

PricewaterhouseCoopers d.o.o.

*Pregledno poročilo/
Transparency report*

Za poslovno leto, ki se je končalo 30. junija 2016 /
For the financial year ended 30 June 2016

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**Transparency Report
for the Financial Year Ended
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Uvod

Naš namen v PwC je zgraditi zaupanje v družbo in reševati pomembne probleme. Smo mreža podjetij v 157 državah z več kot 208.000 ljudmi, ki so zavezani k zagotavljanju kakovosti pri revizijskih, svetovalnih in davčnih storitvah.

To poročilo je objavljeno skladno z zahtevami 79. člena Zakona o revidiranju (ZRev-2) in 40. člena Direktive 2006/43/ES Evropskega parlamenta in Sveta o obveznih revizijah za letne in in konsolidirane računovodske izkaze (Direktiva o revidiranju).

Pravna struktura, lastništvo in delovanje mreže

PricewaterhouseCoopers d.o.o. je organiziran kot družba z omejeno odgovornostjo v lasti:

- PricewaterhouseCoopers Spolka z.o.o., Varšava, Poljska, 75,0120%, katerih končni lastniki so partnerji družb PricewaterhouseCoopers v Srednji in Vzhodni Evropi,
- PricewaterhouseCoopers Eastern Europe B.V., Rotterdam, Nizozemska, 24,8202%, %, katerih končni lastniki so partnerji družb PricewaterhouseCoopers v Srednji in Vzhodni Evropi,
- Paul Peplinski, partner in član uprave, Slovenija*, 0,1679%

in je registriran v Sloveniji.

* Sprememba v lastništvu je bila v sodni register vpisana 10. avgusta 2015.

Z večino glasovalnih pravic (več kot 75 %) v skladu s členom 61.1. Zakona o revidiranju razpolaga družba PricewaterhouseCoopers Spolka z o.o.

PricewaterhouseCoopers d.o.o. sodeluje z ostalimi članicami mreže v Srednji in Vzhodni Evropi pri izvajanju storitev za lokalne in skupne mednarodne naročnike, ki delujejo v naši regiji. Sodelovanje je organizirano preko regionalnega vodstva, ki poleg zagotavljanja upoštevanja usmeritev in postopkov mreže PwC International (PwCIL) s strani teh regionalnih članic, omogoča tudi delitev virov, uveljavitev politik obvladovanja tveganj in standardov kakovosti.

Vsaka nacionalna družba članica ima tudi lokalno vodstveno strukturo, skladno z veljavnimi pravnimi

Introduction

At PwC, our purpose is to build trust in society and solve important problems. We're a network of firms in 157 countries with more than 208,000 people who are committed to delivering quality in assurance, advisory and tax services.

This report is published in accordance with the requirements of Article 79 of the Slovene Auditing Act (ZRev-2) and article 40 of the European Union 43rd Directive on Statutory audits of annual accounts and consolidated accounts (the Audit Directive).

Legal Structure, Ownership and Network Arrangements

PricewaterhouseCoopers d.o.o. is a private limited company owned by:

- PricewaterhouseCoopers Spolka z.o.o., Warsaw, Poland, 75,0120%, which is ultimately owned by the partners of PricewaterhouseCoopers in our Central and Eastern European firms,
- PricewaterhouseCoopers Eastern Europe B.V., Rotterdam, The Netherlands, 24,8202%, %, which is ultimately owned by the partners of PricewaterhouseCoopers in our Central and Eastern European firms,
- Paul Peplinski, Country Managing Partner, Slovenia*, 0,1679%

and registered in Slovenia.

* This change in ownership was entered in the company register on 10 August 2015.

The majority of the voting rights (more than 75%) are held by PricewaterhouseCoopers Spolka z o.o. in accordance with Article 61.1. of the Auditing Act.

PricewaterhouseCoopers d.o.o. cooperates with other Central and Eastern European member firms to provide services to local and mutual international clients operating in our region. This cooperation is organised through a regional management team which, in addition to ensuring the adherence of these regional firms to the policies and procedures of PwC International Limited (PwCIL), enables resource sharing, the enforcement of risk management policies and quality standards.

Each national member firm also has its own management structure in place, in accordance with

in poslovnimi zahtevami, kar skupaj s članstvom v mreži omogoča vsaki družbi članici fleksibilnost in avtonomijo pri hitrem in učinkovitem odzivanju na pogoje na lokalnem trgu. Pri tem je upoštevano tudi dejstvo, da državni organi v večini držav podeljujejo licenco za delovanje v dejavnosti revizije le lokalno registriranim družbam, v katerih imajo lokalni pooblaščenici revizorji (ali v Evropski uniji kombinacija revizorjev in/ali revizijskih družb) vsaj večinsko lastništvo ali vpliv.

PwC je globalna mreža samostojnih družb, ki delujejo lokalno v državah po vsem svetu. Družbe PwC so del PricewaterhouseCoopers International Limited in imajo pravico do uporabe imena PricewaterhouseCoopers. Družbe PwC kot članice mreže PwC delijo znanje, sposobnosti in vire. To članstvo omogoča družbam PwC sodelovanje pri zagotavljanju visoko kakovostnih storitev na svetovni ravni za mednarodne in lokalne stranke, ob ohranjanju te prednosti, da so lokalna podjetja – vključno s poznavanjem lokalnih zakonov, predpisov, standardov in praks.

Biti član mreže PwC pomeni tudi, da se družbe zavežejo k upoštevanju določenih skupnih politik in ohranjanju standardov mreže PwC. Vsaka družba članica PwC izvaja aktivnosti nadzora kakovosti in skladnosti, kar vključuje opravljanje storitev, etiko, poslovno ravnanje in skladnost s specifičnimi strogimi standardi za spremljanje in varovanje neodvisnosti.

PwCIL je angleška družba omejena z garancijo. PwCIL deluje kot usklajevalni subjekt za družbe PwC in ne prakticira računovodstva ali opravlja storitev za stranke. PwCIL si prizadeva za razvoj in izvajanje politik in pobud za oblikovanje skupnega in usklajenega pristopa družb PwC na ključnih področjih kot so strategija, blagovna znamka ter tveganja in kakovost. Družbe PwC uporabljajo ime PwC in črpajo sredstva in metodologije mreže PwC. V zameno so družbe PwC dolžne izpolnjevati skupna pravila in standarde mreže PwC.

Družba PwC, ki je del PwCIL, ne more delovati kot zastopnik za PwCIL ali katerokoli drugo družbo PwC. PwCIL nima pravice ali možnosti nadzorovati izvajanja strokovne presoje nobene družbe članice. Organi upravljanja PwCIL so:

- **Globalni odbor (Global Board)**, ki je odgovoren za vodenje PwCIL, nadzor nad vodstvom mreže (Network leadership team) in odobritev standardov mreže (Network Standards). Odbor nima zunanje vloge. Člane odbora vsaka štiri leta izvolijo partnerji iz vseh družb PwC po svetu.

relevant legal and operational requirements. This legal structure and network arrangement gives each member firm the flexibility and autonomy to respond quickly and effectively to conditions in its local market. It also reflects the fact that regulatory authorities in most countries grant the right to practise as auditors to nationally based firms in which locally qualified professional auditors (or in the European Union a combination of auditors and or EU audit firms) have at least a majority ownership and control.

PwC is a global network of separate firms, operating locally in countries around the world. PwC firms are members of PricewaterhouseCoopers International Limited and have the right to use the PricewaterhouseCoopers name. As members of the PwC network, PwC firms share knowledge, skills and resources. This membership facilitates PwC firms to work together to provide high-quality services on a global scale to international and local clients, while retaining the advantages of being local businesses – including being knowledgeable about local laws, regulations, standards and practices.

Being a member of the PwC network means firms also agree to abide by certain common policies and maintain the standards of the PwC network. Each firm engages in quality control and compliance monitoring activities, covering the provision of services, ethics and business conduct, and the compliance with specific, strict standards for independence monitoring and protection.

PwCIL is a UK company limited by guarantee. PwCIL acts as a coordinating entity for PwC firms and does not practice accountancy or provide services to clients. PwCIL works to develop and implement policies and initiatives to create a common and coordinated approach for PwC firms in key areas such as strategy, brand, and risk and quality. PwC firms use the PwC name and draw on the resources and methodologies of the PwC network. In return, PwC firms are required to comply with common policies and the standards of the PwC network.

A PwC firm of PwCIL cannot act as agent of PwCIL or any other PwC firm. PwCIL has no right or ability to control any member firm's exercise of professional judgement. The governance bodies of PwCIL are:

Global Board, which is responsible for the governance of PwCIL, the oversight of the Network Leadership Team and the approval of Network Standards. The Board does not have an external role. Board members are elected by partners from all PwC firms around the world every four years.

- **Vodstvo mreže (Network Leadership team)** je odgovorno za določanje skupne strategije mreže PwC in standardov, za katere se družbe PwC zavežejo, da jih bodo upoštevale.
- **Strateški svet (Strategy Council)**, ki je sestavljen iz vodij največjih družb mreže PwC, določi strateško usmeritev mreže in spodbuja usklajevanje za izvedbo strategije.
- **Izvršna ekipa mreže (Network Executive Team)** je imenovana s strani vodstva mreže, kateremu izvršna ekipa tudi poroča. Njeni člani so odgovorni za vodenje ekip mreže podjetij za namene usklajevanja dejavnosti na vseh področjih našega poslovanja.
- **Network Leadership Team**, which is responsible for setting the overall strategy for the PwC network and the standards to which the PwC firms agree to adhere.
- **Strategy Council**, which is made up of the leaders of the largest PwC firms of the network, agrees the strategic direction of the Network and facilitates alignment for the execution of strategy.
- **Network Executive Team** is appointed by and reports to the Network Leadership Team. Its members are responsible for leading teams drawn from network firms to coordinate activities across all areas of our business.

Olga Grygier-Siddons –izvršna direktorica mreže PwC za Srednjo in Vzhodno Evropo je članica Strateskega Sveta in ohranja odnose z Vodstvom mreže.

Olga Grygier-Siddons – the Chief Executive of PwC CEE is a member of the Strategy Council and maintains the relationships with the Network Leadership Team.

Vodenje

Znotraj skupine članic mreže PwC v Srednji in Vzhodni Evropi, ki vključuje 30 držav, je vzpostavljen matrični sistem vodenja. Vsi partnerji imajo glasovalno pravico pri 4-letnem glasovanju o izbiri regijskega Predsednika Uprave, ki imenuje člane Uprave, ki jo sestavljajo lokalni predsedniki uprav in operativni vodje poslovnih dejavnosti. Ta Uprava je odgovorna za postavljanje širših poslovnih ciljev in za zagotavljanje skladnosti delovanja s smernicami mreže PwC International.

Smernice in poslovne cilje vsake od glavnih poslovnih dejavnosti (revizija, davki, pravo in svetovanje) določa vodstvena ekipa posamezne dejavnosti.

Nadzor regijske Uprave v imenu partnerjev je zagotovljen z izvolitvijo Sveta partnerjev, ki odobri ključne usmeritve in odločitve, ki zadevajo partnerje in družbo.

Governance

Within the Central and Eastern European grouping of PwC member firms which includes 30 national territories, a matrix system of management is operated. Each partner votes in a 4 yearly election of a Chief Executive who appoints a Management Board, comprising of a mixture of territory Chief Executives and Operational leaders from functional and business lines. This Board is responsible for setting broad business objectives and ensuring compliance with PwC International policies.

Across geographical lines the policy and business objectives of each principal business line (assurance, taxation, legal and advisory) are set by the business line management team.

Oversight of the Regional Management Board on behalf of the partners is carried out by an elected regional Partner Council, which approves key policies and decisions which affect partners and the firm.

Od 30. septembra 2015 družbo PricewaterhouseCoopers d.o.o. vodi uprava, imenovana s strani lastnikov. Člani uprave so:

Paul Peplinski	britanski pooblaščen revizor*
Dušan Hartman	pooblaščen revizor pri Slovenskem inštitutu za revizijo*
Polona Kofol Repinc	pooblaščen revizorka pri Slovenskem inštitutu za revizijo

* Sprememba v upravi je bila v sodni register vpisana 24. septembra 2015

As of 30 September 2015, PricewaterhouseCoopers d.o.o. is managed by a Management Board, appointed by the shareholders. The members of the board are:

Paul Peplinski	British Chartered Accountant (ACA)*
Dušan Hartman	Certified auditor at the Slovenian Institute of Auditors*
Polona Kofol Repinc	Certified auditor at the Slovenian Institute of Auditors

* The change in the management board was entered in the company register on 24 September 2015

Sistem notranjega nadzora kakovosti in Izjava o učinkovitosti

Kot člani mreže PwC International smo dolžni spoštovati skupne standarde za nadzor kakovosti in obvladovanje tveganj, ki jih je odobrila omenjena organizacija. Ti standardi so dopolnjeni z določili lokalne zakonodaje, poklicnimi standardi za nadzor kakovosti Slovenskega inštituta za revizijo ter v primerih revidiranja subjekta iz tretje države tudi njihovimi revizijskimi standardi.

Naši podrobni postopki za nadzor kakovosti so opisani v naših politikah in smernicah PwC Audit Guide in PwC Risk Management. V naslednjem tekstu so zbrani povzetki ključnih smernic, pristopov, ravnanj in ukrepov, ki dosledno zagotavljajo visok nivo kakovosti revizije:

- **Standardi za nadzor kakovosti**

Članice mreže PwC International so zavezane k vzpostavitvi ustreznega sistema nadzora kakovosti revizijskih postopkov v skladu z internimi smernicami na področju **tveganja in kakovosti** ter lokalnimi predpisi, ki urejajo področje revidiranja.

Naš sistem za nadzor kakovosti je v celoti skladen z zahtevami Odbora za mednarodne standarde revidiranja in dajanja zagotovil (»IAASB«) in standardi/smernicami Slovenskega inštituta za revizijo ter Agencije za javni nadzor nad revidiranjem. Omenjeni sistem za nadzor kakovosti je del naših vsakodnevnih aktivnosti.

Mednarodni standard za nadzor kakovosti 1, ki ga je izdal odbor IAASB, se nanaša na vse revizijske družbe, ki izvajajo revizije in preglede zgodovinskih finančnih podatkov v skladu z Mednarodnimi standardi revidiranja. Ta standard določa zahtevane elemente sistema za nadzor kakovosti, ki se morajo izvajati v revizijski družbi.

Internal Quality Control System and Statement of Effectiveness

As a member firm of PwC International we are obliged to abide by the common risk and quality standards approved by the organisation. These standards are supplemented by local legal requirements and the professional quality standards of the Slovene Institute of Auditors and where applicable third country audit quality standards if we are required to report on an entity from such a country.

Our detailed quality control procedures are set out in our PwC Audit Guide and in PwC Risk Management policies and guidance. The following summarises the key policies, attitudes, behaviours and actions which ensure that we maintain a consistently high level of audit quality:

- **Quality Control Standards**

PwC International member firms are required by internal **risk and quality** policies and National Auditing Regulations to enforce a system of quality controls over our auditing practices.

Our quality control system is in full compliance with the International Auditing and Assurance Standards Board (»IAASB«) requirements and the standards/guidelines set down by the Slovenian Institute of Auditors and the Agency for Public Oversight of Auditing. This quality control system is embedded as part of our day to day activities.

International Standard on Quality Control 1, issued by IAASB applies to all audit firms carrying out audits and reviews of historic financial information in accordance with International Standards on Auditing. This standard sets out the required elements of the quality control system which should operate in an audit firm.

Omenjeni elementi obsegajo:

- Odgovornosti vodstva za kakovost znotraj podjetja
- Etične zahteve
- Postopke za sprejemanje in ohranjanje poslov z naročniki ter posebnih projektov
- Kadrovanje
- Uspešnost projektov
- Nadzor

PricewaterhouseCoopers d.o.o. te zahteve izpolnjuje na naslednji način:

- **Odgovornosti vodstva za kakovost znotraj podjetja**

Glas z vrha: Naše vodstvo se zavezuje sprejemati vse ukrepe, ki so potrebni za ohranjanje kakovosti, neodvisnosti, objektivnosti in etičnega obnašanja mreže PwC. Vodstvo mreže redno pošilja obvestila partnerjem in pooblaščenim revizorjem, katerih poudarek je na pomembnosti zagotavljanja kakovosti storitev. Redna obvestila z enako vsebino so posredovana tudi vsem zaposlenim družbe. Vodstvo redno obvešča (informira) naše partnerje, pooblaščen revizorje in osebje glede novih standardov in z njimi povezanih smernic, ki so jim v pomoč pri zagotavljanju visoko kakovostnih storitev našim naročnikom. Obvestila vodstva v primernem okviru nenehno poudarjajo pomembnost stalnega ohranjanja standardov kakovosti. Od našega vodstva se pričakuje, da s svojim poslovnim obnašanjem nenehno dokazuje, da trdno verjame v naše sisteme in cilje zagotavljanja kakovosti. To se kaže v imenovanju partnerjev, odgovornih za neodvisnost, obvladovanje tveganj in kvaliteto revizije, ki poročajo partnerju, odgovornemu za regijo oziroma za državo in/ali vodji revizije. Omenjeni partnerji so izkušeni posamezniki, ki svetujejo in po potrebi dajejo navodila partnerjem, ki delajo z naročniki, o zadevah povezanih s tveganji in kakovostjo.

- **Etične zahteve**

Integriteta in objektivnost

Ponosni smo na dejstvo, da naše storitve prinašajo vrednost prek izboljšanja transparentnosti, zaupanja in doslednosti poslovnih procesov. Da bi uspeli, moramo rasti in se razvijati, kot posamezniki in kot podjetje. To rast nam pomagajo ustvariti naše temeljne vrednote, ki so odličnost, skupinsko delo in vodenje.

Poslujemo v skladu z veljavnimi strokovnimi standardi, zakoni in drugimi predpisi ter PwC-jevimi politikami in standardi. To med drugim vključuje popolno skladnost s Kodeksom etike za računovodske strokovnjake IESBA (»International Ethics Standards Board for Accountants«). Vendar

The requirements cover:

- Leadership responsibilities for quality within the firm
- Ethical requirements
- Procedures for acceptance and continuance of client relationships and specific engagements
- Human resources
- Engagement Performance
- Monitoring

PricewaterhouseCoopers d.o.o. addresses these requirements as follows:

- **Leadership Responsibilities for Quality within the Firm**

Tone at the Top: Our leadership is committed to taking all actions required to ensure that PwC continues to stand for quality, independence, objectivity and ethical behaviour. The Firm's leadership regularly sends communications to partners and certified auditors that include an emphasis on the importance of "standing firm on quality". The same messages are contained in regular leadership communications to all staff members. Equally important are leadership's regular communications that alert our partners, certified auditors and staff about new standards and related guidance to assist them in providing high-quality service to our clients. Communications from the top take every relevant opportunity to emphasize the importance of maintaining quality standards on a daily basis. Our leadership team demonstrates by its behaviours that it firmly believes in our quality assurance objectives and systems. This is evidenced by the appointment of partners responsible for independence, risk management and audit quality who report to a Regional or Country Managing Partner and/or Assurance Leader. These partners are individuals of experience and stature who consult and if necessary instruct client service partners on risk and quality matters.

- **Ethical requirements**

Integrity and objectivity

We take pride in the fact that our services add value by helping to improve transparency, trust and consistency of business processes. In order to succeed, we must grow and develop, both as individuals and a business. Our core values of Excellence, Teamwork and Leadership help us to achieve this growth.

We conduct our business within the framework of applicable professional standards, laws, and regulations together with PwC policies and standards. This objective incorporates, inter alia, full compliance with the IESBA (International Ethics Standards Board for Accountants) Code of

priznavamo, da ti standardi, zakoni in politike ne urejajo vseh načinov vedenja. Zato smo sprejeli PwC-jev Kodeks ravnanja, ki velja in je bil sprejet s strani vseh PwC-jevih ljudi in družb. Ta Kodeks temelji na naših vrednotah in jih povzdigne na višjo raven – naše vrednote prikaže v dejanju.

Kodeks določa, kako naj se vedemo in poslujemo v različnih okoljih in situacijah. Poleg tega vsebuje »model etičnega odločanja«, ki je partnerjem in osebju v podporo pri odločanju glede pravega poteka delovanja pri obravnavi etičnih dilem, na katere naletijo. Od partnerja in osebja se pričakuje, da bodo tekom svoje kariere v PwC ravnali v skladu s Kodeksom in hkrati tudi preostalim v PwC pomagali, da storijo enako.

Regija Srednje in Vzhodne Evrope ima integrirano mrežo etičnega in poslovnega vedenja. Etične zadeve v regiji Srednje in Vzhodne Evrope nadzoruje regionalni vodja etičnega in poslovnega vedenja. Vsaka država ima svojo lokalno skupino za etično in poslovno vedenje, ki je odgovorna spodbujanje etike na lokalni ravni. To vključuje, a ni omejeno na, komunikacijo in usposabljanje lokalnih partnerjev posameznih držav in osebja.

Vsaka PwC družba ima dostop do podrobnih dodatnih smernic v zvezi s Kodeksom ravnanja. To vključuje usmeritve v primerih, kot so sprejem daril od strank, tesne osebne vezi oziroma odziv zaposlenega, ki opazi neetično obnašanje s strani partnerja ali drugega zaposlenega.

Znotraj regije Srednje in Vzhodne Evrope obstaja orodje, dostopno vsem partnerjem in osebju, ki omogoča pošiljanje anonimnih poizvedb izbrani skupini za etično in poslovno vedenje. Posamezniki izven PwC-ja, vključno z osebjem naših naročnikov, lahko poizvedbo, prav tako na anonimen način, oddajo s pomočjo globalnega PwC komunikacijskega orodja, ki je na voljo na naslovu <http://pwc.com>.

Ko pride do poročanja oziroma obstaja sum o morebitni neskladnosti z našim Kodeksom ravnanja, so sprejeti ukrepi, da se razišče in, kjer je ustrezno, odpravi nastalo situacijo. Partnerje in osebje se spodbuja k poročanju in izražanju svojih skrbi na pravičen, pošten in spoštljiv način. PwC je zavezan k varstvu posameznikov zoper maščevanje.

Partnerji in osebje pri PwC so odgovorni za obravnavo težav, s katerimi so seznanjeni. Politika regije Srednje in Vzhodne Evrope glede pritožb in obtožb (ang. CEE Complaints and Allegations Policy) opredeljuje protokole za preiskavo poročenih težav. Obravnavajo se vse potrebne

Ethics for Professional Accountants. However, we also acknowledge that these standards, laws, and policies do not govern all types of behaviour. As a result, we also have a PwC Code of Conduct which is applicable and issued to all PwC people and firms. This Code is based on our values and takes them to the next level – demonstrating our values in action.

The Code defines how we should behave and conduct business in a wide range of settings and situations. It also contains a “framework for ethical decision making” to assist partners and staff in deciding on the right course of action in addressing ethical dilemmas they can come across. Partners and staff are expected to not only live by the Code values in their careers with PwC but to also help others at PwC do the same.

CEE has a fully integrated Ethics & Business Conduct network. Supervision over ethical matters in CEE is carried out by a regional Ethics and Business Conduct Leader. Each country has a local Ethics & Business Conduct Team responsible for promoting ethics locally. This includes, but is not limited to, communication and training to local country partners and staff.

Each PwC office has access to the detailed supplementary guidance to our Code of Conduct. This includes guidance on such matters as the receipt of gifts from clients, close personal relationships and how staff should proceed if they become aware of unethical behaviour by any partner or employee.

CEE has a region-wide tool accessible to all partners and staff to enable the sending of anonymous queries to a selected Ethics & Business Conduct Team. Individuals from outside of PwC, including our clients' personnel, can submit a query, including in an anonymous manner, by using the global PwC communications tool available from <http://pwc.com>.

When potential non-compliance with our Code of Conduct is reported or otherwise suspected, steps are taken to investigate, and where appropriate, remedy the situation. Partners and staff are encouraged to report and express their concerns in a fair, honest and respectful manner. PwC is committed to protecting individuals against retaliation.

Partners and staff at PwC are responsible for addressing issues that are brought to their attention. The CEE Complaints and Allegations Policy sets the protocols for investigating the issues reported. All amendments needed to the firm's systems or policies, identified during the

spremembe sistemov ali politik družbe, **ki so bile prepoznane v času etične preiskave.**

Kodeks etike IESBA in standardi PricewaterhouseCoopers so dodatno dopolnjeni z etičnimi zahtevami Slovenskega inštituta za revizijo.

Neodvisnost

PricewaterhouseCoopers d.o.o. je sprejel globalno politiko PwC glede neodvisnosti, ki se dopolni, ko je to potrebno, s strožjimi lokalnimi strokovnimi in zakonskimi zahtevami. Globalna politika PwC glede neodvisnosti temelji in skladna s Kodeksom etike za računovodske strokovnjake IESBA. PricewaterhouseCoopers d.o.o. natančno nadzoruje skladnost z zakonskimi, strokovnimi in PwC zahtevami glede neodvisnosti v zvezi s finančnimi deleži, obsegom storitev, dogovorom o ceni storitev in poslovnimi odnosi s tretjimi osebami.

Globalna politika PwC glede neodvisnosti je predmet preoblikovanja, da bi zajela in odražala spremembe pravil o neodvisnosti skladno z implementacijo revizijske zakonodaje EU (Direktiva in Uredba).

Več informacij o vpeljanih postopkih za zagotavljanje neodvisnosti je opisanih v poglavju »Smernice neodvisnosti družbe PricewaterhouseCoopers d.o.o.«.

• Sprejemanje in ohranjanje naročnikov

PricewaterhouseCoopers d.o.o. je uvedel poseben proces prepoznavanja sprejemljivih naročnikov, ki je v lasti PwC International in podprt s programsko aplikacijo za podporo pri sprejemanju in ohranjanju naročnikov Acceptance & Continuance (A&C).

Omenjena aplikacija je podpora projektni skupini, poslovnemu vodstvu, strokovnjakom s področja industrije in obvladovanja tveganj, pri odločitvah o tem ali so tveganja, ki izhajajo iz odnosov z obstoječimi ali potencialnimi naročniki obvladljiva in ali je smiselno skleniti poslovno razmerje z določenim podjetjem, njegovim vodstvom in delničarji.

Najpomembnejša vprašanja, s katerimi se soočamo med A&C procesom, so med drugim:

- Ugled podjetja in njegovega vodstva
- Učinkovitost uprave podjetja
- Ozadje in izkušnje osebja podjetja, ki je

course of an ethical investigation, are addressed.

IESBA Code of Ethics and PricewaterhouseCoopers standards are supplemented with the ethical requirements of the Slovene Institute of Auditors.

Independence

PricewaterhouseCoopers d.o.o. has adopted the PwC Global Independence Policy, complemented where necessary by more restrictive local professional and regulatory rules. The PwC Global Independence Policy is based upon and is consistent with the IESBA Code of Ethics for Professional Accountants. PricewaterhouseCoopers d.o.o. strictly monitors compliance with regulatory, professional, and PwC independence requirements related to financial interests, scope of service matters, fee arrangements and business relationships with third parties.

The PwC Global Independence Policy is being amended to capture and reflect on changes to the independence rules pursuant to the implementation of the EU audit legislation (The Directive and The Regulation).

Further information on the procedures we enforce to maintain our independence is set out in the "Independence Practices of PricewaterhouseCoopers d.o.o." section of this report.

• Client Acceptance and Retention

PricewaterhouseCoopers d.o.o. has implemented a process to identify acceptable clients supported by the proprietary PwC International decision support system for client acceptance and retention ("Acceptance and Continuance" - "A&C").

The system involves a determination by the engagement team, business management, industry experts and risk management professionals of whether the risks related to an existing client or a potential client are manageable, and whether or not we should be associated with the particular company, its management and shareholders.

Among the issues that we consider during the course of the A&C process are:

- The reputation of the company and its management
- The effectiveness of its Board

odgovorno za računovodsko poročanje

- Pobude in nagnjenost vodstva k manipulaciji z računovodskimi izkazi
 - Pomembnejše transakcije, ki so bile oblikovane za doseg priporočanja prihodkov
 - Nenavadno agresivno in kreativno računovodstvo
 - Transakcije, ki so kompleksne, nenavadne ali težko preverljive
 - Ocene, ki vključujejo negotove ali osebne odločitve
 - Transakcije s povezanimi osebami, ki niso del skupin
 - Indikacije, da je podjetje v finančnih težavah
 - Strokovno znanje potrebno za izvedbo posameznih projektov.
- The background and experience of the company's financial reporting personnel
 - Any incentives or inclinations for management to manipulate reported results
 - Any significant transactions structured to achieve revenue recognition
 - Any unusually aggressive or creative accounting
 - Any transactions that are complex, unusual or difficult to evaluate
 - Any estimates that involve uncertainty or subjective judgments
 - Any transactions with related parties that are not part of the consolidated group
 - Any indications that the company might be in financial difficulty
 - The expertise necessary to carry out a particular engagement.

A&C je sicer zmogljiv pripomoček, a pravo ogrodje sprejemanja in ohranjanja naročnikov je kljub temu še vedno čas, ki ga v projekt vložijo naši partnerji za obvladovanje tveganj in drugi starejši partnerji. Kot je podrobneje opisano v odstavku o izvedbi projektov, so naši partnerji, ki so odgovorni za obvladovanje tveganj, iz vrst neodvisnih, uglednih in izkušenih partnerjev ter tako zagotavljajo ključni vložek pri odločanju o sprejemanju in ohranjanju naročnikov.

A&C is a powerful enabler, but the real backbone of our client acceptance and continuance process is the significant time invested by our risk management and other senior partners. As discussed more fully in the Engagement Performance section below, our risk management partners are senior partners with stature and independence who provide key input into the decision to accept or continue a client relationship.

Po sprejetju odločitve o sprejemu ali ohranitvi poslovnega odnosa z naročniki so rezultati teh ocen vključeni v naš revizijski proces, kar npr. vpliva na obseg dela in razporeditev sredstev. Zavračamo pripravo ponudb, sprejem in ohranjanje vseh strank, kjer so tveganja ocenjena kot neobvladljiva, kjer se stranka ne strinja z obsegom zahtevanega dela, oziroma je cenovna postavka nesprejemljiva.

Upon acceptance or retention of the client, the results of these assessments are incorporated into our audit process, impacting for example the scope of work and assignment of resources. We decline to propose, accept, or retain work when the risks are considered not to be manageable, when the client will not agree on the scope of the work required or the fee arrangement is otherwise unacceptable.

• Upravljanje s kadri

Zaposlovanje: Pri zaposlovanju se držimo strogih standardov tako pri manj izkušenem, kakor tudi pri izkušenem kadru. Omenjeni standardi pa ne vključujejo le ocene posameznikovih akademskih in delovnih dosežkov, ampak tudi razgovore in reference. Prav tako ocenjujemo kakovost kadrov, ki jih zaposluje po končanih višjih šolah in univerzah in se pri tem osredotočamo na tiste izobraževalne institucije, ki so dale največ visoko kakovostno izobraženih kadrov v našem poklicu.

• Human Resources

Hiring: We maintain stringent hiring standards for both entry-level and experienced recruits, which include assessment not only of each individual's academic and work records, but also interviews and references. We also assess the quality of those people we hire from colleges and universities, ensuring that we focus our recruiting efforts on those institutions that have a track record of graduating high-quality people who do well in our profession.

Poklicni razvoj: Izobraževanje je trajen proces, ki se začne z nastopom delovnega razmerja in se nadaljuje skozi celotno kariero. Naši sodelavci sodelujejo v mnogih regijskih in lokalnih uradnih tečajih ter se nenehno izobražujejo tudi neposredno med opravljanjem dela. Njihovo izobraževanje obsega tako področja računovodstva, revizije, etike in neodvisnosti, kakor tudi posebna področja (dejavnost), na katerih delajo. Tudi naši partnerji

Professional Development: Training is an ongoing process. Training starts when a person is hired and continues throughout his or her career. Our people participate in a variety of regional and local formal training courses and are also trained continuously on the job. Both the broad core competencies in accounting, auditing, ethics and independence and the specialized areas in which they work (a specific industry) are addressed. Our

in pooblašчени revizorji so deležni nenehnega izobraževanja in poslovnega razvoja in so ključni člen prenosa znanja na manj izkušene kolege na terenu. Glavna odgovornost partnerjev in pooblaščenih revizorjev je sodelovanje z zaposlenimi, mentorstvo, preverjanje, učenje, posredovanje znanja ter izkušenj in biti za zgled strokovnjakom v njihovih delovnih skupinah.

Naša mreža je ustvarila okolje, v katerem so ljudje sami odgovorni za svoj poslovni razvoj tekom njihove kariere, in v ta namen razvila širok spekter izobraževanj in orodij, ki zaposlenim pomagajo izdelati osebni izobraževalni učni načrt, ki ustreza njihovim vlogam in odgovornostim pri delu z naročniki, za katere so zadolženi. Poleg izobraževanja po lastni presoji so za partnerje, pooblaščenih revizorje in ostale zaposlene obvezna izobraževanja, za katere družba meni, da so ključnega pomena za njihovo sposobnost opravljanja svojega dela znotraj primernih tehničnih in etičnih okvirov. Podjetje prav tako zagotavlja skladnost s poklicnimi standardi glede količine in vrste nenehnih poklicnih izobraževanj, ki so potrebna na letni ravni. Naši programi izobraževanja in usposabljanja so redno posodobljeni, da bi se našim zaposlenim na ta način zagotovilo razvoj, veščine in izkušnje, ki jih potrebujejo kot profesionalni ponudnik storitev naročnikom.

Nadzor in usmerjanje: Vsak vodja projekta je, po potrebi v sodelovanju z drugimi, odgovoren za to, da imajo drugi partnerji, pooblašчени revizorji in osebje, ki so dodeljeni na določen projekt, ustrezne poklicne kompetence in izkušnje, ki so pri tem projektu potrebne. Poleg tega so odgovorni za potrebno usmerjanje, nadzor in preverjanje dela manj izkušenih zaposlenih, katerim je bilo dodeljeno delo na projektu.

Napredovanje: Uspešnost partnerjev, pooblaščenih revizorjev in osebja se ocenjuje letno in sicer preko ocenjevalnega procesa, ki vključuje tako zaposlene z enakimi izkušnjami, kot tudi podrejen in nadrejen. Dosežki partnerjev, pooblaščenih revizorjev in drugih zaposlenih, ki sodelujejo pri izvajanju storitev naročnikom so nagrajeni, v kolikor se le-ti izkažejo kot uspešni pri svojem delu. Svoje ocenjevanje delovne uspešnosti partnerjev in postopek nadomestil smo uskladili s pravili, ki prepovedujejo, da bi partner prejel nadomestilo ali bil ocenjen na podlagi svojega uspeha pri prodaji storitev drugih poslov dajanja zagotovil lastnim naročnikom revizije. Poleg tega spodbujamo, cenimo in nagrajujemo skupinsko delo. Zaposleni prejmejo uradno povratno informacijo o uspešnosti za vsak projekt, na katerem so delali 80 ur ali več. Vsi zaposleni so ocenjeni vsaj enkrat letno. Oceno podajo partnerji, pooblašчени revizorji in nadrejeni, s katerimi so

partners **and certified auditors** also receive continuous training, development and education, and they are an integral part of the on-the-job training of our staff. A key responsibility of partners and certified auditors is to work with staff members, coaching, reviewing, training, sharing experience and setting an example for the professionals on their teams.

The Firm has established an environment in which our people are personally responsible for their own development over the course of their careers and, to that end, we have developed broad course offerings and tools to help our people tailor a personalized training curriculum to match their roles and responsibilities with the unique aspects of the clients they serve. In addition to attendance at self-elected training, partners, certified auditors and staff are required to participate in mandatory courses which the firm considers to be fundamental to their ability to perform their jobs within the appropriate technical and ethical frameworks. The Firm also ensures compliance with professional standards on the periodic amount and type of continuing professional education required. Our learning and education programs are continually updated to ensure that they provide our people with the development, skills and experiences they need as client service professionals.

Supervision and direction: Each engagement partner is responsible, in consultation with others as necessary, for ensuring that partners, certified auditors and staff assigned to the engagement have the professional competence and experience required in the circumstances. Further, on the engagement they are responsible for determining the extent of direction, supervision and review of the work of more junior staff to whom work is delegated.

Advancement: Partner, certified auditor and staff performance is evaluated annually through a review process that includes peers, subordinates and superiors. Partners, certified auditors and client service staff are recognized and rewarded for performing as good, well-rounded accountants and auditors. Our performance evaluation and compensation processes have been aligned to address the rules prohibiting a partner from being compensated or evaluated on the basis of their success in selling non-assurance services to their own audit clients. We also encourage, recognize and reward teamwork. Staff is provided with formal performance feedback for each project where they spend 80 or more hours. All staff is formally evaluated at least annually with input from partners, certified auditors and superiors with whom they have worked on an engagement. Additionally, our audit methodology provides built-in opportunities for informal feedback and coaching throughout an engagement. Our

sodelovali na projektih. Poleg tega ima naša revizijska metodologija vgrajene možnosti za neformalno povratno informacijo in mentorstvo skozi celoten projekt. Omenjena metodologija je zasnovana na način, ki zagotavlja tako kakovostne delovne rezultate kot tudi neprekinjen poklicni razvoj našega osebja. Končni cilj ocenjevalnega procesa je letna ocena, ki kaže, kako je bil vsak posameznik delovno uspešen glede na vrednote in postavljene cilje in v primerjavi s sodelavci. Naše osebje v karieri napreduje na višji položaj le, ko pokaže pripravljenost sprejeti višji nivo odgovornosti.

- **Uspešnost projektov**

Enotna globalna revizijska metodologija: Vse družbe PwC uporabljajo enotno revizijsko metodologijo in procese za vse revizijske projekte z namenom, da bi se na ta način ohranila enotnost in skladnost revizijskega pristopa. Metodologija se zaradi spremenljivega okolja po potrebi spreminja in dopolnjuje. Vsi partnerji, **pooblašteni revizorji** in osebje so deležni nenehnega izobraževanja na temo omenjene metodologije.

Naša metodologija je prilagodljiva in dovoljuje vključevanje morebitnih dodatnih potrebnih postopkov v primerih, ko to zahtevajo lokalni predpisi.

Smernice in postopki: Našo računovodsko in revizijsko dejavnost upravljamo preko smernic in postopkov, ki se redno ažurirajo, da bi s tem bolje odražali nova poklicna dognanja na našem lokalnem področju delovanja in se soočili z nastajajočimi problemi, kot tudi potrebami in dilemami v dejavnosti. Omenjene smernice ne pokrivajo le poklicnih in regulatornih standardov, ampak odsevajo tudi smernice o načinu za njihovo uspešno uvajanje, ki jih posredujemo našim strokovnjakom. Smernice so na voljo v elektronskih datotekah in bazah podatkov in se redno posodablajo ali dopolnjujejo in so nenehno dostopne našemu osebju.

Kontrole za nadzor kakovosti posameznih projektov: Poleg standardnih postopkov uporabljamo tudi številne druge postopke za nadzor kakovosti, ki se izvajajo glede na naravo posameznega projekta. Npr. za vsakega naročnika, ki kotira na organiziranem trgu vrednostnih papirjev, in širok razpon določenih drugih visoko prepoznavnih naročnikov oz. naročnikov z višjim tveganjem, določimo partnerja za nadzor kakovosti (Quality Review Partner oz. »QRP«)/pooblaščenega revizorja, ki skupaj s projektnim partnerjem rešuje vsa pomembna vprašanja ter je odgovoren za neodvisno presojo revizijskega načrta, njegovo izvajanje, reševanje pomembnih problemov, presojo računovodskih

methodology is designed to ensure both a quality work product and the continued development of our people. All of this leads into an annual assessment of how well each of our people has performed relative to our values, the goals each has set for the year and their peers. Our staff moves up in their careers only when they are ready for the next level of responsibility.

- **Engagement Performance**

Consistent Global Audit Methodology: All PwC firms use an audit methodology and process for all audit engagements to ensure uniformity and consistency in approach. The methodology is enhanced as necessary to respond to the changing environment. All partners, **certified auditors** and staff receive on-going training in this methodology.

Our methodology is sufficiently flexible to allow the incorporation of any additional procedures which may be required by local regulations.

Comprehensive Policies and Procedures: We have comprehensive policies and procedures governing our accounting and auditing practice that are constantly updated to reflect new professional developments and our local operating environment, and to address emerging issues, as well as the needs and concerns of the practice. These policies cover not only professional and regulatory standards, but also reflect the guidance that we provide to our professionals about how best to implement them. They are available in electronic files and databases, are regularly updated or supplemented for all current developments and are accessible to our people remotely at any time.

Engagement-Specific Quality Controls: There are a number of other quality control procedures that are performed specifically with respect to a particular engagement. For example, on all of our publicly listed clients and a wide range of certain other high profile or higher risk clients, we appoint an independent quality review partner ("QRP") / certified auditor who discusses all significant issues with the engagement partner and who are responsible for independently assessing the audit plan, its execution, the resolution of significant issues, the financial statements and disclosures and the appropriateness of the Firm's report. Specific criteria are set forth in PwC's policies to ensure that the assigned QRP has the appropriate

izkazov in razkritij ter ustreznost končnega revizorjevega poročila. Zadosten nivo izkušenj in znanj na področju posamezne industrijske panoge QRP zagotavljajo posebni kriteriji v PwC-jevih politikah.

Naše smernice zahtevajo posvetovanja s tehničnimi strokovnjaki na globalni ravni in strokovnjaki s področja industrijske panoge glede določenih transakcij in okoliščin, ki zahtevajo njihovo strokovno presojo. Naša t. i. "kultura posvetovanja", ki je podrobneje opisana spodaj, pomeni da imajo naše projektne skupine poleg uradno zahtevanih tudi redna neformalna posvetovanja z omenjenimi strokovnjaki in drugimi relevantnimi osebami.

Projektne partnerji, partnerji odgovorni za zagotavljanje kakovosti in pooblaščen revizorji se pri vsakem revizijskem naročniku, ki je družba v javnem interesu, menjajo, s čimer se upoštevajo morebitne težave s seznanjenostjo brez izgube institucionalnega znanja o naročniku.

Globalna revizijska metodologija PwC je osnovana na načelu, da delo vsakega člana projektne skupine pregleda drug član z vsaj enakimi izkušnjami, da se na ta način zagotovi, da je bilo delo opravljeno po načrtu in odgovorno ter z ustreznimi zaključki.

Računovodski in revizijski pripomočki:

Posvetovanje je ključni del kontrole kakovosti v naši družbi. Naša računovodsko-tehnična skupina je sestavljena iz partnerja(ev) in drugih zaposlenih, ki so strokovnjaki na področjih računovodstva in revizije. V kolikor se partner na projektu ne strinja s prejetim nasvetom, obstaja formalni proces za nadaljevanje pogovora znotraj regijskega vodstva, dokler zadeva ni zadovoljivo razrešena z upoštevanjem pogleda takšnega tehničnega strokovnjaka.

Zaradi širše vpeljave Mednarodnih standardov računovodskega poročanja ("MSRP"), sprejetih v EU, smo vzpostavili sistem, ki zagotavlja, da naše revizijske skupine revidirajo računovodske izkaze strank na način, ki je dosleden in skladen z namenom standardov.

Ključni element sistema predstavlja pregled, ki ga opravi neodvisna regionalna skupina za storitve računovodskega svetovanja, ki je geografsko razporejena po vseh regiji CEE/CIS. Skupina za storitve računovodskega svetovanja pretehta, ali bo opravila pregled MSRP izkazov določene stranke, pri čemer upošteva zahtevnost in tveganje, prisotno v posameznem industrijskem sektorju, velikost stranke

level of experience and industry expertise to perform that role.

Our policies require consultations with firm-wide technical experts and industry specialists for specified transactions and circumstances that may involve the application of significant judgment. Our "consultative culture", which is discussed further below, means that our engagement teams regularly have consultations with such experts and others beyond those that are formally required.

Engagement partners, QRP's and certified auditors on each public interest entity audit client are rotated to address any potential familiarity issues without sacrificing institutional knowledge about the client.

Furthermore, PwC Global Audit Methodology is built on the principle that work performed by each member of the engagement team is reviewed by another member of the team, of at least equal competence to consider whether the work has been performed as intended, competently, and to ensure that the correct conclusions have been drawn.

Accounting and Auditing Resources:

Consultation is a key element of quality control in our Firm. Our Accounting Technical group is staffed by partner(s) and staff who are experts in accounting and auditing. If an engagement partner disagrees with the advice provided by our technical experts, we have a formal process for continuing the discussion within our chain-of-command until the matter is resolved with due regard for the view of such technical experts.

With the wider introduction of International Financial Reporting Standards as adopted by the EU (IFRS) we have set up a system to ensure that our clients' financial statements are evaluated by our audit teams in a way that is consistent and in accordance with the full intent of the Standards.

The key element of the system is the review work carried out independently by our regional Accounting Consulting Services team ("ACS") which is geographically located throughout CEE/CIS. Depending on the complexity and risk associated with particular industry sectors, client size and listed/non-listed status, ACS will carry out a review of clients' IFRS statements. The financial statements of listed

in (ne)jvrščenost stranke na trg vrednostnih papirjev. Na primer, računovodske izkaze strank, ki nudijo finančne storitve in kotirajo na borzi, bo redno pregledovala strokovna skupina, končni pregled pa bo opravil eden izmed naših partnerjev skupine za storitve računovodskega svetovanja. Vsi računovodski izkazi po MSRP, ki se uporabljajo pri transakcijah kapitalskega trga, bi bili prav tako predmet obveznega pregleda. Drugi računovodski izkazi, pripravljene v skladu z MSRP, se pregledujejo po načelu rotacije/na podlagi vzorca. V času pregleda mora revizijska skupina utemeljiti računovodske obravnave in razkritja v računovodskih izkazih v skladu z MSRP ter se z naročnikom in njegovimi organi upravljanja pogovoriti o primerih, kjer skupina za storitve računovodskega svetovanja oceni, da obravnave in razkritja niso v skladu s standardi. Poleg tega se morajo revizijske skupine formalno posvetovati s svetovalcem in s partnerjem skupine za storitve računovodskega svetovanja o številnih opredeljenih računovodskih zadevah, ki so ocenjene kot višje tveganje za neustrezno uporabo s strani naročnikov.

Funkcija za obvladovanje tveganj in kontrolo kakovosti (R&Q): Obvladovanje tveganj, svetovanje in notranje smernice so v mreži organizirane centralno, obsegajo tako zaposlene za polni delovni čas kot zaposlene za polovični delovni čas, za kar je zadolžena R&Q. R&Q pokriva naslednja ključna področja: obvladovanje tveganj, neodvisnost, storitve računovodskega svetovanja, regulativne, revizijske storitve, učenje in razvoj, etika in poslovno ravnanje, spremljanje kakovosti. Vsako funkcijo vodi partner, kateremu pomaga še drugo izkušeno osebje. Po potrebi z omenjenimi partnerji sodelujejo tudi drugi R&Q partnerji iz drugih večjih družb PwC.

Funkcija upravljanja s tveganji uporablja, in spodbuja uporabo globalnih PwC politik, smernic in postopkov upravljanja s tveganji, ki so odobreni znotraj globalne PwC mreže ter izboljšani in prilagojeni lokalnim potrebam.

Ključna odgovornost partnerjev, ki so zadolženi za obvladovanje tveganj, je predstavljati vezni člen v procesu sprejemanja in ohranjanja naročnikov in nositi odgovornost za oceno tveganja na kvalitativni in kvantitativni osnovi. Poleg tega morajo R&Q partnerji izvrševati povezovalno vlogo v posameznih revizijskih skupinah in, kjer je potrebno, biti tudi na voljo za posvetovanja glede odprtih vprašanj in ocen, kot so npr. ocene o časovni neomejenosti poslovanja.

Razvili smo uradne protokole, ki določajo v kakšnih okoliščinah se morajo revizijske ekipe posvetovati s funkcijo R&Q.

financial services clients for example will be regularly reviewed by a specialist team with a final review being carried out by one of our ACS partners. All IFRS financial statements that are used in capital market transactions would also be subject to a mandatory review. Other IFRS accounts are reviewed on a rotational / sample basis. During the review the audit team will be required to explain the justifications for the IFRS treatments and disclosures in the financial statement and discuss with the client and its governing bodies instances where treatments and disclosures are assessed by the ACS team as being non-compliant with the standards. In addition, audit teams are required to formally consult with an ACS consultant and ACS partner on a number of defined accounting matters that are assessed as higher risk for misapplication by clients.

Risk and Quality Function: Our Firm's risk management, consulting and policy resources are a central function, comprising both full and part time personnel, internally referred to as Risk and Quality ("R&Q"). The R&Q includes the following key functions: Risk Management, Independence, Accounting Consulting Services, Regulatory, Audit Services, Learning and Development, Ethics and Business Conduct, Quality Monitoring. Each function is led by a partner assisted by other experienced personnel. These partners are also assisted by other partners from other larger PwC practices when the need arises.

The Risk management function uses, promotes and applies the global PwC risk management policies, guidance and procedures approved within PwC global network, which are enhanced and tailored to local needs.

A key responsibility of the risk management partners is to be an integral part of the client acceptance and retention process, responsible for assessing risk on both a qualitative and quantitative basis. In addition, risk management partners are required to be integrally involved with engagement teams, where necessary, for consultations on issues and judgments, such as going concern considerations.

We have developed formal protocols setting out the circumstances under which engagement teams must consult with the R&Q function.

Ta skupina neodvisnih in izkušenih partnerjev se osredotoča na kakovost storitev in narekuje spremembe v smernicah in postopkih, če in kjer je to potrebno.

- **Nadzor**

Mreža je razvila formalni program za nadzor kakovosti pred in po izdaji revizorjevega poročila, ki deluje kot del globalnega PwC programa. Ta celovit program obsega preglede skladnosti posla in preglede zagotavljanja kakovosti, kakor tudi oceno kakovosti revizije, ki obsega pregled pred izdajo revizorjevega poročila (ang. hot review) in pregled po izdaji revizorjevega poročila (ang. cold review). Program vključuje nadzor opravljenega dela partnerja in drugih članov osebja, ki niso partnerji, vendar so pooblaščenim podpisniki, in vse aspekte našega sistema za nadzor kakovosti z namenom zagotoviti ustrezno delovanje kontrol kakovosti in podati primerno zagotovilo, da naše delo ustreza vsem relevantnim poklicnim standardom in usmeritvam ter postopkom naše mreže. Program vodi in nadzoruje R&Q.

Strokovni pregled izvedbe projektov izvajajo izkušeni partnerji, direktorji in višji vodje projektov z ustreznimi izkušnjami v določenem industrijskem sektorju, ki bodisi niso povezani z lokalno družbo, ki izvaja revizijo, bodisi v njej neposredno niso vključeni. Člani posamezne skupine za pregled so deležni potrebnega usposabljanja in usmeritev za opravljanje svoje funkcije. Vsakega partnerja je potrebno pregledati vsaj enkrat v petih letih in dvakrat v šestih letih v primeru naročnikov visokega profila. Pogostejši pregledi se izvajajo, če obstaja možnost povečanega tveganja.

Naš postopek pregleda vključuje tudi periodično preverjanje učinkovitosti našega sistema zagotavljanja kakovosti v vseh funkcionalnih področjih MSOK 1. Znotraj družbe poteka letno testiranje skladnosti s politikami in postopki družbe posameznih področij MSOK1, ki pokriva regionalne in teritorialne (rotacijski princip) kontrole ter postopke spremljanja.

Nadzor kakovosti je vezni člen našega programa nenehnih izboljšav. V naši mreži nenehno ocenjujemo donos omenjenih formalnih programov in različnih neformalnih virov v neprestanem prizadevanju izboljšati naše smernice, postopke in stalnost kakovosti našega dela. Rezultati pregleda kakovosti so partnerjem, pooblaščenim revizorjem in ostalim zaposlenim sporočeni z glasilom in prek spletnega oddajanja (ang. webcast). Vsako neupoštevanje zastavljenih standardov se obravnava zelo resno – odgovorni partner dobi navodila za izboljšanje uspešnosti, njegovo delo pa se ponovno pregleda v naslednjem letu. Slabo tehnično vodenje, obvladovanje tveganj, zagotavljanje neodvisnosti ali etično ravnanje ima

This group of independent and experienced partners is focused on quality, prompting changes to policy and procedures when and as appropriate.

- **Monitoring**

We have a formal pre- and post-issuance quality-monitoring program, which is run as part of a PwC global program. This comprehensive programme consists of Engagement Compliance Reviews (“ECR’s”) and Quality Management Reviews (“QMR’s”) and also Audit Quality Assessment (“AQA”) comprising hot and cold reviews. The program includes inspection of a partner’s and other non-partner’s, who have delegated signing rights, work and all aspects of our quality control system to ensure that our quality controls are functioning properly and to provide reasonable assurance that we comply with all applicable professional standards and our own Firm policies and procedures. This program is managed and supervised by R&Q.

Engagement reviews are conducted by experienced partners, directors and senior managers with appropriate industry experience who are not connected either with the office that performs the audit or the audit itself. Members of each review team receive the necessary training and guidance to perform their role. Each partner must be reviewed at least once in five years and twice in six years for higher profile clients. More timely reviews are performed when there is a possibility of increased risk.

Our inspection process also involves periodic testing of the effectiveness of our quality management system in all ISQC 1 functional areas. Annual testing of compliance of the Firm’s policies and procedures in each of the component areas of ISQC1, covering the regional and territory (on rotation basis) controls and monitoring procedures is in place.

Quality monitoring is an integral part of our continuous improvement program. We constantly evaluate inputs from formal programs such as this and a variety of informal sources in an on-going effort to improve our policies, procedures and the consistency of the quality of our work. The findings resulting from quality reviews are communicated to partners, certified auditors and staff via newsletters and webcasts. Every instance of failure to meet performance standards is treated seriously - the partner responsible is counselled to improve performance and the work of the partner is reviewed in the following year. Poor technical, risk management, independence or ethical performance would result in a negative adjustment to the partner's

za posledico negativen vpliv na partnerjevo plačilo. V določenih primerih je partnerju odvzeta pravica podpisovanja revizorjevih poročil v imenu družbe, v primerih hujših kršitev pa je lahko zahtevan tudi njegov odstop. Na podlagi rezultatov pregleda kakovosti je potrebno pripraviti načrt za izboljšanje kakovosti.

- **Izjava posloводства o učinkovitosti delovanja sistema notranjega nadzora kakovosti**

Uprava družbe PricewaterhouseCoopers d.o.o. verjame, da je opisano okolje za nadzor kakovosti v skladu z vsemi relevantnimi predpisi in predstavlja primerno osnovo za prepričanje, da revizije, ki jih izvaja PricewaterhouseCoopers d.o.o., dosledno ustrezajo zahtevanim standardom kakovosti.

Zadnji pregled zagotavljanja kakovosti v skladu z 29. členom 43. Direktive EU o revidiranju

Slovenski zakon, v okviru katerega je bila vpeljana Direktiva EU o revidiranju, je stopil v veljavo 15. julija 2008. Zadnji pregled zagotavljanja kakovosti sta izvedla Agencija za javni nadzor nad revidiranjem in Slovenski inštitut za revizijo leta 2014.

Postopki neodvisnosti družbe PricewaterhouseCoopers d.o.o.

Neodvisnost, poštenost in objektivnost

Regijski vodja neodvisnosti ob podpori lokalnih partnerjev, odgovornih za neodvisnost, nadzoruje stroge regulativne, strokovne zahteve in PwC zahteve po neodvisnosti, ki se nanašajo na finančne naložbe, storitve ter poslovne odnose z naročniki storitev drugih poslov dajanja zagotovil (naročniki revizije in naročniki poslov dajanja zagotovil, razen revizije). V ta namen je podjetje vpeljalo program za preverjanje neodvisnosti, sistem nadzora in kontrole z naslednjimi ključnimi elementi:

1. Smernice in postopki neodvisnosti v pisni obliki
2. Avtomatiziran sistem sledenja finančnih interesov in globalni seznam prepovedanih družb
3. Redna izobraževanja o neodvisnosti
4. Proces samo-ocenjevanja/potrditve, ki ga vsi partnerji in zaposleni opravljajo na letni osnovi
5. Notranji nadzor našega sistema neodvisnosti in veljavnih kontrol, vključno z letnim preverjanjem neodvisnosti partnerjev in direktorjev
6. Odgovornost za neodvisnost ter naš sistem in kontrole sloni na višjih vodjeh projektov
7. Ustrezen glas z vrha in kultura na področju

compensation; in some cases the partner is no longer permitted to sign audit opinions in the Firms' name and in serious cases the partner is requested to leave the Firm. Quality Improvement Plans need to be prepared based on results of any of the quality reviews.

- **Management's Statement on the effectiveness of internal quality control system functioning**

The Management Board of PricewaterhouseCoopers d.o.o. believes that the quality control environment described above is in compliance with all applicable regulations and that it provides a reasonable basis for believing that statutory audits carried out by PricewaterhouseCoopers d.o.o. consistently meet the required quality standards.

Last Quality Assurance Review in Compliance with Article 29 of the EU 43rd Audit Directive

The Slovene law which implemented the EU Audit Directive was enacted on 15 July 2008. The last Quality Assurance Review was conducted by the Agency for Public Oversight over Auditing and the Slovenian Institute of Auditors in 2014.

Independence Processes at

PricewaterhouseCoopers d.o.o.

Independence, Integrity and Objectivity

The Regional Independence Leader with the support of the country Partners Responsible for Independence monitor compliance with strict regulatory, professional, and PwC independence requirements related to financial interests in, services to and business relationships with assurance clients (audit and non-audit assurance clients). The Firm has implemented an independence compliance program, monitoring system and controls with the following key elements:

1. Written independence policies and procedures
2. An automated financial interest tracking system and global restricted entity list
3. Ongoing independence training
4. Self-assessment/confirmation process that is done by all partners and staff on an annual basis
5. Internal monitoring of our system of independence and the related controls including annual testing of partner and director independence
6. Responsibility for independence and our system and controls vested in senior management
7. An appropriate "tone at the top" and culture relating to independence

- neodvisnosti
8. Takojšnje poročanje o pogajanjih za zaposlitev pri naročniku
 9. Poročanje osebja o opaženih in dejanskih kršitvah neodvisnosti
 10. Disciplinske smernice in postopki
 11. Nadzor nad skupnimi poslovnimi odnosi, nerevizijskimi odnosi z revizijskimi naročniki in dogovorjenimi cenami storitev.
8. Prompt reporting of personnel employment negotiations with clients
 9. Reporting by personnel of perceived and real independence violations
 10. Disciplinary policies and processes
 11. Controls over joint business relationships, non-audit relationships with audit clients and fee arrangements.

Ta program zahteva, da partnerji, pooblašeni revizorji in ostali zaposleni preverjajo in dokumentirajo morebitne težave v zvezi z neodvisnostjo družbe bodisi v povezavi s sprejemom novega naročnika ali določenega posla. Pred sprejemom nerevizijskega posla pri revizijskem naročniku je potrebno narediti poizvedbo pri ustreznem revizijskem partnerju glede dopustnosti opravljanja takšnih storitev za tega naročnika. Posel se lahko sprejme le, ko ustrezní revizijski partner potrdi, da je predlagani posel skladen z veljavnimi zahtevami po neodvisnosti.

This program requires that partners, certified auditors and staff examine and document any concerns over the firm's independence either in relation to the acceptance of a new client or a particular engagement. Before any non-assurance engagement is accepted for an audit client, an enquiry is made with the respective audit partner as to the permissibility of providing such services to that client. The assignment can only be accepted once the respective audit partner confirms that the proposed engagement is consistent with the applicable independence requirements.

Pomemben del naše kulture neodvisnosti je centralna podpora, ki je na voljo partnerjem in zaposlenim v zvezi z neodvisnostjo glede osebnih zadev, nerevizijskih storitev, dogovorov glede cene storitev ali drugih vrst odnosov.

An important aspect of our independence culture is the central support provided to partners and staff in respect of independence relating to personal matters, non-audit services, fee arrangements or other types of relationships.

V primeru, da naročnik ne bi želel sprejeti jasnih računovodskih navodil, izsledkov revizije glede pomembnih zadev ali se obnaša neetično, mreža podpre vodjo projekta pri sprejemu poročevalske odločitve, pa čeprav to lahko povzroči umik ali nesprejem posla.

Should a client not accept clear accounting guidance, audit results on material issues or behave in an unethical manner, the firm will support the engagement partner in making the appropriate reporting decision even if that may result in disengaging from or not accepting an assignment.

Izjava uprave glede zagotavljanja kakovosti neodvisnosti

Uprava PricewaterhouseCoopers d.o.o. izjavlja, da so postopki za zagotavljanje neodvisnosti v skladu z veljavnimi predpisi.

Management's statement concerning independence practices

The Management Board of PricewaterhouseCoopers d.o.o. declares that the procedures for ensuring independence are consistent with applicable regulations.

Zadnji notranji pregled neodvisnosti v PricewaterhouseCoopers je bil izveden na ravni regije Srednje in Vzhodne Evrope in je potekal novembra 2015.

The last internal independence review was carried out on a region-wide basis on PricewaterhouseCoopers CEE and took place in November 2015.

Kontinuirano izobraževanje slovenskih pooblaščenih revizorjev

Uprava PricewaterhouseCoopers d.o.o. izjavlja da, kot že omenjeno v predhodnem poglavju glede kakovosti revizije, so naši pooblašeni revizorji v celoti vključeni v program kontinuiranega izobraževanja. Poleg udeležbe na internih programih izobraževanja se od naših pooblaščenih

Continuing Education of Slovenian Certified Auditors

The Management Board of PricewaterhouseCoopers d.o.o. declares that, as referred to in the section above on audit quality, our certified auditors are fully involved in the firm's continuing education programme. In addition to participation in on-going internally

revizorjev zahteva tudi sodelovanje pri obveznih letnih usposabljanjih organiziranih v Sloveniji, npr. s strani Slovenskega inštituta za revizijo, z namenom pridobiti dovolj točk za obnovitev njihove revizijske licence vsaki dve leti, v skladu s členom 48.2. Zakona o revidiranju.

designed training, our certified auditors are required to take part in the annual obligatory training organised in Slovenia by e.g. the Slovene Institute of Auditors, in order to be able to gain sufficient credits to renew their audit licences every 2 years in accordance with article 48.2. of the Auditing Act.

Finančni podatki za leto, ki se je končalo 30. junija 2016 (nerevidirani)**

	EUR
Skupni prihodki	2.457.710
Po posameznih vrstah storitev:	
Z zakonom predpisane revizije*	1.629.356
Druge storitve dajanja zagotovil	368.677
Storitve davčnega svetovanja	116.704
Druge nerevizijske storitve	342.973
Skupaj	2.457.710

* Z zakonom predpisana revizija vključuje tako slovenske, z zakonom predpisane revizije, kot revizije in preglede računovodskih podatkov, ki jih uporabljajo matične družbe izven Slovenije za potrebe njihovih zakonskih računovodskih izkazov.

Financial information for the year ended 30 June 2016 (unaudited)**

	EUR
Total Turnover	2.457.710
Of which in respect of:	
Statutory Audits*	1.629.356
Other Assurance Services	368.677
Tax Advisory services	116.704
Other non-audit services	342.973
Total	2.457.710

* Statutory Audit includes both Slovene statutory audits and audits and reviews of financial information used by parent companies outside Slovenia for their statutory financial statements.

Osnova za prejemke pooblaščenih revizorjev

Prejemki registriranih pooblaščenih revizorjev, ki so zaposleni v družbi PricewaterhouseCoopers d.o.o., obsegajo nespremenljivo plačo in možen dodaten bonus. Skupni letni prejemki temeljijo na letnem procesu preverjanja uspešnosti, ki med drugimi kriteriji upošteva poklicne veščine (tehnične veščine, obvladovanje tveganj, neodvisnost, etičnost), izkušnje in vodstvene sposobnosti.

Osnova za prejemke partnerjem

Partnerji so izplačani iz dobička družbe in so osebno odgovorni za prispevke za pokojninsko zavarovanje in druge ugodnosti, kot npr. zdravniško oskrbo. Postopek ocenjevanja in

Basis for Slovenian Certified Auditors Remuneration

The remuneration of registered certified auditors, who are employees of PricewaterhouseCoopers d.o.o., is comprised of a fixed salary part and a potential bonus. Thereby, the total annual remuneration is based on the annual performance review process, which considers amongst other factors professional skills, (technical, risk, independence and ethical), experience and management skills.

Basis for Partners Remuneration

Partners are remunerated out of the profits of the firm and are personally responsible for funding pensions and other benefits such as medical care. The partner evaluation and compensation process is

dodelitve sredstev partnerjem je v skladu z razvejitvijo neodvisnosti Kodeksa etike za računovodske strokovnjake IESBA, ki ne dopušča ocenjevanja ali nagrajevanja partnerja na podlagi prodaje nerevizijskih storitev lastnim revizijskim naročnikom. Razporeditev partnerjevih plač določi regionalna uprava v skladu z oceno partnerjevega prispevka družbi skozi leto in po zaključku letnih revizij državnih družb. Razporeditev plač, ki jo pripravi uprava, nato pregleda in odobri partnerski svet. Plača vsakega posameznega partnerja je sestavljena iz treh med seboj povezanih elementov, ki so odvisni od dobička:

Dohodek iz odgovornosti – predstavlja partnerjevo trajno podporo in odgovornosti; dohodek iz uspešnosti – predstavlja, kako uspešni so bili partner in ekipa, s katero dela, v danem letu; in dohodek iz enot lastniškega kapitala – predstavlja delež pri dobičku po razporeditvi prvih dveh elementov.

Enote lastniškega kapitala so partnerjem dodeljene na podlagi matrice, ki upošteva predvsem trenutno vlogo partnerja znotraj družbe. Dohodek iz uspešnosti je določen z oceno partnerjevih dosežkov v primerjavi z individualno oblikovanim usklajenim pregledom rezultatov ciljev na podlagi partnerjeve vloge. Ti cilji vključujejo realizacijo standardov kakovosti revizije ter absolutno skladnost z našimi predpisi na področju integritete in neodvisnosti.

IZJAVA

V dobri veri in prepričanju družba PricewaterhouseCoopers d.o.o. potrjuje, da so informacije, navedene v tem poročilu, točne in v skladu z zahtevami 40. člena Direktive 2006/43/ES Evropskega parlamenta in Sveta in Zakona o revidiranju (ZRev-2) na dan objave tega dokumenta.

30. september 2016



Paul Peplinski
Partner in član uprave

fully compliant with independence ramifications of the IESBA Code of Ethics for Professional Accountants which disallow a partner to be assessed or rewarded for selling non-assurance services to own audit clients. A partner's remuneration is allocated by the Regional Management Board after evaluating each partner's contribution to the firm during the year and following the completion of the annual audits for the national firms. The allocations made by the Management Board are reviewed and approved by the Partner Council. Each partner's remuneration comprises of three interrelated profit dependent components:

Responsibility Income, reflecting the partner's sustained contribution and responsibilities; Performance Income, reflecting how a partner and the teams he works with perform in a given year and Equity Unit income which represents a share in the profits after the allocation of the first two elements.

Equity units are allocated to partners on the basis of a matrix which primarily takes account of the partner's current role within the firm. Performance income is determined by assessing a partner's achievements against an individually tailored balanced scorecard of objectives based on the partner's role. These objectives include the realisation of the firm's audit quality standards and absolute adherence to our integrity and independence regulations.

DECLARATION

To the best knowledge and belief of PricewaterhouseCoopers d.o.o. the information contained in this report is correct and is compliant with the requirements of the European Union 43rd (Audit) Directive and the Slovene Auditing Act (ZRev-2) as at the date of publication of this document.

30 September 2016



Paul Peplinski
Country Managing Partner