
2022 Inspection Deloitte LLP

(Headquartered in London, United Kingdom of
Great Britain and Northern Ireland)

September 12, 2024

THIS IS A PUBLIC VERSION OF A PCAOB INSPECTION REPORT

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105(b)(5)(A) OF THE SARBANES-OXLEY ACT OF 2002



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2022 INSPECTION

In the 2022 inspection of Deloitte LLP, the Public Company Accounting Oversight Board (PCAOB) assessed the firm's compliance with laws, rules, and professional standards applicable to the audits of public companies. Our inspection was conducted in cooperation with the Financial Reporting Council of the United Kingdom.

We selected for review three audits of issuers with fiscal years generally ending in 2021. For each issuer audit selected, we reviewed a portion of the audit. We also evaluated elements of the firm's system of quality control.

2022 Inspection Approach

In selecting issuer audits for review, we use a risk-based method of selection. We make selections based on (1) our internal evaluation of audits we believe have a heightened risk of material misstatement, including those with challenging audit areas, and (2) other risk-based characteristics, including issuer and firm considerations. In certain situations, we may select all of the firm's issuer audits for review.

When we review an audit, we do not review every aspect of the audit. Rather, we generally focus our attention on audit areas we believe to be of greater complexity, areas of greater significance or with a heightened risk of material misstatement to the issuer's financial statements, and areas of recurring deficiencies. We may also select some audit areas for review in a manner designed to incorporate unpredictability.

Our selection of audits for review does not necessarily constitute a representative sample of the firm's total population of issuer audits. Additionally, our inspection findings are specific to the particular portions of the issuer audits reviewed. They are not an assessment of all of the firm's audit work or of all of the audit procedures performed for the audits reviewed.

View the details on the [scope of our inspections and our inspections procedures](#).

OVERVIEW OF THE 2022 INSPECTION AND HISTORICAL DATA BY INSPECTION YEAR

The following information provides an overview of our 2022 inspection as well as data from the previous inspection. We use a risk-based method to select audits for review and to identify areas on which we focus our review. Because our inspection process evolves over time, it can, and often does, focus on a different mix of audits and audit areas from inspection to inspection and firm to firm. Further, a firm's business, the applicable auditing standards, or other factors can change from the time of one inspection to the next. As a result of these variations, we caution that our inspection results are not necessarily comparable over time or among firms.

Firm Data and Audits Selected for Review

	2022	2019
Firm data		
Total issuer audit clients in which the firm was the principal auditor	11	13
Total issuer audits in which the firm was not the principal auditor	82	94
Total engagement partners on issuer audit work¹	62	65
Audits reviewed		
Total audits reviewed²	3	3
Audits in which the firm was the principal auditor	0	2
Audits in which the firm was not the principal auditor	3	1
Integrated audits of financial statements and internal control over financial reporting (ICFR)	3	3
Audits with Part I.A deficiencies	0	1
Percentage of audits with Part I.A deficiencies	0%	33%

¹ The number of engagement partners on issuer audit work represents the total number of firm personnel (not necessarily limited to personnel with an ownership interest) who had primary responsibility for an issuer audit (as defined in AS 1201, *Supervision of the Audit Engagement*) or for the firm's role in an issuer audit during the twelve-month period preceding the outset of the inspection.

² The population from which audits are selected for review includes both audits for which the firm was the principal auditor and those where the firm was not the principal auditor but played a role in the audit.

Audit Areas Most Frequently Reviewed

This table reflects the audit areas we have selected most frequently for review in the 2022 inspection and the previous inspection. For the issuer audits selected for review, we selected these areas because they were generally significant to the issuer's financial statements, may have included complex issues for auditors, and/or involved complex judgments in (1) estimating and auditing the reported value of related accounts and disclosures and (2) implementing and auditing the related controls.

2022		2019	
Audit area	Audits reviewed	Audit area	Audits reviewed
Revenue and related accounts	3	Revenue and related accounts	3
Inventory	1	Business combinations	1
Long-lived assets	1	Long-lived assets	1
Cash and cash equivalents	1	Investment securities	1
Other assets	1		

PART I: INSPECTION OBSERVATIONS

Part I.A of our report discusses deficiencies, if any, that were of such significance that we believe the firm, (1) at the time it issued its audit report(s), had not obtained sufficient appropriate audit evidence to support its opinion(s) on the issuer's financial statements and/or ICFR or (2) in audit(s) in which it was not the principal auditor, had not obtained sufficient appropriate audit evidence to fulfill the objectives of its role in the audit.

Part I.B discusses certain deficiencies, if any, that relate to instances of non-compliance with PCAOB standards or rules other than those where the firm had not obtained sufficient appropriate audit evidence to support its opinion(s) or fulfill the objectives of its role in the audit(s). This section does not discuss instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence.

Part I.C discusses instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules, if any, related to maintaining independence.

Consistent with the Sarbanes-Oxley Act ("Act"), it is the Board's assessment that nothing in Part I of this report deals with a criticism of, or potential defect in, the firm's quality control system. We discuss any such criticisms or potential defects in Part II. Further, you should not infer from any Part I deficiency, or combination of deficiencies, that we identified a quality control finding in Part II. Section 104(g)(2) of the Act restricts us from publicly disclosing Part II deficiencies unless the firm does not address the criticisms or potential defects to the Board's satisfaction no later than 12 months after the issuance of this report.

PART I.A: AUDITS WITH UNSUPPORTED OPINIONS

In the 2022 inspection, we did not identify any deficiencies that were of such significance that we believe the firm, in audit(s) in which it was not the principal auditor, had not obtained sufficient appropriate audit evidence to fulfill the objectives of its role in the audit.

PART I.B: OTHER INSTANCES OF NON-COMPLIANCE WITH PCAOB STANDARDS OR RULES

In the 2022 inspection, we did not identify any deficiencies related to other instances of non-compliance with PCAOB standards or rules.

PART I.C: INDEPENDENCE

This section of our report discusses instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence. An instance of potential non-compliance with SEC rules or an instance of non-compliance with PCAOB rules does not necessarily mean that the Board has concluded the firm was not objective and impartial throughout the audit and professional engagement period. Although this section includes instances of potential non-compliance that the firm brought to our attention, there may be other instances of non-compliance with SEC or

PCAOB rules related to independence that were not identified through our procedures or the firm's monitoring activities.

PCAOB-Identified

We did not identify any instances of potential non-compliance with SEC rules or instances of non-compliance with PCAOB rules related to maintaining independence.

Firm-Identified

During the inspection, the firm brought to our attention that it had identified, through its independence monitoring activities, 25 instances across 11 issuers³ in which the firm or its personnel appeared to have impaired the firm's independence because it may not have complied with Rule 2-01(c) of Regulation S-X or PCAOB Rule 3500T related to maintaining independence. Approximately 32% of these instances of potential non-compliance involved associated firms.

While we have not evaluated the underlying reasons for the instances of potential non-compliance, the number, large or small, of firm-identified instances of potential non-compliance may be reflective of the size of the firm, including any associated firms; the design and effectiveness of the firm's independence monitoring activities; and the size and/or complexity of the issuers it audits, including the number of affiliates of those issuers. Therefore, we caution against making any comparison of these firm-identified instances of potential non-compliance across firms.

The instances of potential non-compliance related to financial relationships, non-audit services, audit committee pre-approval, and negotiating prospective employment:

- The firm reported 15 instances of potential non-compliance with Rule 2-01(c)(1) of Regulation S-X regarding financial relationships, all but three of which occurred at the firm or involved its personnel. Of these instances, 13 related to investments in audit clients and two related to other financial relationships with an audit client. Eleven of these instances related to a member of an engagement team. Of the total 13 instances related to investments in audit clients, one instance related to an investment in a broad-based fund.
- The firm reported five instances of potential non-compliance with Rule 2-01(c)(4) of Regulation S-X regarding non-audit services. Three of these instances related to services provided by associated firms that the firm determined to be prohibited, such as management functions for companies that were affiliates of issuers.
- The firm reported three instances of potential non-compliance with Rule 2-01(c)(7) of Regulation S-X regarding audit committee pre-approval. Two of these instances related to services provided by associated firms without the firm obtaining audit committee pre-approval.
- The firm reported two instances of potential non-compliance with PCAOB Rule 3500T regarding firm personnel negotiating prospective employment with an audit client. These instances

³ The firm-identified instances of potential non-compliance do not necessarily relate to the issuer audits that we selected for review.

involved a member of the engagement team engaging in substantive employment discussions with, and accepting an offer of employment from, the audit client, including in one instance for an accounting role.

The firm has reported to us that it has evaluated the instances of potential non-compliance for issuer audit clients in which the firm was the principal auditor and determined in all instances that its objectivity and impartiality were not impaired. In addition, the firm reported to us that it has communicated the remaining instances of potential non-compliance to the respective principal auditor and that the principal auditor determined in all instances that its objectivity and impartiality were not impaired.

PART II: OBSERVATIONS RELATED TO QUALITY CONTROL

Part II of our report discusses criticisms of, and potential defects in, the firm's system of quality control.

We include deficiencies in Part II if an analysis of the inspection results, including the results of the reviews of individual audits, indicates that the firm's system of quality control does not provide reasonable assurance that firm personnel will comply with applicable professional standards and requirements. Generally, the report's description of quality control criticisms is based on observations from our inspection procedures.

This report does not reflect changes or improvements to the firm's system of quality control that the firm may have made subsequent to the period covered by our inspection. The Board does consider such changes or improvements in assessing whether the firm has satisfactorily addressed the quality control criticisms or defects no later than 12 months after the issuance of this report.

When we issue our reports, we do not make public criticisms of, and potential defects in, the firm's system of quality control, to the extent any are identified. If a firm does not address to the Board's satisfaction any criticism of, or potential defect in, the firm's system of quality control within 12 months after the issuance of our report, we will make public any such deficiency.

APPENDIX A: FIRM'S RESPONSE TO THE DRAFT INSPECTION REPORT

Pursuant to Section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(a), the firm provided a written response to a draft of this report. Pursuant to Section 104(f) of the Act and PCAOB Rule 4007(b), the firm's response, excluding any portion granted confidential treatment, is attached hereto and made part of this final inspection report.

The Board does not make public any of a firm's comments that address a nonpublic portion of the report unless a firm specifically requests otherwise. In some cases, the result may be that none of a firm's response is made publicly available.

In addition, pursuant to Section 104(f) of the Act, 15 U.S.C. § 7214(f), and PCAOB Rule 4007(b), if a firm requests, and the Board grants, confidential treatment for any of the firm's comments on a draft report, the Board does not include those comments in the final report. The Board routinely grants confidential treatment, if requested, for any portion of a firm's response that addresses any point in the draft that the Board omits from, or any inaccurate statement in the draft that the Board corrects in, the final report.



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29 July 2024

Ms. Christine Gunia
Director – Division of Registration and Inspections
Public Company Accounting Oversight Board
1666 K Street NW
Washington, DC 20006

Dear Ms Gunia

Deloitte LLP – Response to Part I of Draft Report on 2022 Inspection (PUBLIC)

Deloitte LLP (“Deloitte” or the “Firm”) is pleased to submit this response to Part I of the Public Company Accounting Oversight Board’s (the PCAOB) draft report on the 2022 Inspection of the Firm (the Draft Report). We believe that the PCAOB’s inspection process serves an important role in improving audit quality and serving investors and the public interest. We are committed to our shared objective to protect investors and further the public interest in the preparation of informative, accurate, and independent audit reports.

We are pleased that Part I of the Draft Report contains no findings in the audits reviewed by the Board’s inspection team.

We acknowledge the independence matters described in Part I.C of the Draft Report and note that these matters were disclosed by the Firm during the inspection and were identified as part of our robust system of quality control. In each instance, the matter was evaluated and appropriate actions, including communication with and obtaining the concurrence of the audit committee, were taken in concluding that there was no impact to integrity, objectivity, impartiality and professional scepticism. Independence is a cornerstone of the audit profession, and we are committed to maintaining compliance with relevant rules and requirements.

Our ability to protect investors and enable the capital markets is based in large measure on our steadfast commitment to integrity and ethical behavior. As described in our Transparency

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Report ([Audit Transparency Report](#) | [Annual Review 2023](#) | [Deloitte UK](#)), quality informs every aspect of our Audit & Assurance business and is the bedrock of our strategy. Our pursuit of audit quality is at the centre of our culture of continuous improvement. In order to drive continuous improvements, we are digitising the audit, transforming the way we work, and fostering the development of our people, to fulfill our role of providing high-quality audit and assurance services to the capital markets. Our quality is underpinned by a strong system of quality control that has been even further enhanced by the implementation of International Standard on Quality Management (ISQM) 1. We are confident that our ongoing transformation, inclusive of the investments we are making in our audit and assurance processes, our people, and our technology, is resulting in significant, sustainable enhancements to our audit quality.

We also would like to recognise the efforts and cooperation of the Financial Reporting Council during the inspection process.

Yours sincerely

A handwritten signature in black ink that reads "Paul R. Stephenson".

Paul Stephenson
Managing Partner, Audit & Assurance
Deloitte LLP

