAAOB monitors the training structures relating to IFRS, with key examples shown below (Figure III-4-3).

Figure III-4-3: Examples of education/training related to IFRS

Large-sized and mid-tier audit firms	・ Introducing in-house IFRS certification, and providing periodic training on updates of the standards for certified personnel ・ Setting up sections within the firm specializing in the interpretation and specific application of IFRS, and distributing necessary guidelines within the firm, in addition to providing advice to and having consultations on specific issues with audit teams Audit firms dispatch personnel to the organizations within the networks they belong to that interpret the IFRS and examine the application policy of them. Or they hold periodic sessions to exchange views with the organizations concerned.

3. Evaluation of Engagement Team Members

The appropriate performance evaluation of engagement team members demonstrates that the audit firm is committed to audit quality, and ongoing effort is particularly important for fostering the organizational culture that forms the foundation of audit quality. The QCSCS stipulate, for example, that performance evaluation, compensation and promotion procedures give due recognition and reward to the development and maintenance of competence and commitment to ethical principles (including independence) (QCSCS (amended in February 2019) (28), A24).

a. Evaluation of partners

Large-sized and mid-tier audit firms evaluate partners based on their contribution to audit quality and the management of the firms and the exploitation of new business. In particular, they have adopted evaluation methods placing emphasis on audit quality. For example, large-sized audit firms make assessment as mentioned in Figure III-4-4.

Figure III-4-4: Examples of evaluations of partners at large-sized audit firms

- Partners are usually evaluated in various areas, including team management and a business development based on “Performance Evaluation Rules.” In the case of partners who provide audit services, there is an emphasis on quality control.
- Partners are evaluated with an emphasis on audit quality, including global capabilities
- Skills and performance evaluations are conducted and quality control as well as ethics/compliance are given considerable weight in skills evaluations.
- Assessments made during periodic inspections in relation to firm’s system of quality control (see “C. Monitoring of System of Quality Control, 1. Periodic Inspections” (page 90) for details) as well as the results of quality control reviews etc. are reflected in the performance evaluations of engagement partners.

The results of performance evaluation are provided to partners, and the partners are usually expected to take the action deemed necessary, such as setting goals for addressing areas required improvement. Some audit firms adjust partner compensation and assignment of audited companies based on evaluation results. The firms occasionally restrict partners' involvement in audit engagements when evaluation results are extremely poor.

Some small and medium-sized audit firms, partnerships and solo practitioners, however, do not conduct periodic evaluations of partners, and even when they do, they have not often articulated policies and procedures for the evaluations.

b. Evaluation of staff

Audit firms evaluate personnel in accordance with their evaluation standards and determine promotions based on the results of the evaluations.

Large-sized and mid-tier audit firms establish rough standard of promotion by employees' seniorities. They generally promote to managers after approximately a seven to 10 year and to partners, following a selection process. As small and medium-sized audit firms rarely hire newly qualified CPAs, they often hire mid-career CPAs on the assumption that they are going to be promoted to partners. Many large-sized and mid-tier audit firms evaluate personnel based on their understanding of auditing standards related to audit quality, communications skills within an engagement team, management skills (including capacities for an international issue) and so forth. Although small and medium-sized audit firms evaluate personnel in a similar manner, some of them have not established a policy of recruit or promotion systems on evaluation results.

E. Acceptance of New Audit Engagements and Changes of Accounting Auditors

Since the acceptance of new audit engagements has a significant impact not only on the quality level of audit engagements but also on an audit firm's operation, the CPAAOB also reviews this matter through the monitoring activities, and endeavors to understand the reasons for changes in accounting auditors and the impact of the acceptance of the new audit engagements on quality control at the audit firm as a whole.

Characteristics of large-sized and mid-tier audit firms as well as small and medium-sized audit firms, partnerships and solo practitioners in the process of the acceptance of new audit engagements are described below.

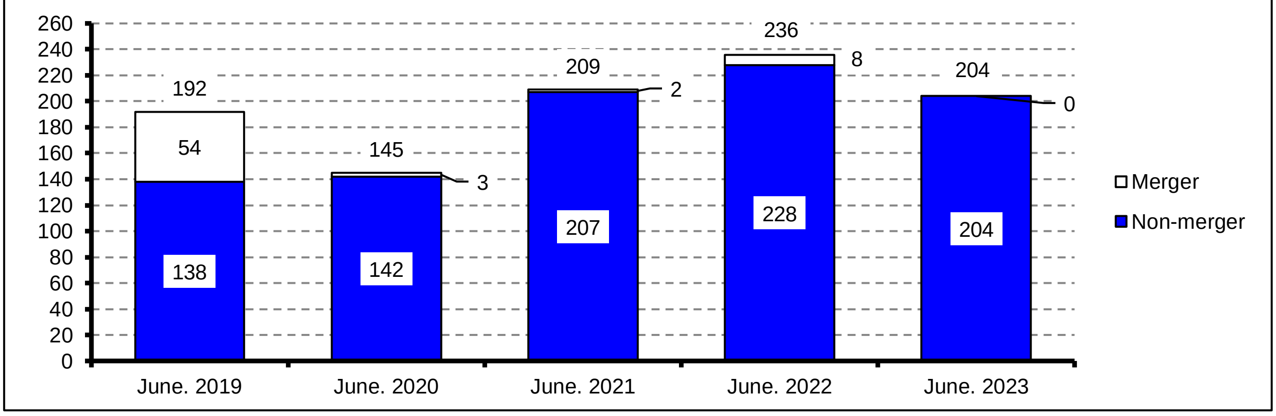
Large sized audit firms often receive the proposal on audit engagement responding to audited company's intention of unifying auditors within consolidated group. Still, on the occasion of lengthened continuous period of an accounting auditor's involvement, an audited company often asks for audit proposals to multiple audit firms. In such a case, an audit firm often acts in an organized manner for accepting a new audit contract, such as involving a partner familiar with the industry.

In contrast, the conclusion of new audit contracts by mid-tier audit firms and small and medium-sized audit firms is being made through introduction by acquaintances of their partners or workers, etc., or by receiving inquiries via firms' websites or requests for audits from customers to which they provide non-audit and attestation services.

The section below analyzes the acceptance of new audit engagements and changes in accounting auditors, and the connection between details ascertained through monitoring activities and publicly available information.

There were 204 cases of changing auditors at domestic listed companies in the year to June 2023. This figure is less than that of previous year, which was the largest number over the last five years. However, excluding the cases of changing auditors due to audit firms' acquisition, the number of cases still remains in high level since the year to June 2021. (Figure III-5-1). For information on mergers, see "I. Overview of the Audit Sector, B. Audit Firms, 4. Mergers of Audit Firms" (page 18).

Figure III-5-1: Number of listed domestic companies that changed audit firms (unit: changes)

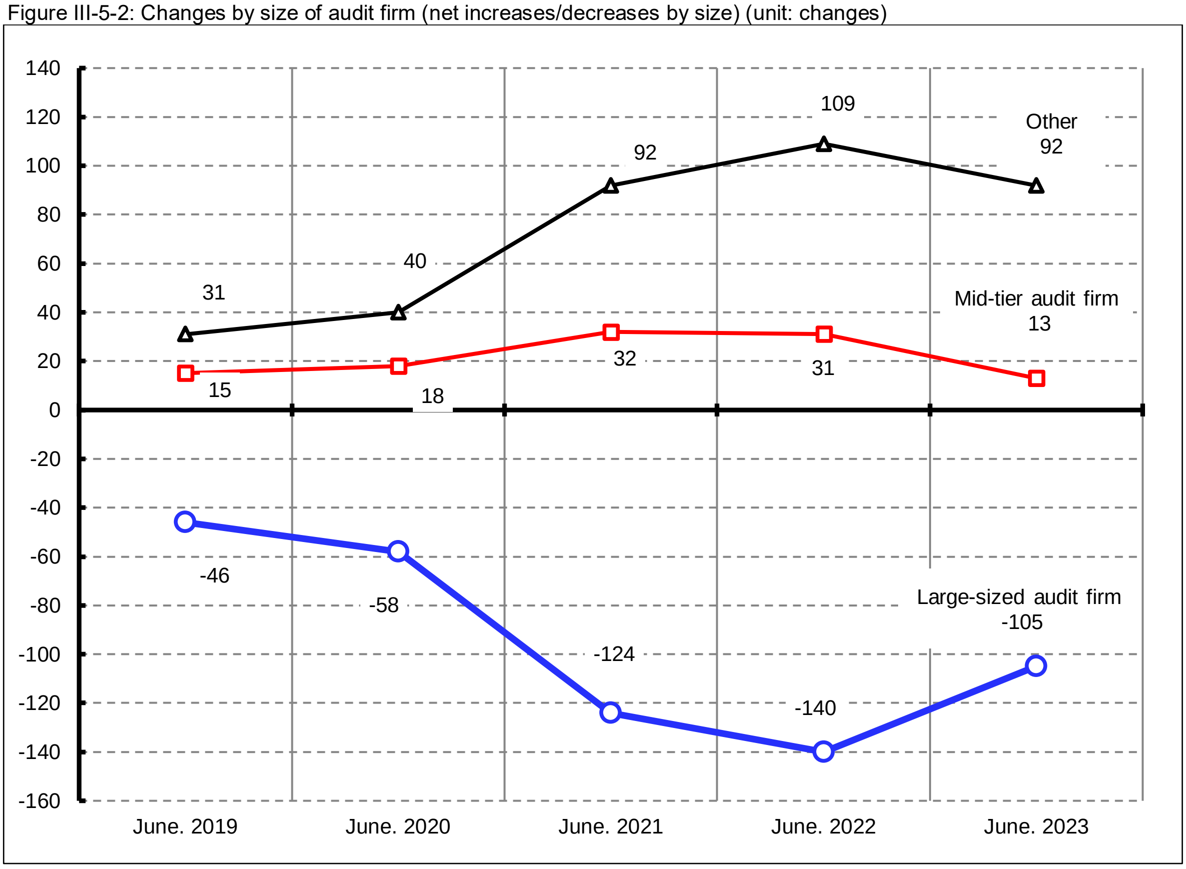


(Note) The figures above show the number of companies that had decided on an incoming auditor by the end of June of each period, based on timely disclosures of listed domestic companies.

As can be seen from changing auditors by audit firm size reveals that the trend of changing from large-sized audit firms to mid-tier audit firms or small and medium-sized audit firms, partnerships and solo practitioners continued into the year to June 2023 (Figures III-5-2 and III-5-3). This trend is likely in connection with business administration at large-sized audit firms related to the continuance of audit contracts. For information about business administration concerning continuance of audit contracts at large-sized audit firms, see "3. Reasons for Changes in Accounting Auditors as Identified Through Monitoring Activities" (page 100).

The above-mentioned shift from large audit firms to mid-tier as well as small and medium-sized audit firms indicates an increase in the role of small and medium-sized audit firms in auditing listed companies. But the recent inspection of small and medium-sized audit firms by the CPAAOB discovered inadequate systems to properly conduct audit services, making it imperative for them to maintain and improve their audit quality. As a result, the CPAAOB will put greater emphasis on the inspection of small and medium-size audit firms.

Figure III-5-2: Changes by size of audit firm (net increases/decreases by size) (unit: changes)



(Note 1) Net increases/decreases in the number of changes
(Note 2) Aggregates of number of companies that had decided on an incoming auditor by the end of June of each period, based on timely disclosures by listed domestic companies

Figure III-5-3: Total changes by size (unit: changes)

From/To			June 2022	June 2023	Increase/Decrease
Large-sized	→	Large-sized	19	18	▲1
	→	Mid-tier	45	26	▲19
	→	Other	97	84	▲13
Mid-tier	→	Large-sized	1	0	▲1
	→	Mid-tier	5	1	▲4
	→	Other	15	17	2
Other	→	Large-sized	1	5	4
	→	Mid-tier	2	4	2
	→	Other	51	49	▲2
Total			236	204	▲32

(Note 1) Aggregates of number of companies that had decided on an successor auditor by the end of June of each period, based on timely disclosures by listed domestic companies

(Note 2) "Other" in the figure refers to small and medium-sized audit firms, partnerships and solo practitioners.

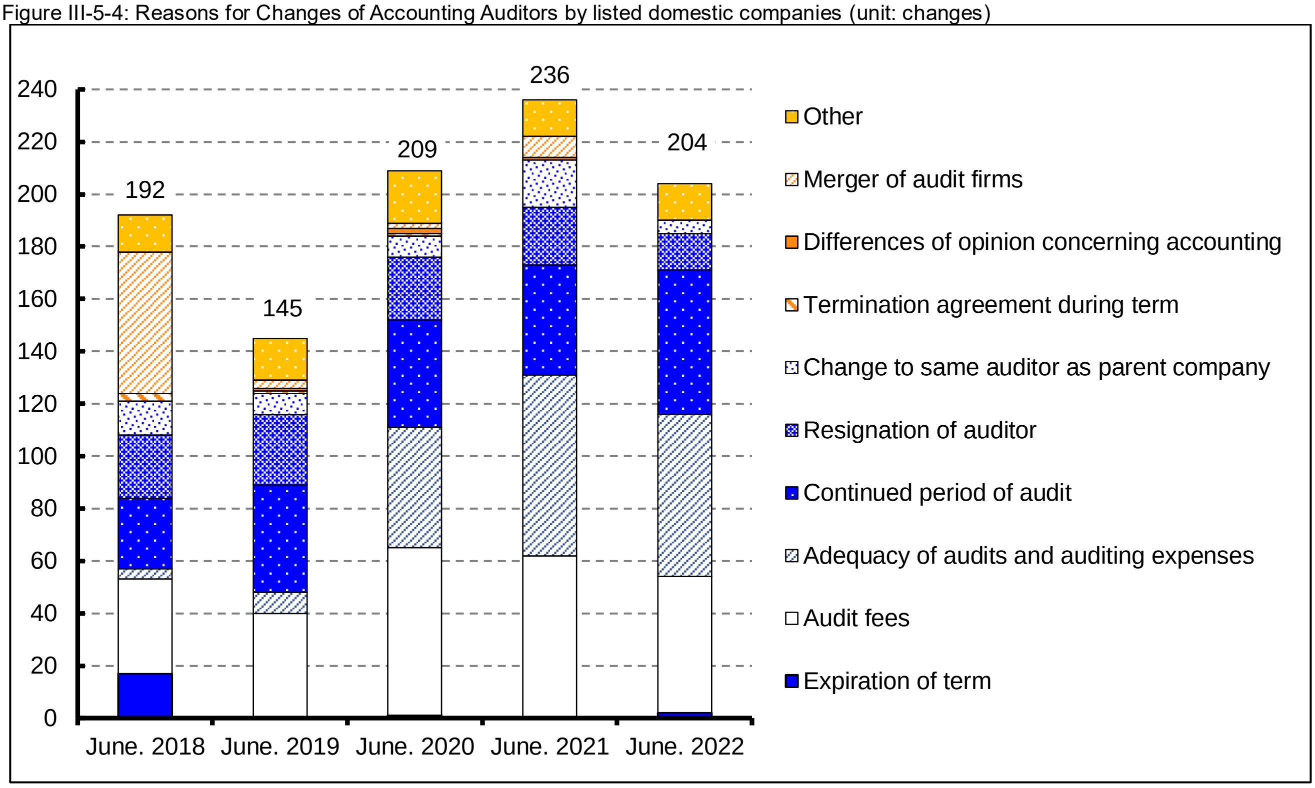
(Note 3) Effects of mergers included those in two mergers involving small and medium-sized audit firms in the year to June 2022 and eight in the year to June 2023. As the mergers were made between firms of the same scale, they did not affect the figures in Figure III-5-2, which shows a net increase or decrease in the number of transfers categorized by scale.

1. Reasons for Change of Accounting Auditors Given in Timely Disclosures by Audited Companies

When a listed domestic company changes its accounting auditors, the company shall disclose the change and reason for the change immediately (Article 402 of the Securities Listing Regulations, Tokyo Stock Exchange).

Under the regulations above, the most common reason for the changes was just described as "the expiration of the audit contract" in the disclosures and in many cases, any substantial reason have not being given in the disclosures made in the year to June 2018. After the year to June 2019, such cases have disappeared fundamentally, and more companies gave the additional explanation such as proposed increase in audit fees, adequacy of audit work in light of the scale of the audited company, or reasonableness of audit fees (Figure III-5-4). In the year to June 2023, there were also many cases of proposed increase in audit fees and the prolongation of continuous audit term, and cases where companies opted for change after examining the audit services based on their scale and the adequacy of audit fees in comparison with other audit firms.

Figure III-5-4: Reasons for Changes of Accounting Auditors by listed domestic companies (unit: changes)



(Note 1) Complied by the CPAAOB based on timely disclosures by listed domestic companies choosing new auditors by the end of June each year.

(Note 2) In the case of two or more reasons disclosed, the classification was made based on principal reasons.

2. Reasons for Change of Accounting Auditors during Fiscal Term

In the year to June 2023, in one cases, out of 204 cases, companies changed auditors in the middle of the fiscal year. The reason of this change is that the auditor proposed to resign due to conflict of views between auditor and audited company, and so on.

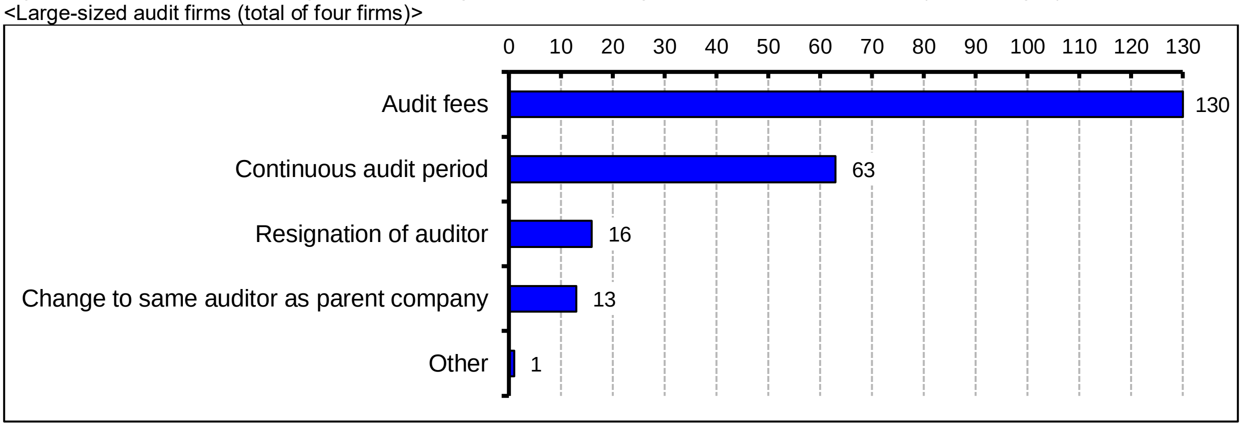
3. Reasons for Changes of Accounting Auditors as Identified Through Monitoring Activities

This section lays out reasons for changing accounting auditors ascertained through monitoring activities in PY2022 rather than through timely disclosure by audited companies. The number of changes obtained through the CPAAOB monitoring does not match the number obtained through company disclosure for the following reasons: inspections were not conducted and reports were not collected from all audit firms in PY2022and the number includes the previous year's figures due to the timing of inspections and collection of reports.

a. Large-sized audit firms

Predecessor accounting auditors at large-sized audit firms pointed to audit fees as the primary reason for the changes, similar to the previous year, according to the results of inspections and the collection of reports. Next came "continuous audit period," of which there were many instances. (Figure III-5-5). In many cases, both "audit fees" and "continuous audit period" are referred to as the reason for the changes. This is likely due to large-sized audit firms administering business through the analysis of audit engagements or the firm-wide basis. Specifically, audited companies consider changes in accounting auditors while taking into account the "continuous audit period," "audit fees, etc.," while the firms look at whether the level of audit risk is commensurate with the audit fees, whether the audit risk is at a level applicable to continuously serve as an auditor, whether the personnel required for the audit engagement can be secured, and so on when considering whether to renew audit contracts.

Figure III-5-5: Reasons for changes in accounting auditors according to the predecessor auditors (unit: changes)
<Large-sized audit firms (total of four firms)>

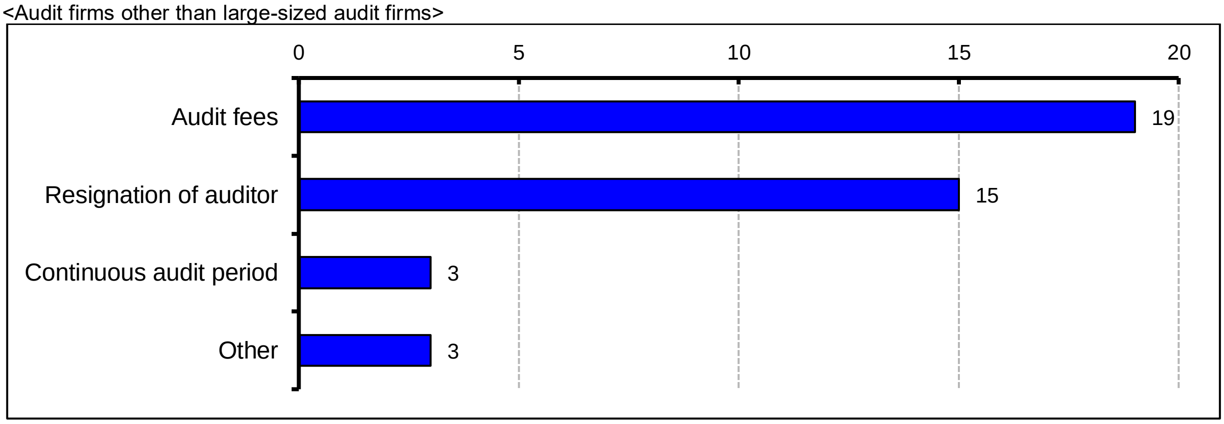


(Note 1) Based on data from 162 changes identified through inspections and report collection during PY2022
(Note 2) If there was more than one reason, that change is included in the figure for each reason (a cumulative total of 223)

b. Mid-tier audit firms and small and medium-sized audit firms, partnerships and solo practitioners

"Audit fee." formed the largest number of reasons among 34 cases of changing auditors (who replied as former auditors) identified through the inspection of mid-tier audit firms and small and medium-sized audit firms and the collection of reports from them. “Resignation proposed by auditors” formed the second largest number of reasons. Conceivable factors behind the reason include the shortage of auditors, in addition to bleak audited companies' performance, detection of improper accounting operations, and increased audit risks accompanied by fragile accounting systems (Figure III-5-6).

Figure III-5-6: Reasons for changes in accounting auditors according to the predecessor auditor (unit: changes)
<Audit firms other than large-sized audit firms>



(Note 1) Based on data from 34 changes for which the reason was identified through the inspection by the CPAAOB in PY2022 and reports collected from five mid-tier audit firms and 43 small and medium-sized audit firms, 13 solo practitioners
(Note 2) If there was more than one reason, that change is included in the figure for each reason (a cumulative total of 40)

F. Audit Fees

1. Rules on Audit Fees

Audit fees are determined through negotiations between auditors and audited companies. The JICPA has set guidelines for the calculation of audit fees to serve as a reference.

a. On the other hand, the JICPA's Code of Ethics, most recently amended in July 2022, states that an audit firm may quote whatever fee deemed appropriate based on the content and value of services, while the quotation of a low fee without due foundation may make it difficult to offer professional services according to applicable technical and professional standards. Therefore, the quotation of a low fee causes auditor's self-interest that disturbs auditor from observing the principles concerning proper capacity and attention required to professional specialists.

2. Methods for Calculating Audit Fees

The JICPA's "Guidelines for the Calculation of Audit Fees" give "hourly rates" and "fixed fees and hourly rates" as possible approaches. These methods are used when calculating estimated amount. The actual audit fee is determined through negotiations with audited companies (Figure III-6-1).

Figure III-6-1: Methods for calculating estimated audit fees

Methods	Methods for calculating estimated audit fees
Hourly rates	Audit fees are calculated by multiplying the number of hours an audit team spend by a certain unit price (hereinafter referred to as the "charged rate").
Fixed fees and hourly rates	Audit fees comprise two components: the fixed fee (a fixed amount) and the hourly rates (a variable amount). The fixed fee is determined based on the factors such as the type of audit (FIEA audits, Companies Act audits, etc.) and the size of audited companies (capital, assets, sales, etc.), while the hourly rates are calculated by multiplying the time planned to spend on the audit by the charged rate.

(Source) Prepared by the CPAAOB based on "Guidelines for the Calculation of Audit Fees" (October 2003), JICPA

According to the reports collected in PY2022, audit fee estimates are calculated as follows.

a. Large-sized audit firm

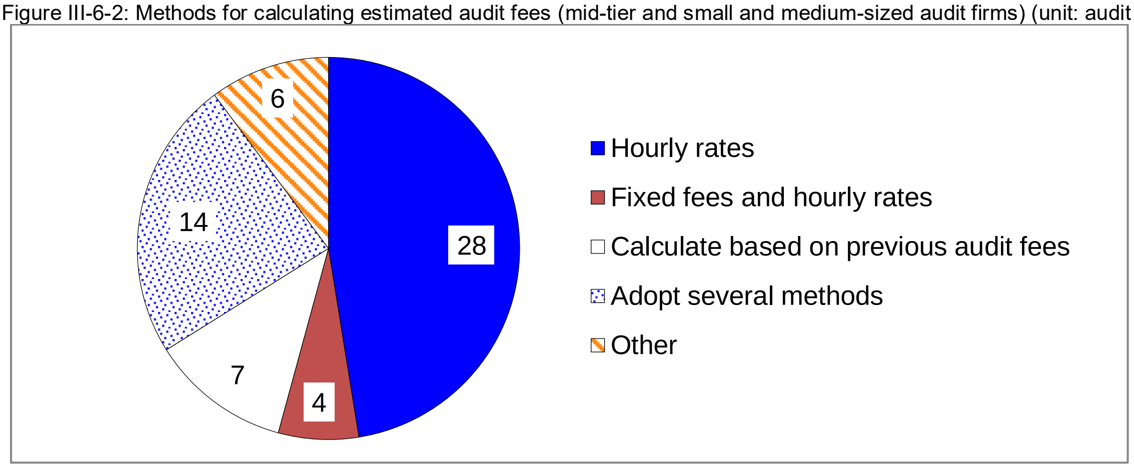
All large-sized audit firms state that they adopt the hourly rates approach for audit fee estimates. Hourly rates are set for each hierarchy level of employee, and the rate is determined while considering indirect costs associated with firm management and quality control such as the payrolls of administrative departments and IT system-related expenses.

Some large-sized audit firms set elaborate charge rates, taking into account not only job classification but also the complexity of the audit engagement and each service provided.

b. Mid-tier audit firms and small and medium-sized audit firms, partnerships and solo practitioners

Many firms charge fees based on the hourly rates approach. There are also firms that combine basic and service execution fees, calculate fees on the basis of fees in the past, or use multiple calculation methods (Figure III-6-2).

Figure III-6-2: Methods for calculating estimated audit fees (mid-tier and small and medium-sized audit firms) (unit: audit firms)



(Note) Aggregated from reports collected from mid-tier and small and medium sized audit firms in PY2020

Regarding the hourly rates approach, 70% of mid-tier audit firms and small and medium-sized audit firms, partnerships and solo practitioners do not set charged rates by job classification (Figure III-6-3).

Figure III-6-3: Setting of rates corresponding to job classification (mid-tier and small and medium-sized audit firms)

Settings	Number of audit firms	Percentage
Rates set	15	25%
Rates not set	44	75%
Total	59	100%

(Note) Aggregated from reports collected from mid-tier and small and medium-sized audit firms in PY2022

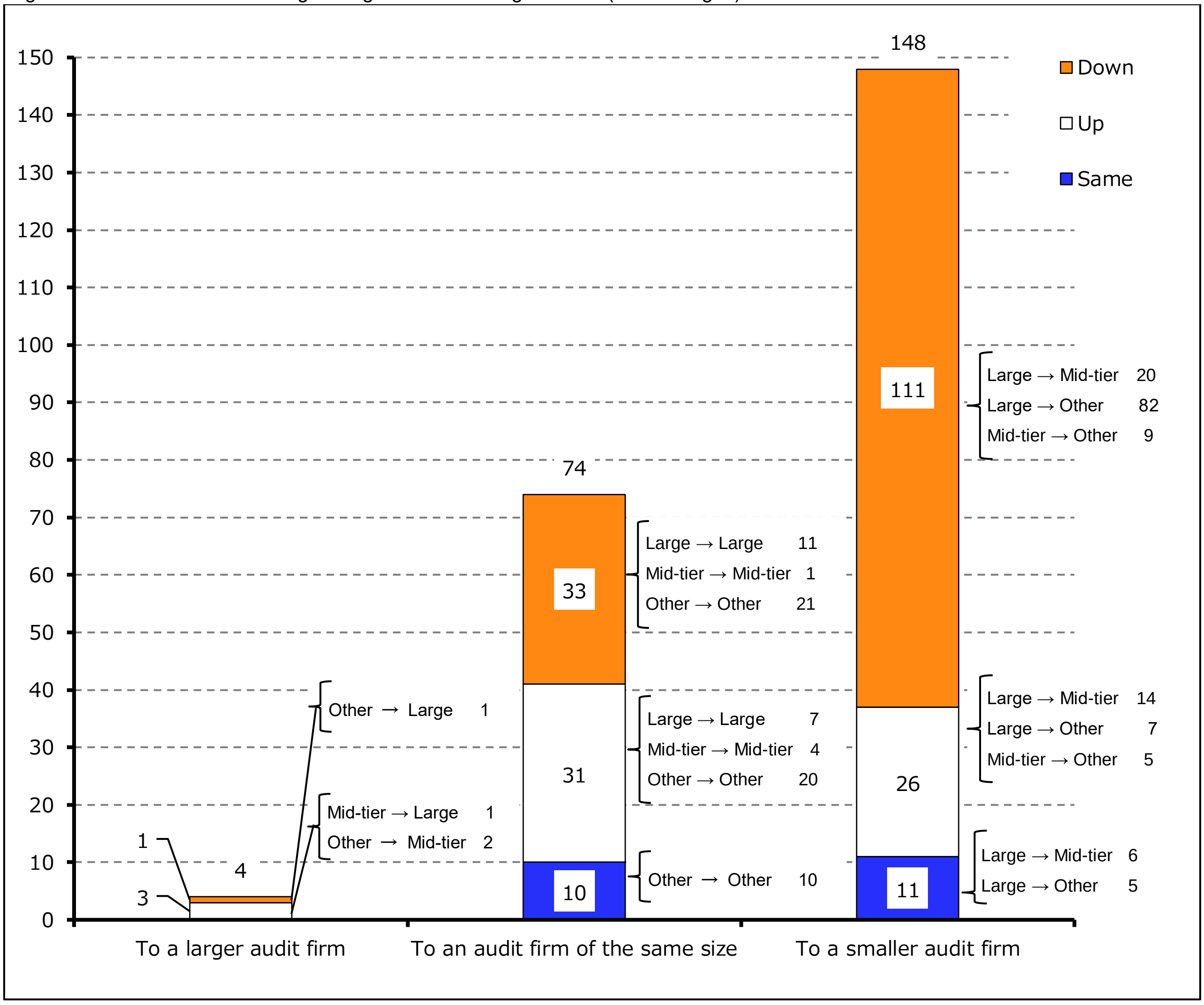
3. Audit Fees Before and After Changes in Accounting Auditors

As audit fees are often reviewed after changing auditors, the CPAAOB analyzed pre- and post-transfer fees, finding differences in the margin of rise or fall in them depending on the scale of new accounting auditors.

Audit fees often rise in changes to bigger audit firms. In moves from an office to another of the same scale, fees rose in about 40% transfers (31 of 74cases) but dropped in some 40% (34of 74cases).

In changes to a smaller firm, audit fees decreased in approximately 80% (111 of 148 cases). Changes from a large-sized audit firm to a small or medium-sized firm resulted in audit fee falls in some 90% (82of94cases).

Figure III-6-4: Audit fees following Changes of Accounting Auditors (unit: changes)



(Note 1) Tabulated timely disclosures of changes in accounting auditors by listed domestic companies (from July 2021 to June 2022) are included, provided that the audit fees before and after the changes were publicly disclosed

(Note 2) Breakdowns of these changes are shown in the graph

(Note 3) "Other" in the figure refers to small and medium-sized audit firms, partnerships and solo practitioners.

(Sources) Prepared by the CPAAOB based on timely disclosures of changes in accounting auditors and securities reports submitted by June 2023

4. Dependence of Fees (Safeguards)

When the audit fees of a specific audited company represent a certain rate to the total revenues[15] of the audit firm, etc.[16], significant reliance on a specific company and the concern about losing the source of revenue affect the level of self-interest that disturbs auditors from maintaining their independence and generate unreasonable pressure from the audited company.

The JICPA's "Guidelines on Independence" stipulates that where the audit fees from a particular listed domestic company represent more than 15% of the audit firm's revenues for two consecutive years, the audit firm must examine which of the safeguards below would be appropriate:

[15] Total of audit and attestation revenue and non-audit and attestation revenue (various advisory services, tax processing and so forth)

[16] Audit firms and business enterprises that control business enterprises and audit firms through their contracts, human relations and so forth.

a. Prior to the issuance of the audit opinion on or after the second year's financial statements, the audit firm requests a professional accountant, who is not a member of the audit firm, to perform an engagement quality control review of that engagement

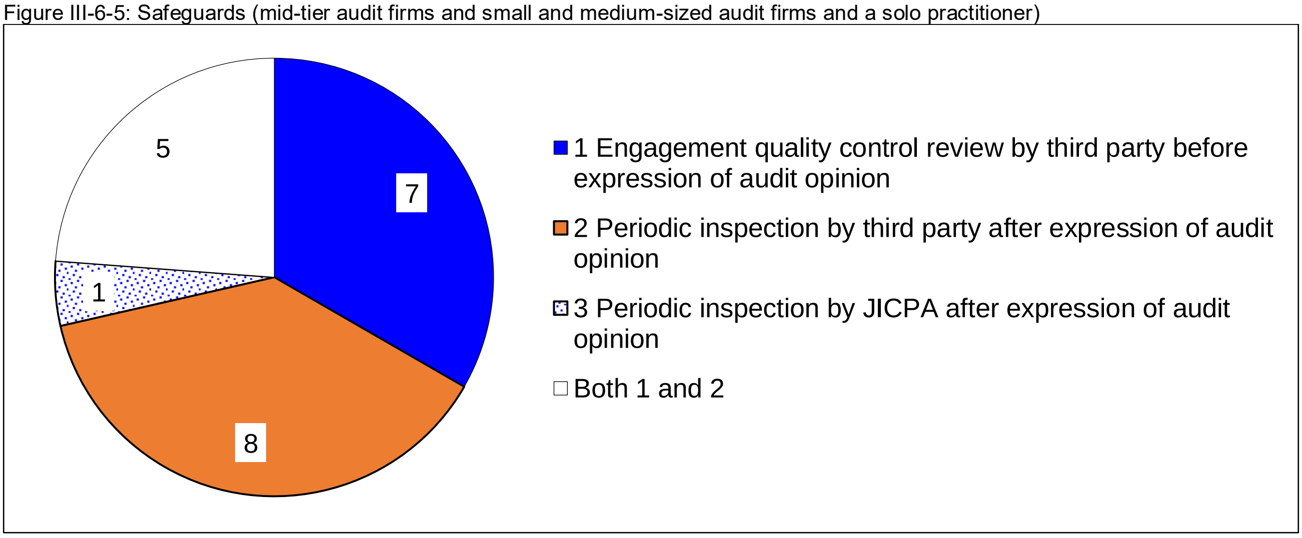
b. After the audit opinion on or after the second year's financial statements has been issued and before the issuance of the audit opinion on the third year's financial statements, the audit firm requests a professional accountant, who is not a member of the firm to perform a periodic inspection of that engagement, or the JICPA to perform a quality control review of that engagement

As of March 31, 2023, the "Guidelines for Independence" was abolished as a result of the revision of the Code of Ethics by the JICPA and the publication of the Practical Guidance on the Code of Ethics No.1, "Q&A on the Code of Ethics (Practical Guidance)." Rules on remuneration dependency were newly established in the revised Code of Ethics, and new regulations were introduced based on the revision of the Code of Ethics on Remuneration by the International Ethics Standards Board for Accountants (IESBA).

With regard to the status of implementing safeguards according to the previous "Guidelines for Independence," no large-sized audit firms breached the threshold (15%). Of 62 mid-tier audit firms and small and medium-sized audit firms traced through inspections and the collection of reports in PY2022, one mid-tier audit firm resorted to safeguards for two engagements while 13 small and medium-sized firms resorted to safeguards for 21 engagements.

These audit firms addressed the question of safeguard through reviews before the expression of opinions and periodic inspections after the expression of opinions, conducted by third-party CPAs, who are not members of the audit firm, and so forth (Figure III-6-5).

Figure III-6-5: Safeguards (mid-tier audit firms and small and medium-sized audit firms and a solo practitioner)



(Note) Tallied for 14 audit firms (23 engagements) out of 62 audit firms that were inspected or from which reports were collected in PY2022.

IV. Responses to Changes in the Global Environment Surrounding Audits

IV. Responses to Changes in the Global Environment Surrounding Audits

A. Trends surrounding small and medium-sized audit firms

1. Changes in the environment surrounding audits by small and medium-sized audit firms

In recent years, there has been a continuing trend of changing accounting auditors for audits of listed domestic companies from large-sized audit firms to mid-tier/small and medium-sized audit firms. As of the end of June 2023, the number of listed companies audited by small and medium-sized audit firms had increased by a net 92, indicating that the role of small and medium-sized audit firms as auditors of listed domestic companies is increasing.

In addition, quality control standards were revised to require the introduction of a quality control system based on a risk-based approach in order to maintain and improve audit quality. In order to strengthen independence, the Code of Ethics was also revised, and regulations on remuneration dependence on specific companies (15% rule)[17] and prohibition of providing non-assurance services that may cause self-reviews were introduced.

In light of these changes in the environment surrounding accounting audits, in order to ensure the reliability of accounting audits, discussions in the Advisory Council on the Systems of Accounting and Auditing highlighted the importance of supporting small and medium-sized audit firms that are working to improve their audit quality so as to broaden the base of audit service providers. They also highlighted the need to consider institutional frameworks that require a high degree of discipline in audits of listed companies and promotion of acceptance of the Audit Firm Governance Code. Among the issues highlighted, issues related to the CPA system were discussed by the Certified Public Accountant System Subcommittee of the Financial System Council, and a report, which includes the introduction of a legal registration system for audits of listed companies and system development for audit firms of listed companies through acceptance of the Audit Firm Governance Code, was published.

A bill to partially revise the Certified Public Accountants Act was submitted to the Diet on March 1, 2022, and was promulgated on May 18, 2021. In addition, the Order for Enforcement of the CPA Act and the Ordinance for Enforcement of the CPA Act were revised and promulgated on January 25, 2023 as a system development necessary for the enforcement of the revised CPA Act.

As a result of the above amendments to the CPA Act, audit firms that audit listed companies are required to accept the Audit Firm Governance Code. Therefore, in October 2022, the Expert Committee on the Audit Firm Governance Code was reopened, and the Code was revised to require effective disciplines suited to the scales and characteristics of audit firms, and was published on March 24, 2023.

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[17] A rule concerning audits of business entities with a high degree of social impact (PIEs) that stipulates that if the degree of dependence on fees (the proportion of fees received from a particular company to the total income of the audit firm) exceeds 15% for two consecutive years, the auditor must disclose this fact, and if the degree of dependence on fees exceeds 15% for five consecutive years, the auditor must in principle resign.

2. Response by the JICPA to small and medium-sized audit firms

In response to 1. above, the JICPA is responding to changes in the environment surrounding audits of small and medium-sized audit firms from three perspectives: (i) confirmation of eligibility through quality control reviews following the introduction of the legal registration system for auditors of listed companies, (ii) enhancement of information disclosure by small and medium-sized audit firms, and (iii) support for strengthening the foundations of small and medium-sized audit firms. In particular, through (ii) and (iii), the JICPA is accelerating efforts to strengthen the management fundamentals of small and medium-sized audit firms, which will lead to improvements in audit quality.

a Confirmation of eligibility through quality control reviews in connection with the introduction of the legal registration system for auditors of listed companies, etc.

In accordance with the revision of the CPA Act, the JICPA is required to conduct quality control reviews to confirm whether the operational control systems of registered auditors are in compliance with laws and regulations, etc. for conducting audits of listed companies, etc. fairly and appropriately (hereinafter referred to as "confirmation of eligibility"). This confirmation of eligibility is to confirm the status of the development of systems set forth in Articles 87 and 93 through 96 of the Ordinance for Enforcement. For example, with regard to the obligation set forth in Article 93 of the Ordinance to evaluate the status of business quality control and to develop a system to publish the results of the evaluation, the JICPA considers that (I) if it has not been published, or (ii) if the published matters significantly differ from the actual situation of registered auditors, it is a breach of legal obligations, and decides whether to revoke the registration. The JICPA uses quality control reviews as a method of "confirmation of eligibility." Quality control reviews are now expected to play an important role and responsibility in determining whether a firm can be registered to conduct audits of listed companies and the status of the development of operational control systems. Therefore, quality control reviews are required to verify the effectiveness of audit firms' quality control systems, including their governance systems, needs to be verified more rigorously and in depth.

Registration of audit firms, etc. that conduct audits of listed companies had been carried out by the Quality Control Committee, which had been responsible for the review system. On April 1, 2023, the Quality Control Oversight Board was established. The board is comprised of a total of seven members, three of which are members of the JICPA and four of which are non-members. The board specializes in screening registrations of audit firms, etc. that conduct audits of listed companies. From now on, further transparency and objectivity will be given to screening of registrations on the list of listed company auditors and decisions on cancellation of registrations.

b Enhancement of information disclosure by small and medium-sized audit firms

Audit firms that conduct audits of listed companies, etc. are now required to comply with Article 93 (Evaluation and Publication of Status of Quality Control of Services, etc.), Article 95

(Publication of Status of Business Management, etc.), and Article 96 (Organizational Operation) of the amended Ordinance for Enforcement of the CPA Act. In line with this, the JICPA has decided to enhance information disclosure by audit firms through letting them prepare "Annual Report on Audit Quality Management" (hereinafter referred to as the "Annual Report"). The Annual Report is prepared and published under self-regulations separately from the "Explanatory Documents" required under the CPA Act, and the content thereof is in principle at the discretion of each audit firm.

The JICPA believes that the preparation and publication of annual reports is meaningful in that small and medium-sized audit firms voluntarily disclose information relating to six fundamentals (quality control, organization and governance, human resources, IT/digital, finance, and international matters), and market participants are expected to deepen their understanding of audit firms through annual reports. In addition, the JICPA believes that information disclosure from the perspective of capital markets will have small and medium-sized audit firms work harder than ever to improve their audit quality, leading to further improvements in quality control systems. The JICPA has established the Practices Policy Committee for Small and Medium-sized Audit Firms and the Small and Medium-sized Audit Firms Liaison Council, and is implementing various support measures to achieve these goals.

c Support for strengthening the fundamentals of small and medium-sized audit firms

The JICPA accelerate efforts to strengthen the business fundamentals of small and medium-sized audit firms and improve audit quality through enhancement of information disclosure and various support measures. These efforts are led by the Practices Policy Committee for Small and Medium-Sized Audit Firms and the Small and Medium-Sized Audit Firms Liaison Council, and represented as follows.

- Publication of guidance for revised Quality Control Standards
  For QCSCS, Practical Guidance No.3 (Q&A on Quality Control and Engagement Quality Control Reviews for Audit Firms and Audit Engagements) and Practical Guidance No.4 (Tools for Quality Control at Audit Firms) were published.
- Training for Compliance with the revised Code of Ethics
- Opinion Exchange Meeting with Capital Market Participants
- Support for recruitment and training of small and medium-sized audit firms
- Maintenance of overseas office directory
- Interactive training for small and medium-sized audit firms
  In order to foster and support small and medium-sized audit firms and strengthen the individual consultation function, former reviewers of quality control reviews serve as lecturers, and opinions and information are exchanged and shared through Q&As and discussions with the participation of a small number of firms.
- Support for digitalization of small and medium-sized audit firms

Identifying the state of IT infrastructure development and the use of IT-based audit methods at small and medium-sized audit firms. Providing support for the development of IT infrastructure, including cybersecurity measures, and the development of IT-based audit tools. Specific digitalization support measures include the establishment of a shared IT infrastructure environment (support for the creation of a platform for use by small and medium-sized audit firms of an electronic audit documentation system) and hosting of IT communities (networking among IT personnel at small and medium-sized audit firms).

- Holding regular meetings to exchange opinions with small and medium-sized audit firms, etc.

3. Response by the CPAAOB

The revised Quality Control Standards, as "Points to Note Regarding Implementation of the Revised Quality Control Standards," state that it is particularly important for small and medium-sized audit firms to be provided with necessary support from a medium - to long-term perspective, and that the administrative authority should strive to ensure proactive quality control by audit firms through inspections by the CPAAOB, while supporting the efforts of the JICPA. The CPAAOB is making efforts to place greater emphasis on inspections to small and medium-sized audit firms based on the Basic Policy for Monitoring Audit Firms for the 7thTerm.

B. Recent Trends with Auditing

1. Trends in international auditing standards and ethical standards

The International Auditing and Assurance Standards Board (IAASB) and the International Ethics Standards Board for Accountants (IESBA), both established within the International Federation of Accountants (IFAC), are engaged in the development of international auditing standards and ethics standards. Recent major revisions to the International Standards on Auditing (ISA) established by the IAASB include the revision of "Quality Management for an Audit of Financial Statements " (ISA220) and the revision of "Quality Control for Firms that perform audits and reviews of financial statements, and other assurance and related engagements " (ISQC1) to "International Standard on Quality Management 1" (ISQM1) and "International Standard on Quality Management 2" (ISQM2). ISQM1 was adopted on December 15, 2022, and ISQM2 and ISA220 were adopted on audits for fiscal years beginning on or after December 15, 2022. In addition to the development of assurance standards for sustainability reporting, the Board is currently considering revisions to "Fraud" (ISA240) and "Going Concern" (ISA570), which are scheduled for finalization in March 2025 and December 2024, respectively. Revisions to audit evidence (ISA500) are scheduled for finalization in June 2024. The revisions to ISA500 reflect changes in the sources, volume, and diversity of information available to audited companies and auditors as a result of advances in technology.

Recent revisions to the IESBA Code of Ethics include a revision related to "Objectivity of Engagement Quality Reviewer and Other Appropriate Reviewers" in January 2021 in response to the ISQM2, which newly added provisions related to the objectivity of EQC reviewers, etc., a revision related to non-assurance service provisions of the Code in April 2021 in order to strengthen the independence of auditors and prohibit the provision of non-assurance activities to audited companies, and a revision related to fee-related provisions of the Code in April 2021 in order to strengthen the independence of auditors and improve transparency of information related to compensation. In addition, the IESBA published "Revisions to the Definitions of Listed Entity and Public Interest Entity in the Code " in April 2022, which requires the local bodies responsible for the adoption of the Code to consider the definition of PIEs in light of the circumstances of each jurisdiction beginning with audits for financial years beginning on or after December 15, 2024 (early adoption possible). In response to the revision of "Special Considerations-Audits of Group Financial Statements (including the Work of Component Auditors) " (ISA600), the IESBA published a revision to strengthen and clarify independence applicable to communication regarding independence among individuals ,firms involved in group audits, group auditors and component auditors.

2. Revision of the Code of Ethics by JICPA

Referring to revisions made to the IESBA Code of Ethics, the JICPA amended its Code of Ethics in July 2022 by integrating the original Code of Ethics with three sets of guidelines on Independence, Conflicts of Interest, and Non-Compliance, as well as by adding and modifying a number of individual rules.

Major additions and modifications to individual rules include matters related to compensation and non-assurance activities.

In response to the revision of the Code of Ethics, audit firms are required to disclose information related to audit fees (audit fees, non-audit fees, and fee dependency) when the client of an audit engagement is a business entity with a high degree of social impact ("PIE").The Cabinet Office Ordinance on Audit Certification of Financial Statements, etc. ("Audit Certification Ordinance") was also revised to require audit firms to add matters concerning the fees that CPAs or audit firms (including those who belong to the same network as these firms) receive from audited companies (including consolidated subsidiaries and non-consolidated subsidiaries) as descriptions in audit reports. In principle, the revised Audit Certification Ordinance shall be applied to audit certification of financial statements, etc. for business years, etc. starting on or after April 1, 2023.

In addition, the code of ethics regulation in cases where a firm's fees are highly dependent on the client for certain audit engagements was strengthened.

For example, in cases where the firm's fee dependence on PIEs exceeds or is likely to exceed 15% for two consecutive years, post-audit opinion review, which was previously allowed.is not allowed, and pre-audit opinion review and disclosure of fee dependency are mandatory. Also, in cases where the firm's fee dependence on PIEs continues to exceed or is likely to exceed 15% for five consecutive years, the firm is required to resign after the fifth annual opinion.

For non-assurance engagements, if the client of the audit engagement is a PIE, the audit firm or network firm must not provide non-assurance engagements that could be subject to self-review as a disincentive (prior to the revision, provision of non-assurance engagements was allowed according to materiality determinations and applicable safeguards). And the content of communications from audit firms to company auditors has been enhanced so that prior approval from company auditors for providing non-assurance service is required.

3. Other trends in financial reporting systems

a Changes in quarterly disclosure system

The quarterly reporting system was legislated in June 2006. However, in recent years, economic and social conditions have changed significantly, and the demand for reviewing framework of company's information disclosure is observed. Under these circumstances, the importance of non-financial information related to medium - to long-term corporate value has increased in corporate disclosure. On the other hand, it is pointed out that there are overlaps between quarterly reports based on the FIEA (Quarterly Securities Report) and those based on exchange rules (Quarterly Earnings Report (Tanshin)), and such reports should be reviewed from the viewpoint of cost reduction and efficiency. In light of this, the Disclosure Working Group of the Financial System Council indicated in June 2022 that, in first and third quarters, the quarterly reports would be consolidated into a single quarterly report. The Group Report in December 2022 put together the following recommendations concerning specific consolidation of quarterly reports.

- For the time being, quarterly earnings reports will be made mandatory across the board. Going forward, making them voluntary will be continuously under consideration from a wide range of perspectives while monitoring the progress made in enhancing timely disclosure.
- With respect to the content of disclosure, matters for which investors' requests are particularly strong (segment information, cash flow information, etc.) shall be added based on the matters disclosed in the quarterly financial results.
- Auditor reviews will be at the companies' discretion and will be required for a certain period of time in the event of accounting irregularities or internal control deficiencies.
- Deliberate and malicious misstatements, such as those aimed at market fluctuations, may be subject to penalties under the FIEA.
- For listed companies, the interim report will require the same level of content and review by auditors as the current second quarter report.
- The period for public inspection of interim reports under the FIEA will be extended to five years.

Among these proposals, the FSA submitted to the Diet in March 2023 a bill to partially amend the FIEA and other related laws to address matters that require amendments to the FIEA. The bill is under review as of the end of June.

b Internal Control Reporting System

More than 15 years have passed since the internal control reporting system was introduced in 2008, and it is believed that this system has had some effect in improving the reliability of corporate financial reporting. On the other hand, there have been some cases in which material deficiencies that should be disclosed outside the scope of management's assessment of internal controls have become clear, and in which sufficient reasons were not disclosed when the evaluation of the effectiveness of internal controls was corrected. There are concerns about the effectiveness of the internal control reporting system, such as whether management has not appropriately considered the importance of the impact on the reliability of financial reporting when examining the scope of evaluation of internal controls.

In addition, in its Issues Paper published in November 2021, the Advising Council on the Systems of Accounting and Auditing stated that from the perspective of developing an environment for conducting high-quality accounting audits, it was necessary to analyze the design and operation of internal controls with regard to the internal control reporting system, and to promote discussions toward improving the effectiveness of internal controls as necessary, while taking into account the progress of international discussions on internal controls and risk management, such as the revision of the report on the basic framework of internal controls by the COSO (Committee of Sponsoring Organizations of the Tredway

Commission) in the United States.

Against this background, the Internal Control Standard Committee of the Business Accounting Council published "Revision of Standards and Practice Standards for Management Assessment and Audit concerning Internal Control Over Financial Reporting (Council Opinion)f" in April 2023.

As for the main points of revision, for example, regarding the basic framework of internal controls, based on the revision of the COSO Report, the importance of considering fraud risk when evaluating risks and matters to be considered have been clarified, and the growing importance of controls related to outsourced IT services has been described. Regarding the evaluation and reporting of internal controls over financial reporting, the revised Standard indicates that the following indicators should not be automatically applied when management determines the scope of assessment of internal controls: "approximately 2/3 of sales, etc." and "three accounts of sales, accounts receivable, and inventories," which are exemplified; it is appropriate to describe in the internal control report the reasons for judgment regarding the scope of assessment of internal controls by management; and regarding the audit of internal controls over financial reporting, the revised Standard indicates that it is important to utilize audit evidence obtained in the process of auditing financial statements and to have appropriate discussions with management in order to conduct an effective internal control audit.

In light of the above revisions, the "Cabinet Office Ordinance Partially Amending the Cabinet Office Ordinance on the System for Ensuring the Appropriateness of Documents on Financial Calculation and Other Information" was published in June 2023. The ordinance adds new matters to be included in the internal control report, etc. as follows:

Internal control report: If a material deficiency that should be disclosed was reported in the previous fiscal year, describe the status of corrective measures to the material deficiency as a supplementary note in the internal control report.

Corrected internal control report: When the assessment of the effectiveness of internal controls is subsequently corrected, the specific background and reason for the correction shall be included in the corrected internal control report.

Internal control audit report: If the company states that internal controls are not effective as a result of evaluating internal controls in the internal control report, the auditor includes this fact in the auditor's opinion in the internal control audit report.

In addition, the following issues were raised during deliberations by the Internal Control Standard Committee and will be addressed as medium - to long-term issues.

- The treatment of non-financial information such as sustainability in the internal control reporting system should be considered based on domestic and overseas discussions.
- Whether or not to adopt direct reporting should be discussed in light of the nature of internal control audits.

- With regard to enhancing the disclosure of the internal control audit report, whether or not to adopt, for example, "Key Audit Matters" related to internal controls should be considered in light of progress in disclosure in the internal control report.
- The audit of the corrected internal control report is currently not required. However, the way how the auditor is involved should be considered.
- Administrative monetary penalty and penal provisions should be reviewed in order to clarify the responsibility of management and to deal with management override of internal controls.
- Alignment between the FIEA and the Companies act, such as stipulating obligations to build internal control in Companies Act, is necessary. In the future, stipulations regarding internal control of the Companies Act and the FIEA should be integrated so that comprehensive judgments can be made covering the four objectives of internal controls.
- In the written confirmation by the company representative concerning the appropriateness of the content of the securities report, it may be appropriate to consider enhancing the content of statements related to internal controls.
- If the FIEA aims to promote extraordinary disclosure instead of periodic disclosure, we should be conscious of internal control even for extraordinary reports.

C. Trends in Sustainability Disclosure and Assurance

1. Trends in sustainability disclosure

In recent years, emphasis has been placed on sustainability in corporate management and investors' investment decisions, and non-financial information related to medium - to long-term corporate value has become increasingly important. On January 31, 2023, the FSA announced revisions to its Cabinet Office Ordinance on Disclosure of Corporate Affairs, etc., which will result in the following new disclosures and enhanced disclosures regarding corporate information prior to the "Status of Accounting" in securities reports and registration statements for the fiscal years ending on or after March 31, 2023.

・A new section titled "Views and Initiatives on Sustainability" has been added to the "Description of Businesses" section. Companies should describe their operations in accordance with four components consistent with international frameworks: "governance," "risk management," "strategy," and "indicators and targets." The terms "governance" and "risk management" are mandatory. Each company should describe "strategy" and "indicators and targets" according to its own assessment of materiality in the framework of "governance" and "risk management."

・As human capital disclosure, the Company shall describe the policy on human resource development including ensuring diversity of human resources, the policy on the internal environment, and the details of indicators related to such policy in "Strategy" and "Indicators and Targets" in the "Description Column" of Sustainability Information. These descriptions are required regardless of their materiality.

Under the Act on Promotion of Women's Participation and Advancement in the Workplace, companies that regularly employ more than 300 workers are required to publish one of eight items, including the ratio of women in managerial positions, and one of seven items, including the ratio of male and female employees taking childcare leave. In addition, from July 2022, companies are required to disclose the gender pay gap from the first fiscal year ending after June 2022. Under the Act on the Welfare of Workers who Take Care of Children or other Family Members including Child Care and Family Care Leave, companies that employ more than 1,000 workers are required to publish the percentage of male employees taking childcare leave from April 2023. Companies falling under this requirement are required to enter the figures for the submitting company and each consolidated subsidiary in "Employees."

・In the "Status of Corporate Governance, etc." section, companies are required to describe the activities of the Board of Directors, the Nomination Committee, the Compensation Committee, etc. (frequency of meetings, specific matters to be discussed, attendance), the effectiveness of internal audits (dual reporting, etc.), and an outline of business alliances with companies issuing cross-shareholdings.

In the above "Views and Initiatives on Sustainability," it was decided that climate change-related measures should be stated when a company judges them to be important, taking into account the business category and management environment, etc. The Disclosure Working Group of the Financial System Council stated that since GHG emissions are an effective indicator that contributes to constructive dialogue between investors and companies, it is expected that companies will actively disclose emissions in Scope1 and Scope2[18] in particular, while judging the materiality.

The mainstream of sustainability disclosure has been voluntary disclosure, such as integrated reports. However, disclosure standards that stipulate specific disclosure content are being discussed in Japan and overseas.

Internationally, the International Sustainability Standards Board (ISSB) finalized Standard S1 (IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information) and Standard S2 (IFRS S2 Climate-related Disclosures) in June 2023. These standards are to be applied from financial years beginning on or after January 2024. In May 2023, ISSB launched a public consultation by issuing a request for information on its priority agenda for future standards development. The request for information listed biodiversity and human capital as candidates for new research and standards-setting projects. ISSB plans to develop a two year work plan, beginning in 2024, based on the results of the request for information. In Europe, the Corporate Sustainability Reporting Directive (CSRD) published in April 2021 was finalized in November 2022, and the European Sustainability Reporting Standard (ESRS), the specific disclosure standard for the CSRD, is under consideration. Non-EU corporate groups with significant net sales in the EU market are

[18] Classification of greenhouse gas emissions by type of emissions. Scope1 means direct emissions by the company itself; Scope 2 means indirect emissions from the use of electricity, heat, or steam supplied by other companies; and Scope 3 means indirect emissions (emissions by other companies related to the company's activities) other than those in Scope 1 and Scope 2

required to report in accordance with the ESRS or a recognized equivalent third country standard beginning with the 2028 financial year. In the United States, the Securities and Exchange Commission published draft rules in March 2022 mandating climate-related disclosures, which are being considered.

In Japan, the Sustainability Standards Board of Japan (SSBJ) has started development of standards equivalent to ISSB S1 standards (Japanese S1 standards) and S2 standards (Japanese S2 standards). The aim is to publish an exposure draft by the end of March 2024 and finalize it by the end of March 2025. If the target is met, early application will be possible from the fiscal year starting on or after April 1, 2025 at the latest (for companies whose fiscal year ends in March, it will be the fiscal year ending March 2026).

2. Trends in assurance on sustainability disclosures

It is also useful for investors and other stakeholders to set standards for the disclosure of sustainability information so that disclosure of each company has a certain degree of consistency, and increase the reliability of information through assurance by a third party. In recent years, with the background of increasing interest in a sustainable society, financing that proclaims sustainability, such as ESG investment, has increased, while society is paying attention to information dissemination that may cause mislead among stakeholders, such as greenwashing.

Regarding third party assurance on sustainability information, in Europe, a proposal has been made to introduce limited assurance for listed companies with 500 or more employees in fiscal year 2024, for other listed companies (excluding small and medium-sized enterprises) in fiscal year 2025, and for listed small and medium-sized enterprises (excluding micro-enterprises) in fiscal year 2026, along with reporting based on the CSRD, and to shift to reasonable assurance in the future. In the United States, the Securities and Exchange Commission (SEC) has published a draft regulation mandating climate-related disclosures, under which limited guarantees on GHG emissions for Scope1 and Scope2 are required from fiscal year 2024 for large-scale early filing companies and from fiscal year 2025 for early and non-early filing companies, and shift to reasonable assurance after two years is planned.

With regard to assurance standards, the International Auditing and Assurance Standards Board (IAASB) is developing a new comprehensive assurance standards (ISSA 5000) specifically for sustainability assurance, to be finalized by September 2024. This standard will be built on existing standards and guidance, such as the revised ISAE 3000 ("Assurance Engagement Other than Audits or Review of Historical Financial Information "), with a view to making them available to professional accountants as well as parties other than professional accountants. The International Ethics Standards Board for Accountants (IESBA) is also working on developing ethics and independence standards for sustainability reporting and assurance, to be finalized by the end of 2024. These standards will be built on existing ethics rules and will be available to professional accountants as well as parties other than professional accountants.

As for assurance providers, according to a survey of 1350 global companies in 21 jurisdictions, including G20 countries, Hong Kong, and Singapore, conducted through 2021, 43% of assurance providers are not audit firms.

In Japan, due to growing demand from investors for reliability of sustainability information, companies aim to voluntarily obtain assurance. In June 2022, the Disclosure Working Group of the Financial System Council reported that assurance over sustainability information needs to be considered over the medium term for the following reasons:

・The disclosure standards that are the basis for assurance are still under discussion internationally.

・Specific discussions will be held in the future regarding assurance standards for sustainability-related information.

・There are various opinions about appropriate assurance service providers from the viewpoint of knowledge, expertise, independence, etc.

In its December 2022 report, the Group recommended that the scope of assurance to be provided, the providers of guarantees, and the standards and levels of assurance be consistent with international standards.

According to a survey conducted by the Financial Services Agency on assurances for sustainability information provided to Nikkei 225 companies (as of June 2022), 65% of companies obtained assurance, and about half of them are provided assurance services by organizations other than audit firms or audit firm affiliated companies. In addition, when the Financial Services Agency interviewed ISO certification bodies, they commented that, as the demand for third party assurance for sustainability information is expanding, there is a shortage of personnel with the necessary skills and experience, and that if reasonable assurances are required in the future, the shortage of personnel will further expand.

Effective from the year ended March 31, 2022, the revised ASCS 720 clarifies and requires audit firms to take actions regarding their roles in relation to the examination of whether there are material differences among financial statements, the knowledge obtained through the audit process by the auditor and other statements (information other than financial statements and their audit reports).

Audit firms' responses regarding assurance of sustainability information are as follows:

Large-sized audit firms, either by themselves or through their group companies, provide advisory services on sustainability information. They also provide assurance services on sustainability information as accredited assessment bodies of the Japanese Association of Assurance Organizations for Sustainability Information[19]. In addition, they have established departments to promote sustainability information assurance services, collect information in Japan and overseas, disseminate the collected information within the firm, and train staff. Some of them are developing systematic mandatory training programs or establishing a sustainability disclosure assurance

[19] The Japanese Association of Assurance Organizations for Sustainability Information is general incorporated association. Its predecessor, the Japan Environmental Information Review Association was established in 2005 for the purpose of ensuring the reliability of reviews of environmental reports and contributing to the improvement of the reliability of environmental reports by realizing efficient and effective reviews. Six institutions are accredited as assessment bodies by this association.

accreditation system.

Mid-tier audit firms are endeavoring to gather information and implement initiatives within the firm, however the degree of such efforts varies by firm. Some mid-tier audit firms have established subcommittees to gather information and develop a documentation system for assuring non-financial information in preparation for providing services. On the other hand, some mid-tier audit firms are not actively expanding non-audit services and are considering providing services to the extent possible in response to client requests.

Some small and medium-sized audit firms have not considered the assurance of sustainability information because their clients have not consulted with them and the firm's resources do not allow for the assurance of non-financial information.

In April 2023, the JICPA published the "Action on the Basic Policy on Capacity Development for Sustainability" as a report on the results of a study on measures to steadily advance efforts to develop CPA capabilities related to sustainability. The report includes the basic policy on capacity development for sustainability, sustainability-related knowledge and capabilities required of CPAs, a syllabus on sustainability education, and future action.

■ Green Washing ■

"Greenwashing" is a term coined by combining the word "green," which conjures the idea of consideration for the environment, with the word "whitewashing," which conjures the idea of consideration for deception and being superficial. The term refers to the act of disseminating fraudulent information that appears to be environmentally conscious, and encouraging purchases of products and investments.

Examples of green washing have been pointed out widely, not limited to finance. In recent years, however, with the rapid increase in sustainable investment such as ESG investment and green bonds, there are concerns about the occurrence of financial products that are provided in a manner that could be misunderstood as sustainability-related investment products.

In an effort to avoid greenwashing, the Sustainable Finance Disclosure Regulation (SFDR) is being applied to a wide range of market participants, including asset managers, in Europe, and the IESBA published a Q & A in October 2022 to address concerns about greenwashing.

In Japan, the FSA revised its comprehensive supervisory guidelines for Financial Investment Business Operators in March 2023 to add a point of caution regarding disclosure of ESG investment trusts. Greenwashing is also said to occur due to differences in ESG ratings and data among providers. The FSA published the "Code of Conduct for ESG Evaluation and Data Providers" in December 2022.

(Reference materials)

Certified Public Accountants and Auditing Oversight Board website

https://www.fsa.go.jp/cpaaob/english/index.html

Financial Services Agency website

https://www.fsa.go.jp/en/index.html

The Japanese Institute of Certified Public Accountants

https://jicpa.or.jp/english/

Japan Exchange Group website

https://www.jpx.co.jp/english/

International Forum of Audit Regulators (IFIAR) website

https://www.ifiar.org

International Federation of Accountants (IFAC) website

https://www.ifac.org

International Auditing and Assurance Standards Board (IAASB) website

https://www.iaasb.org

International Ethics Standards Board for Accountants (IESBA) website

https://www.ethicsboard.org

International Sustainability Standards Board (ISSB) website

https://www.ifrs.org/groups/international-sustainability-standards-board/

International Organization of Securities Commissions (IOSCO) website (press release related to sustainability guarantees)

https://www.iosco.org/news/pdf/IOSCONEWS686.pdf

Basic Policy for Monitoring Audit Firms

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Case Report of Audit Firm Inspection Results (Program Year 2023)

https://www.fsa.go.jp/cpaaob/shinsakensa/kouhyou/20230714/20230714-2.html

Overview of the 2022 Quality Control Review

https://jicpa.or.jp/about/activity/self-regulatory/quality/nenandgai.html

Disclosure of inspection results, etc. to third parties

https://www.fsa.go.jp/cpaaob/shinsakensa/kouhyou/20150611.html

Certified Public Accountants
and Auditing Oversight Board

https://www.fsa.go.jp/cpaaob/english/index.html