

Basic Guidelines on Information Requirements and Inspection on Foreign Audit Firms etc. by the Certified Public Accountants and Auditing Oversight Board

I Mutual Reliance on Information Requirements and Inspection

With respect to information requirements and inspections regarding a foreign audit firm, etc. (hereinafter referred to as a “Firm” (Note 1)), the Certified Public Accountants and Auditing Oversight Board (hereinafter referred to as the “CPAAOB”) will, in principle, rely on such actions taken by the competent authorities of the Firms’ home jurisdictions (hereinafter referred to as “Foreign Competent Authorities”), and will not seek to obtain information from or conduct inspections on Firms themselves, provided that (i) audit and public oversight systems in the Firms’ home jurisdictions are equivalent to those of Japan, (ii) necessary information can be obtained from the Foreign Competent Authorities through appropriate arrangements of information exchange, and (iii) reciprocity is ensured. It is a prerequisite for entering into an arrangement of information exchange that the staffs of the Foreign Competent Authorities are subject to professional confidentiality obligations and are prohibited from using the information beyond predetermined purposes.

In cases where any of the above conditions cannot be met and thus the framework of mutual reliance cannot work, the CPAAOB will seek to obtain information from or conduct inspections on Firms on their own. Also, even if all the above conditions are met, in cases where the above arrangements of information exchange cannot be fully performed, including when information cannot be obtained from a Foreign Competent Authority in a sustained manner, or when, despite the arrangements, the provision of such information as the CPAAOB deems necessary cannot be ensured, such information may be directly collected from the Firm.

(Note 1) A person who makes notification stipulated in Article 34-35 (1) of the Certified Public Accountants Act (hereinafter referred to as the “ Act”)

II Purpose of Information Requirements and Inspection, etc.

These Guidelines set forth the basic procedures, etc. for the implementation of information requirements and inspection.

1. Purpose

The purpose of information requirements and inspection by the CPAAOB is to verify and confirm whether the Firm's services corresponding to audit and attestation services as prescribed in Article 2(1) of the Act (hereinafter referred to as the "Audit and Attestation Services") are conducted properly, with the objective of securing and improving, for the sake of public interests, the quality of audit concerning financial documents of foreign companies, etc., as prescribed in Article 34-35(1) of the Act (hereinafter referred to as the "Foreign Company Financial Documents").

2. Legal Basis

The authority to implement information requirements and inspection is granted to the CPAAOB,

- (i) with respect to information requirements from Firms, by Article 49-3-2(1) of the Act, and
- (ii) with respect to inspection on Firms and at places related to the Audit and Attestation Services conducted by Firms, by Article 49-3-2(2) of the Act.

3. Cooperation with Foreign Competent Authorities

With a view to ensuring appropriate and smooth implementation of information requirements and inspection of Firms, the CPAAOB shall endeavor to strengthen the cooperative relationship with Foreign Competent Authorities, by sending an appropriate notice to the relevant Foreign Competent Authority or taking any other appropriate measure.

III Information Requirements

1. Overview of Information Requirements

(1) Regular Requirement

In principle, the CPAAOB will require, once every three years and after sending an advance notice to the relevant Foreign Competent Authority, a Firm to submit the documents (hereinafter referred to as "the Documents"), which describe:

- (i) in relation to all of the Firms, (a) general information concerning the Firm, (b) general information concerning operation, etc. of the Firm and (c) the date and results of the most recent inspection/review conducted by administrative agencies, etc. (Note 2), as specifically set forth in Section VIII A., and
- (ii) in relation to the Firms which provide Audit and Attestation Services to the issuers of securities which are listed on a financial instruments exchange in Japan, in addition to the information mentioned in (i) above, (a) information concerning Audit and Attestation

Services for companies, etc. listed on a financial instruments exchange in Japan and (b) information concerning operation control system (including manuals regarding quality control system), as specifically set forth in Section VIII B.

(Note 2) A foreign administrative agency or similar organization as stipulated in Article 5(1) of the Cabinet Office Ordinance regarding Notification Requirements for Foreign Audit Firms, etc.

(2) Non-regular Requirement

In addition to regular requirement, the CPAAOB will require, when it deems necessary and appropriate, a Firm to submit such information as the CPAAOB considers necessary. In this case, the CPAAOB will, in principle, send an advance notice to the relevant Foreign Competent Authority.

2. Notice to Firm

In requesting the submission of information, the CPAAOB shall send to a Firm a written notice which states that the Firm is required to submit information stipulated in “1. Overview of Information Requirements”. The original of this notice shall be in Japanese, with an English translation attached for reference.

3. Language

In principle, the Firm is required to prepare and submit the Documents in Japanese, although the Documents can be prepared in English.

In the case where a Firm has existing material that covers the information stipulated in “1. Overview of Information Requirements”, the Firm may submit, in relation to the relevant information, such existing material in place of the Documents, when the CPAAOB so permits. In this case, to the extent that the CPAAOB deems necessary after reviewing the submitted material, the Firm will be required to submit a Japanese or English translation of any part of the material specified by the CPAAOB.

4. Submission of the Statement

If a Firm finds it impossible, due to restraints by the governing law, etc. of the jurisdiction where the Firm’s principal office is located, to submit the Documents that include the information required by the CPAAOB, the Firm shall submit, instead of submitting the relevant Documents, a statement (hereinafter referred to as the “Statement”) which includes the following:

- (i) the fact that the Firm cannot submit the required information due to restraints by the governing law, etc. of the jurisdiction where the Firm’s principal office is located, and the content of such governing law, etc.,

- (ii) a legal opinion by an attorney which opines that those described in (i) above are true and accurate, and
- (iii) in case that under the governing law, etc. of the jurisdiction the Firm needs to obtain permission, consent or approval (hereinafter referred to as the “permission, etc.”) in order to submit such information and that the Firm is unable to submit the required information due to the Firm’s failure in obtaining the permission, etc., a statement which describes:
 - (a) measures taken by the Firm for obtaining the permission, etc. and
 - (b) the reason why the permission, etc. was not obtained even after the above measures were taken.

If a Firm fails to submit the Documents without submitting the Statement, the CPAAOB will report the fact to the Financial Service Agency (hereinafter referred to as the “FSA”).

5. Delivery of the Documents and the Statement

The Documents and the Statement shall be addressed to and physically delivered to the CPAAOB.

IV Inspection

1. Scope and Manner of Inspection

(1) Scope of Inspection

The CPAAOB will conduct inspection, in relation to matters related to its Audit and Attestation Services, on a Firm and at the place related to its Audit and Attestation Services.

(2) Manner of Inspection

The CPAAOB will conduct its inspection:

- (i) by examining books, records and other materials related to the Firm’s Audit and Attestation Services,
- (ii) by verifying and confirming whether the Firm’s Audit and Attestation Services are in compliance with the laws, regulations and standards, mainly, such as,
 - (a) the Act, the Cabinet Office Ordinance regarding Notification Requirements for Foreign Audit Firms, etc. and any other laws and regulations related to the Audit and Attestation Services conducted by the Firm,
 - (b) auditing standards followed by the Firm in providing the Audit and Attestation Services, such as ISA and ISQC1, and
 - (c) accounting standards followed by a foreign company, etc., as stipulated in Article

4(1)(iii) of the Cabinet Office Ordinance regarding Notification Requirements for Foreign Audit Firms (hereinafter referred to as a “Foreign Company”), such as IFRS, in preparing its financial documents.

(3) Points to be Considered

In conducting inspection, the CPAAOB will endeavor to implement an efficient and effective inspection by collecting information on the Firms to be inspected as well as having good communication with them.

The CPAAOB shall not exercise its authority for inspection for the purpose of conducting criminal investigation (Note 3).

(Note 3) Refer to Articles 49-3(4) and 49-3-2(3) of the Act.

2. Selection of the Firm to be Inspected

The CPAAOB will analyze the information obtained through the process mentioned in “III Information Requirements” as well as information otherwise collected. When, as a result of this analysis, the CPAAOB considers it necessary to conduct inspection to verify whether a Firm’s Audit and Attestation Services are conducted properly, and whether its operation control systems are well established or are functioning effectively, the CPAAOB will select the Firm for inspection.

Notwithstanding the above, when the CPAAOB deems it necessary and appropriate to inspect a Firm in light of public interests or investor protection (for instance, when the CPAAOB comes to notice that a Firm has allegedly made fraudulent or inappropriate attestation), the CPAAOB may conduct inspection on the Firm without going through the process described in “III Information Requirements”.

3. Advance Notice of Inspection

The CPAAOB will, in principle, make an advance notice of commencement of the on-site inspection at least two months prior to the commencement to a person responsible, i.e. a representative of the Firm or a person of the Firm with the authority/responsibility for responding to the inspection, of the Firm to be inspected (hereinafter referred to as a “Person Responsible”).

The notice will be made by sending to the Person Responsible a document, the original in Japanese with an English translation, stating the date when the on-site inspection is planned to commence and the “cut-off date” of inspection, etc. (The “cut-off date” is the date set forth for limiting the scope of inspection and is normally the business day immediately preceding the date when the advance notice is made.) The CPAAOB will also make a telephone call to the Person Responsible and coordinate with him/her the date for “Explanation of Notable Matters of Inspection” described in paragraph 4.(2) below.

Before the CPAAOB makes an advance notice to the Firm, it will, in principle, make to the Foreign Competent Authority a notice that it plans to conduct the inspection. In the case where it turns out that the Foreign Competent Authority also intends to conduct inspection of the same Firm, the CPAAOB will make utmost efforts to coordinate with the Foreign Competent Authority so that the inspection by the two authorities will be simultaneously implemented.

4. Points to be Considered regarding Inspection

(1) Scope of Inspection

With respect to audit engagement with a specific client, the scope of inspection is limited to those related to its Foreign Company Financial Documents. With respect to operation control systems, the inspection scope covers firm-wide control systems. In conducting inspection, the CPAAOB will pursue efficiency of inspection and endeavor to lessen burden of the Firm.

(2) Explanation of Notable Matters of Inspection

Before the commencing date of the on-site inspection, the Chief Inspector shall explain to the Person Responsible by a telephone conference or any other means the following:

- (i) legal ground and purpose of inspection,
- (ii) procedures of inspection, and
- (iii) any other matters deemed necessary.

(3) Language

In inspection, Japanese shall be used, while English may also be used for reviewing the status of the Audit and Attestation Service, and the design and operation of the quality control systems, when the Chief Inspector so permits.

(4) Inquiry after Advance Notice of Inspection

After issuing an advance notice, the Chief Inspector may send to the Firm, even before the commencement of the on-site inspection, an inquiry in writing concerning the contents of the Documents and any other materials submitted by the Firm, when he/she deems it necessary. The original of the inquiry shall be in Japanese with an English translation attached to it.

(5) Presentation of Inspection Order etc.

The Chief Inspector will show to the Person Responsible the Inspection Order and his/her identification as an inspector.

(6) Interview with Officers and Employees of the Firm

The inspector shall verify whether the Firm is in compliance with laws, regulations,

standards as well as the Firm's policies and procedures concerning quality control by examining books, records and other materials and interviewing officers and employees of the Firm, including partners and staff members engaged in the audit.

When the Firm makes a request that an interviewee be accompanied by another person, the inspector may allow such accompaniment if the inspector recognizes that the reason is justifiable and that such accompaniment will not interfere with the inspection.

(7) Interview with Top Management of the Firm

The Chief Inspector shall conduct an interview with the top management of the Firm regarding the overall business status and high-level policy concerning quality control of the Firm.

(8) Adequate Care to Working Hours of the Firm

The inspector shall take adequate care so that the business operation of the Firm will not be interfered with.

The on-site inspection shall be implemented, in principle, during business hours of the Firm. In conducting the on-site inspection before or after the Firm's business hours, consent shall be obtained from the Firm.

(9) Implementation of Efficient and Effective Inspection

In order to achieve efficient and effective inspection, the Chief Inspector shall communicate with the Firm regarding the progress of the inspection, the Firm's responsiveness to the inspection, etc. in the course of the on-site inspection, when he/she finds it necessary.

(10) Recognition of Facts and Developments

The inspector shall examine books, records and other materials so that he/she can appropriately identify the issues to be addressed by the Firm (hereinafter referred to as the "Issues") and, after reporting the identified Issues to the Chief Inspector, obtain the Firm's recognition on the Issues from the Person Responsible.

In this instance, the inspector may provide the Person Responsible with a document describing inquiries and/or facts surrounding the Issues, the original in Japanese with a translation in English, and request the Person Responsible to express in writing the Firm's response/recognition, when the inspector finds it necessary.

5. Request for Inspection Materials

(1) Effective Use of Existing Materials

The inspector shall endeavor to lessen the burden of the Firm by making use of, in principle, existing materials of the Firm. Before requesting the submission of materials other than those

then existing, the inspector shall make sufficient assessment of the necessity for making such a request.

When the Firm requests submission of materials in electronic media, the inspector may allow the Firm to do so, unless such submission interferes with the inspection.

(2) Efficient Requests for Materials

In making requests for submission of materials, the inspector shall explain appropriately the reason for making such requests.

When the inspector needs to examine original documents at the inspection site, such as books, records or work-related notes (hereinafter referred to as the “Originals”), he/she shall submit to the Firm a written receipt and keep the materials in an appropriate manner.

(3) Restoration of Originals

When the Firm makes a request for temporary take-out or restoration of the Original in the course of the on-site inspection, stating that the Original is necessary for its business operation, the inspector will allow such temporary take-out or restoration from the inspection site, unless it interferes with the inspection.

The inspector shall return the Originals to the Firm by the end of inspection.

6. Termination of On-site Inspection

The Chief Inspector shall confirm with the Person Responsible of the Firm any discrepancies in understanding of the facts detected in the course of the on-site inspection before completing the on-site inspection.

7. Exchange of Views on the Issues Identified in Inspection

Once the Issues identified in the course of on-site inspection are organized, the Chief Inspector will send to the Person Responsible a document describing the Issues, etc. in the Japanese original with an English translation. The Firm may make formal comments on the Issues, etc. described in the document by sending a written statement to the Secretary-General of Executive Bureau of the CPAAOB within the period. The CPAAOB will set forth the period necessary for the Firm to review the document. The statement, in principle, has to be prepared in Japanese, although a statement prepared in English is also acceptable. The comments, etc. thus submitted shall be reported to the Board of the CPAAOB.

8. Notification of Inspection Results

Notification of the inspection results shall be made by delivering to the Person Responsible a document describing the inspection results (hereinafter referred to as an “Inspection Result

Notification”). The document shall be prepared in the name of the Chairman of the CPAAOB in Japanese with an English translation attached for reference.

When the Inspection Result Notification is delivered, the CPAAOB will obtain a written acknowledgement of its receipt from the Person Responsible.

V Handling of Inspection Results

1. Handling of Inspection Results

- (1) The CPAAOB shall keep the confidentiality of the Inspection Result Notification.
- (2) As for the inspection results and inspection-related information (Note 4), the Chief Inspector shall, by the commencing date of the on-site inspection, explain to the Person Responsible that the Firm is prohibited from disclosing them to a third party without obtaining prior consent from the CPAAOB, and by then obtain the firm’s acknowledgement of the prohibition.

In relation to the prior consent for disclosure to a third party, the Chief Inspector shall explain:

- (i) that the Firm has to submit a written request, in English, describing the recipient of information, the contents of information to be disclosed and the reason for such disclosure;
- (ii) that the Firm has to obtain the acknowledgement by the expected recipient that it will not disclose the delivered information to further third party; and
- (iii) that the Firm has to include in the written request mentioned in (i) above the statement that the recipient’s acknowledgement has been duly obtained.

(Note 4) Inspection-related information means any contents of communication, including questions, indications and requests by inspectors, between (i) inspectors and (ii) officers, employees, partners and staff of the Firm.

2. Publication of Recommendation, etc.

- (1) For the sake of public interests and investor protection, once the CPAAOB makes recommendations to FSA concerning administrative actions or any other measures to be taken in order to assure proper operations of the Audit and Attestation Services conducted by the Firms, based on the provision of Article 41-2 of the Act, the CPAAOB will, in principle, publicize the recommendations.

Notwithstanding the foregoing, when the CPAAOB recognizes after taking into consideration its possible effects on public interests or investor protection that the publication is inappropriate, the CPAAOB will abstain from publicizing the recommendation or take any other appropriate measure.

- (2) In addition to (1) above, in the case where contribution to securement/enhancement of audit quality is recognized, the CPAAOB will publicize summaries of the relevant implemented

inspections in such manner that the inspected Firms and the Foreign Companies will not be identified.

VI Confidentiality of Obtained Information

The CPAAOB shall appropriately manage the information obtained through information requirement or inspection or from Foreign Competent Authorities (hereinafter referred to as the “Obtained Information”) in a manner complying with Japanese laws and regulations (including the Act on the Protection of Personal Information Held by Administrative Organs) and general rules related to management of administrative documents, etc. In so doing, special care shall be paid so that:

- (i) The CPAAOB shall not divulge any confidential Obtained Information to a third party;
- (ii) The CPAAOB shall not use the Obtained Information for any purposes other than those originally intended, except for the case where such information is used for a purpose approved by the relevant law; and
- (iii) In particular, utmost attention shall be paid to the security of the confidential Obtained Information.

VII Effective Date

This Guideline will come into effect as of January 14, 2010.

VIII Items Subject to Information Requirements (See attached)

VIII Items Subject to Information Requirements

A. Information to be obtained from all Firms

I. General information concerning the Firm

1. Outline of the business of the Firm

- (1) Outline of the independent audit and auditor oversight system of the Firm's jurisdiction
(This can be substituted by mentioning the public website where the relevant information is provided.)
- (2) Business purpose and history of the Firm
- (3) Legal form and ownership of the Firm
- (4) Governance structure of the Firm
- (5) Organization chart of the Firm

2. Information concerning partners and staff

- (1) Information concerning partners and staff
Number of partners and staff and increase/decrease from the preceding fiscal year
- (2) Name, title and professional history of the partners with a management role in the Firm

3. Information concerning the office(s)

Only the information concerning the following offices shall be submitted:

- (i) a national office in charge of operation management and quality control, and
- (ii) office(s) in charge of audit of a foreign company, etc., as stipulated in Article 4(1)(iii) of the Cabinet Office Ordinance regarding Notification Requirements for Foreign Audit Firms, etc. (hereinafter referred to as a "Foreign Company").

Also, the following information shall be submitted for each of the offices.

- (1) Name and address of the office(s)
- (2) Number of partners and staff
- (3) Total number of the companies audited by the office with separate number of Foreign Companies

4. Information concerning the affiliated entities

Name, address and business of each affiliated entity and name of its representative officer

5. Information concerning the revenues

- (1) Revenue from Audit and Attestation Services and non-Audit and Attestation Services for

the preceding three fiscal years

- (2) In the case where the revenue for each of the offices mentioned in I. 3 above is available, such revenue, categorized by that from Audit and Attestation Services and that from non-Audit and Attestation Services

6. Information concerning the companies audited by the Firm (limited to Foreign Companies)

- (1) Name, fiscal year-end, amount of share capital of the Foreign Company
- (2) Name of engagement partner
- (3) Name of co-auditor (if any)
- (4) Information concerning the engagement including information on whether it is newly accepted or recently terminated

II. General information concerning operation, etc. of the Firm

1. Information concerning services and operation

(1) Information concerning services

(i) Number of clients of Audit and Attestation Services and non-Audit and Attestation Services (including number of Foreign Companies) and increase/decrease from the preceding fiscal year

(ii) Information concerning the service line which the Firm newly commenced in the preceding three years

(2) Information concerning operation

(i) Measures taken in order to ensure operational appropriateness (including key management policies and measures employed for management and legal compliance)

(ii) Policies concerning quality control and measures taken to enforce such policies (including (a) Leadership responsibilities for quality within the firm, (b) Professional ethics and independence, (c) Acceptance and continuance of client relationships and specific engagements, (d) Employment, education, training, evaluation and assignment, (e) Engagement performance (including performance of engagement quality control review) and (f) Monitoring of quality control system)

2. Information concerning business alliances

(1) Information concerning business alliances in the field of the audit services with another professional accountant or audit firm

(2) If the Firm is a member of a network, outline of the network and the basic arrangement between the Firm and the network

3. Outline of lawsuits (if any)

With respect to lawsuits brought against the Firm and/or partners in relation to its Audit and Attestation Services,

(1) the number of such lawsuits ended in the preceding three years and the total amount of monetary obligation the Firm and/or partners was/were imposed with by a court order, etc. in relation to those lawsuits, and

(2) the number of such lawsuits currently pending with a court and the total amount of monetary obligation the Firm and/or partners is/are claimed to owe.

4. Outline of the criminal penalty or administrative sanctions (if any)

Outline of the criminal penalty or administrative sanctions imposed upon the Firm and/or partners in relation to its Audit and Attestation Services in the preceding three years.

III. Date and results of the most recent inspection/review conducted by administrative agencies, etc.

Recommendation for remediation, etc. issued based upon the results of the inspection/review, the plan for remediation and progress of execution of the remediation plan

B. Information to be obtained from the Firms that audit companies, etc. listed on a financial instruments exchange in Japan

I. Information concerning Audit and Attestation Services for companies, etc. listed on a financial instruments exchange in Japan

The following information shall be submitted for each of the listed companies.

1. General information concerning engagement team members

(1) Information concerning engagement team

- (i) Name of engagement partner and the periods during which the partner has been successively involved in the audits of the same audit client
- (ii) Number of partners and professional staff (excluding engagement partner) and the name of such partner (if any) who was an engagement partner of the audit of the same audit client in the past
- (iii) Change of engagement firm, partners, etc.

(2) Information concerning the engagement

- (i) Amount of fees received from the company in relation to the Audit and Attestation Services and the non-Audit and Attestation Services
- (ii) Withdrawal from the engagement (if any)

(3) Information concerning quality control

- (i) Name of the professional accountant and/or section of the Firm responsible for quality control
- (ii) Name of the reviewing partner

2. Information concerning performance of the engagement

Number of persons who performed the engagement (categorized by (i) engagement partner, (ii) other professional accountant and (iii) other staff) and time (days or hours) spent on the engagement per category.

II. Information concerning operation control system (including manuals regarding quality control system)

1. Names of manuals and guidelines relating to the quality control system (together with the date of the latest amendment) and copies of the manuals and guidelines

2. Name(s) of audit manual(s) (together with the date of the latest amendment) and a copy/copies of it/them

3. Results of quality review conducted by network

Review report, items pointed out as a result of review, measures taken for remediation, the plan for remediation and progress of execution of the remediation plan