

# Audit committee report



**Adrian Ewer**  
Audit Committee Chair

## Dear Shareholder

As Audit Committee Chair, I am pleased to present the committee's report for the year ended 27 June 2020. The committee plays a critical role in the Group's governance framework, providing independent challenge and oversight across the Group's financial reporting, risk management and internal control procedures.

This report aims to give you some insight into the committee's activities during the year, how shareholder interests are protected, and how the Group's long term strategy is supported. These activities have been more important than ever as we navigate the COVID-19 crisis.

## Response to COVID-19

The onset of the COVID-19 pandemic has had, and continues to have, a significant effect on the Group and, more broadly, the transport industry. As a committee we have monitored the situation closely and have scrutinised the Group's related market updates.

The committee supported management in safeguarding liquidity and minimising the impact on earnings and net debt whilst continuing to run essential services during the crisis. The committee also supported the Board's decision to suspend the interim dividend and not to propose a final dividend. The combination of these actions has enabled the Group to maintain a strong balance sheet throughout the crisis, with all three operating divisions remaining cash generative.

Reflecting its responsibility to ensure financial reporting remains robust, and in recognition of the challenges faced in completing the audit work, the committee worked with management and the external auditor to agree the extension of the reporting timetable.

Further details on our response to the pandemic are included throughout this report and within the strategic report on pages 1 to 62.

## Health and safety

Since the onset of the COVID-19 pandemic, managements' main priority has been to safeguard the health and wellbeing of our colleagues and customers. The high health and safety standards in place across the Group meant we were well positioned to monitor health and safety-related risks, as well as to rapidly implement COVID-19-related enhancements.

To that end, and in line with government and health service guidelines, each operating company responded quickly and professionally with social distancing measures, personal protective equipment and hand washing and sanitising procedures, as well as vehicle cleaning regimes.

In addition to its ongoing monitoring of these COVID-19 specific health and safety standards, the committee assessed the findings from the operating companies' annual health and safety audit programmes, with a particular focus on the international and new business audit arrangements. These programmes include an emphasis on driving the right behaviours, while also ensuring compliance with policies, procedures and legislative requirements. A key focus area again this year was contractor safety management, where there has been an extensive review of contractor management procedures to validate supplier competence and provide corporate assurance.

## “The committee supported management in safeguarding liquidity.”

### Risk management and internal controls, going concern and long term viability

The Board has delegated responsibility to the audit committee for monitoring the Group's risk management and assurance arrangements. The committee strongly believes that an effective risk management and internal controls system is key to the long term sustainable growth of the Group.

The committee's review of the Group's risk management and internal controls system became increasingly critical in the last quarter of the financial year with the emergence of COVID-19 and the immediate, and potentially long term, human, social, economic and business impact. Alongside our usual risk assessment, an assessment of each of the Group's principal risks was also undertaken in respect of the disruptive impact of the COVID-19 outbreak.

Due to the ongoing uncertainty surrounding the impact of the pandemic, the committee considered going concern as a significant matter in this year's report, along with the reviews undertaken of tangible and intangible assets and the carrying value of goodwill, focusing on the operating companies most at risk in light of the ongoing pandemic. Full details of our going

concern review are contained on page 60 to 62. Following the review, we concluded that Go-Ahead continues to be a viable business and remains a going concern. Our viability statement can be found on page 59.

In light of the COVID-19 crisis, the committee also considered, with the Board, the Group's risk appetite and tolerance against each of its principal risks and uncertainties and our updated risk appetite statement can be found on page 53. Confirmation of the Board's robust assessment of the Group's emerging and principal risks, together with a description of the controls in place to ensure they are adequately managed and mitigated, can be found on pages 50 to 58. These are kept under regular review by management and the committee to ensure that prevailing and emerging risks are appropriately identified and prioritised and kept within the Group's risk appetite.

During the year, the committee also recommended that the Board undertake a number of in-depth risk reviews during the financial year, which included safety, IT, resilience, cyber security, and climate change. The Board has also already undertaken an initial risk review of the lessons learned from COVID-19.

#### Impact of IFRS 16

Building on our prior year assessment, the committee continued to monitor the Group's implementation of the new accounting standard IFRS 16 Leases which was adopted, for the first time, for the financial year ended 27 June 2020. The Group has applied IFRS 16 using the modified retrospective approach on a lease-by-lease basis. Therefore, right of use assets have been recognised on the balance sheet with a corresponding lease liability as at 30 June 2019. In the income statement, the operating lease expense has been replaced by a combination of depreciation and interest.

Following the adoption of IFRS 16 on 30 June 2019, we recognised £782.7m right of use assets and £781.1m of lease liabilities. As reported in the Group's half year financial results, the adoption of IFRS 16 has impacted our rail division results more significantly than our regional and London & International bus divisions. Since entering into the Direct Award Franchise Agreement on 1 April 2020, Southeastern, where the franchise term now exceeds 12 months, has also been required to review all leases and implement IFRS 16.

For further details on the impact of IFRS 16 to the Group's results, please see note 2 and note 13 of the Group's financial statements.

#### Other critical rail judgements

In addition to the judgements mentioned above, the committee spent considerable time discussing those critical judgements associated with the rail division. This included our German rail operations, the financial performance of which has been adversely impacted by availability and reliability of new trains and driver shortages. Particular focus was given to the internal auditor's financial controls health check and the Group Corporate Services Director's safety visit to Stuttgart and Essingen depot. In the second half of the year, the committee was updated on improvements to operational performance and service availability. As a committee we will continue to monitor the situation closely, including the progress of legal claims against the rolling stock provider. Further details on the Group's critical accounting judgements in relation to German rail are disclosed on pages 142 to 143.

In addition to the committee's ongoing scrutiny of our rail contracts, the carrying value of mobilisation costs in relation to the Group's international contracts remained a critical judgement for the committee, with the costs associated with contract mobilisation in Germany, Ireland and Norway discussed at length with management and the Group's external auditor. While the mobilisation costs are expected to be recovered in Ireland and Norway, the £16.4m of mobilisation assets in Germany have been impaired in the 2020 financial statements. The committee will continue to scrutinise these costs and ensure that the financial disclosures are appropriate and transparent.

The committee also undertook an assessment of the GTR franchise and the Group's rail contracts in Germany to ensure the accounting was appropriate. This assessment included a detailed review of future forecast and operational plans, with the assumptions underpinning future revenue projections challenged as appropriate. The committee will keep this position under review during the year ahead.

#### Fair, balanced and understandable

As requested by the Board, the committee has reviewed the content of this Annual Report and Accounts and advised that, taken as a whole, it is fair, balanced and understandable and provides the information necessary for shareholders to assess the Group's position, performance, business model and strategy. A more detailed analysis of the committee's review can be found within this audit committee report on page 87.

#### Looking ahead

Over the year ahead the committee will continue to provide independent challenge and oversight of the Group's financial reporting. This will include detailed scrutiny of the assumptions behind forecasts that influence tangible and intangible assets, the carrying value of goodwill, mobilisation costs and the going concern assessment. We will also review the processes in place for managing international bids, which will include progress against the mobilisation of the Group's German rail contracts. Further details on the Group's critical accounting judgements in relation to German rail are disclosed on page 143.



**Adrian Ewer**  
Audit Committee Chair

23 September 2020

## Accountability and transparency continued

### Audit committee

#### Membership

- During the year, the audit committee comprised the Committee Chairman (Adrian Ewer) and two independent non-executive directors (Harry Holt and Leanne Wood)
- The Audit Committee Chair has recent and relevant financial experience
- Detailed information on the experience, skills and qualifications of all committee members can be found on pages 66 and 67. The Board has confirmed it is satisfied that the committee members have the appropriate range of financial, commercial and sectoral expertise

#### Meetings

- Meetings of the committee generally take place immediately prior to a Board meeting to maximise the effectiveness of Board meetings. Attendance by members at committee meetings can be seen on page 74. There were five scheduled meetings during the year
- The Chairman, Group Chief Executive, Group Chief Financial Officer, Non-Independent Non-Executive Director, Group Financial Controller and internal and external auditors are regularly invited to attend meetings
- The Audit Committee Chair holds pre-audit committee meetings with management and key advisors between scheduled committee meetings and, at least once a year, the committee members hold separate meetings with the external and internal auditors, without the executive directors being present

#### Key responsibilities and terms of reference

- Monitoring the integrity of the Group's financial statements and reviewing significant financial reporting judgements
- Reviewing the system of risk management and internal controls
- Health and safety standards and auditing
- Reviewing the effectiveness of the audit process and the independence and objectivity of the external auditor
- Developing and implementing policy on engaging the external auditor to supply non-audit services
- Reviewing the external auditor's remuneration, terms of engagement and reappointment
- Setting and monitoring the internal audit plan and internal auditor effectiveness
- Committee effectiveness, including terms of reference

The committee's terms of reference are reviewed annually and approved by the Board. During the year, the terms of reference were updated in accordance with best practice and a copy is available on our website or upon request from the Group Company Secretary.

#### Key focus areas during the year

- Integrity of financial reporting
- Impact of COVID-19
- Impact of IFRS 16
- Mobilisation costs in international businesses
- Carrying value of goodwill and tangible and intangible assets
- Onerous rail contract assessments
- Risk management and internal controls
- Going concern and long term viability assessment
- Health and safety standards and auditing
- IT-related risks including resilience and cyber security

#### Effectiveness

- The internal review of the committee's effectiveness last year concluded that the committee was fully effective in discharging its duties and responsibilities. The review this year is being carried out by Independent Audit Limited as part of the external effectiveness review outlined on pages 76 and 77, the findings from which will be disclosed in next year's Annual Report

#### Future focus

- Monitor the integrity of the Group's financial reporting
- Review the effectiveness of the Group's risk management and internal control procedures
- Review internal audit arrangements
- Health and safety standards and auditing
- Review of the assumptions behind forecasts that influence the carrying value of goodwill and tangible and intangible assets, mobilisation costs and the going concern assessment
- Review the processes for monitoring the mobilisation of German rail franchises
- Monitor the ongoing liquidated and consequential damage claims against the rolling stock provider for German rail franchises
- Continued scrutiny of the key estimates and judgements underpinning the provisions in rail
- Review the process for managing international bids

#### Allocation of time



## Risk management and internal controls

A summary of the key features of the Group's risk management and internal controls system is set out below:

### Group structure

The Group's devolved organisational structure supports an effective top down/bottom up approach to risk management and control

### Leadership

Clear leadership from the Board with the executive directors playing an integral role in working with operating companies

### Board reporting

Regular review of reports received from the Group's internal auditor, external auditor, executive directors and senior management

### Health and safety reporting

Regular review of health and safety reports and audits, including best practice and standards across operating companies (both UK and international)

### Financial reporting

A comprehensive Group-wide system of financial reporting, budgeting and cash forecasting and control through which the consolidated financial accounts are prepared and submitted to the Board and from which the consolidated financial reporting is derived

### Compliance management

Annual certification by each operating company that it has adhered to the Group's Policies and Procedures Manual, which reinforces the Group's corporate governance, internal control processes and management of risk

## Assessment of the Group's risk management and internal controls system

The Board has confirmed that, through the committee's review of the key financial and internal control matters for 2020 as detailed on pages 86 and 87, it has reviewed the effectiveness of the system of internal, financial, operational and compliance controls and risk management and considers that such systems operated effectively throughout the financial year and up to the date on which the financial statements were signed.

### Internal audit

The Group's internal audit function has been outsourced to PricewaterhouseCoopers LLP's (PwC), with overall responsibility and direction being retained by the audit committee. PwC provides assurance over the effectiveness of key internal controls as identified as part of the risk assessment process. In addition to meetings with local management, PwC reports to the committee at least four times a year.

In accordance with the previously agreed internal audit plan for the year ended 27 June 2020, the committee reviewed reports from our rolling programme of financial control reviews. These included findings from the internal audit reviews undertaken, the actions to implement the recommendations and the status of progress against previously agreed actions. This year, an in-depth financial control health check was also undertaken for several of the Group's international contracts. Reviews are scheduled where there has been significant change in operational or financial teams which allows prompt identification of those areas where internal control risk is expected to increase. This in turn enables a focus on monitoring and swift resolution.

During the year, the committee also approved the internal audit plan for the year ending 3 July 2021. The detail of the plan was developed through a number of discussions with the committee, the Group Chief Financial Officer and the Group Financial Controller. Meetings were also held with operating company finance and business assurance teams to understand key focus areas before finalising the plan with the committee.

The committee keeps under review the internal audit relationship with PwC and maintains the procedures necessary to ensure appropriate independence of the internal audit function.

### Internal audit function effectiveness

Internal audit effectiveness is continually monitored and is formally reviewed annually by the Audit Committee Chair, Group Chief Financial Officer and Group Financial Controller, with feedback reviewed by the wider committee. An annual meeting between the committee and the internal auditor is also held, without management present.

Following the formal review this year, the committee concluded that the internal audit function was operating effectively and provided assurance over the Group's risk and controls environment. There were no significant concerns raised. The necessary procedures were also in place to ensure the appropriate independence of the internal audit function.

## Accountability and transparency continued

### Key financial and internal control matters

During the year, the committee considered the following key financial and internal control matters in relation to the Group's financial statements and disclosures, with input from management and the external auditor:

Key financial and internal control matters for 2020	How the committee addressed these key financial and internal control matters
<p>Compliance with franchise terms and conditions relating to the rail components of the Group, specifically relating to the accounting for related income and costs arising from franchise agreements.</p> <p>→ See page 142 for more information</p>	<p>The committee regularly reviews the accounting policies relating to income and costs arising from franchise agreements and considers a range of reasonably probable outcomes. At interim and year end reviews, a full schedule of material income statement and balance sheet figures is assessed against the committee's expectations and discussed with the Group Chief Executive, the Group Chief Financial Officer and, where appropriate, the external auditor.</p> <p>The committee also considered the accounting for Rail as a consequence of the Emergency Measures Agreements and agreed with the treatment that was applied including the assessment and recognition of performance rates bonuses.</p>
<p>Ongoing review of provisions for liabilities, specifically relating to third party claims, lease return and dilapidation provisions for rolling stock, stations, depots and other properties and measurement of uninsured liabilities.</p> <p>→ See note 24 of the consolidated financial statements</p>	<p>At interim and year end, the levels of provision for third party claims, lease return and dilapidation provisions are reviewed with the Group Chief Executive and the Group Chief Financial Officer. Management's review is supported by reports from appropriate third-party experts who independently assess the required provision based on their industry knowledge and an understanding of the Group's specific circumstances. Increases in provisions, utilisation and release of provisions are all reviewed for reasonableness in light of these reports and the Group's specific circumstances.</p>
<p>Impairment testing in respect of the value of goodwill and tangible and intangible assets on the Group's investments.</p> <p>→ See note 14 of the consolidated financial statements</p>	<p>The ongoing review of goodwill, tangible and intangible assets and carrying value of investments, as presented by management, is challenged by the committee. This is done by assessing the expected performance of the individual cash generating units and ensuring that relevant risk factors are imputed to the rate of return used to assess net present value of future cashflows. The committee also reviews historical performance against expectations set in previous years.</p>
<p>Assessment of the Group's German rail contracts and carrying value of associated assets.</p> <p>→ See note 7 of the consolidated financial statements</p>	<p>The German business commenced the operation of its rail services during the year and its operational losses were significantly higher than initially expected. This performance was deemed to be an internal impairment indicator and in line with IAS36, a full review of the forecast and operational plans was performed including the assessment of the carrying value of the assets. The committee considered and challenged the inputs of these models and cash flow forecasts as presented by management.</p>
<p>Assessment of the available resources to support the going concern assumption and the long-term viability statements.</p> <p>→ See page 59 to 62 for more information</p>	<p>The committee reviewed and challenged management's forecasts and the impact of various possible downside scenarios including reverse stress assumptions. These took account of the potential ongoing impact of COVID-19 on passenger volumes, the availability and duration government funding measures and the mitigating actions that the group may undertake.</p> <p>Following the review, which the committee carried out at its meeting in September 2020, the committee recommended to the Board the adoption of both the going concern and viability statements for inclusion in this report.</p>
<p>Assumptions underpinning the calculation of the Group's defined benefit pension liabilities.</p> <p>→ See note 28 of the consolidated financial statements</p>	<p>Pension scheme liabilities are assessed on behalf of the Group by independent actuaries. Additionally, management reviews and challenges the underlying assumptions with other professional advisors to ensure that the actuaries' own assumptions are appropriate for the Group. The committee also discusses the appropriateness of the assumptions with the Group's external auditor.</p>
<p>Understanding and treatment of exceptional items in the year end accounts.</p> <p>→ See note 7 of the consolidated financial statements</p>	<p>The committee has considered separate disclosure of exceptional costs in light of the FRC recommendations of a balanced and consistent approach. The committee is mindful of the need to understand the underlying trends of each division within the business with the impact of large and unusual items separated out as necessary to avoid distortions from such non-recurring aspects.</p>

Key financial and internal control matters for 2020	How the committee addressed these key financial and internal control matters
<p>Implementation of IFRS 16 which applied for the first time during the year ended 27 June 2020.</p> <p>→ See <b>note 2</b> of the consolidated financial statements</p>	<p>IFRS 16 establishes principles for the recognition, measurement, presentation and disclosure of leases. A full assessment has been carried out and concluded that IFRS 16 does have a material impact on the Group's balance sheet.</p>
<p>Ensuring operating company compliance with Group policies and procedures and maintaining the required financial control environment.</p>	<p>The committee, together with the Group Chief Executive and the Group Chief Financial Officer, approves the scope of internal audit including the cycle of visits to test operating company compliance and financial controls, based on a risk assessment. The results of the internal audit visits are considered by the committee, together with management's responses to any improvement points. Control matters and reporting issues identified as part of the external auditor interim and year end audits are also reviewed by the committee, which considers the adequacy of any management responses which, in particular, were in respect of IT controls during the period. In addition, management ensures that the recruitment and review process for operating company directors gives confidence in the calibre of the operating company teams and their management, and the control environment in which they operate.</p>
<p>Coronavirus had a material impact on the business from an operational level. The Group acted swiftly to reorganise its operating model including ensuring the vast majority of non-operational staff could work from home. We have ensured the business continues to operate to group policies and procedures in an appropriate control environment, ensuring the continuation of the essential services we operate were done in a safe manner in line with government policy.</p>	<p>The Committee received regular updates on progress throughout the coronavirus crisis and challenged and supported management to ensure all appropriate steps had been taken.</p>

## Fair, balanced and understandable

**At the request of the Board, the committee has considered whether, in its opinion, the 2020 Annual Report and Accounts (collectively the Annual Report), taken as a whole, is fair, balanced and understandable, and whether or not it provides the information necessary for shareholders to assess the Group's position, performance, business model and strategy.**

The process was led by the internal Annual Report Team (ART), consisting of members drawn from the Group Finance, Group Company Secretariat and Investor Relations teams. The inclusion of these various departments, with input from the executive directors and senior management within the Group and its operating companies as appropriate, ensures the balance, completeness and accuracy of the Annual Report. The ART was responsible for regularly reviewing work and ensuring balanced reporting with appropriate links between key messages and sections of the Annual Report.

The committee reviewed the Annual Report in its later stages and advised of any areas which would benefit from further clarity. Feedback was then incorporated ahead of final approval by the Board.

When forming its opinion, the committee reflected on the information it had received and its discussions throughout the year.

In particular, the committee considered:

**Is the Annual Report fair?**  
**Is the Annual Report balanced?**  
**Is the Annual Report understandable?**

Page 88 of the 2019 Annual Report and Accounts provides further details on the committee's considerations against each of these key questions last year, which the committee followed again this year.

### Conclusion

Following its review, the committee was able to provide assurance to the Board that the Annual Report for the year ended 27 June 2020 is representative of the year and presents a fair, balanced and understandable overview, providing the necessary information for shareholders to assess the Group's position, performance, business model and strategy.

## Accountability and transparency continued

### External audit

The committee has primary responsibility for overseeing the relationship with, and performance of, the external auditor. This includes making the recommendation as to the appointment, reappointment and removal of the external auditor, assessing its independence on an ongoing basis and negotiating the audit fee.

#### Assessing the effectiveness of the external audit process

The assessment of the audit effectiveness for the year ended 29 June 2019 was undertaken during the year, following the completion of that audit. As always, the approach taken was fully independent and objective. The process was based on constructive, honest and open dialogue with the external auditor to ensure that optimum assurance was being derived from the audit.

The process of assessment was divided into five key areas:

<b>Objectives</b>	Clear objectives and desired outcomes were agreed at the outset.
<b>Timing</b>	A timetable with appropriate milestones was agreed, with assessments being incorporated at both the planning and completion stages.
<b>Resources</b>	The committee considered whether the external auditor had appropriate resources and expertise to conduct the audit.
<b>Evaluation and assessment</b>	The committee challenged and scrutinised the external auditor's strategy based on its own internal assessment. Key risks to audit quality were discussed with assurance provided by the external auditor on how these risks would be mitigated.
<b>Reporting</b>	The committee reviewed the quality of reporting from the external auditor and its recommendations.

Using the FRC's Audit Quality Practice Aid as guidance to support the committee, effectiveness was also assessed against a range of valuation components including mindset and culture, quality control, judgement and skills and knowledge.

The committee's assessment took into account views from the Group Chief Financial Officer, the Group Company Secretary and the Group Financial Controller. Deloitte also provided feedback on its own performance, measured against its internal performance objectives. Feedback arising from the process was passed to the Group's lead audit engagement partner so that any areas of improvement could be followed up.

The observations from the assessment were presented and discussed at a committee meeting and it was concluded that Deloitte had performed its 2019 audit effectively. Appropriate focus had been given to understanding the key areas of audit risk and Deloitte had applied robust challenge throughout the audit.

Following the onset of the COVID-19 pandemic, and as part of the committee's planning phase of the audit, the committee reviewed the process and procedures for the 2020 year end audit. Given the ongoing uncertainties relating to the pandemic and resulting accounting complexities, additional meetings were held with management and the committee to revise the approach to the audit this year to ensure it could be undertaken proactively and effectively, while also taking into account the impact of remote working. One of the key changes arising from this process was to delay the reporting of the final year end results by two weeks. We will report on the outcome of the audit effectiveness assessment for the financial year ended 27 June 2020 in next year's Annual Report.

#### Independence and objectivity of external auditor

The Board recognises the importance of auditor independence and is aware of the situations which may give rise to the impairment of auditor independence. The committee considers carefully the objectivity of the auditor on an annual basis in relation to both the audit process and the relationship with the Group.

#### Policy on the provision of non-audit services

The committee is responsible for developing, implementing and monitoring the Group's policy on the engagement of the external auditor to supply non-audit services. The principal requirements of that policy are:

- The auditor will only be used for the provision of non-audit work if it can be demonstrated that the engagement will not impair independence or is a natural extension of its audit work or there are other overriding reasons that make it the most suitably qualified to undertake the work
- The auditor will not provide certain categories of non-audit services to the Group, such as internal audit and litigation support, the full list of which can be found in the committee's terms of reference
- The provision of certain non-audit services (including accounting and tax services if the fees exceed a cumulative £50,000) is subject to approval by the audit committee
- The ratio of the external auditor's audit to non-audit fees during the year, as a proportion of the annual external audit fee, is kept under review by the committee

### **Fees of external auditor**

During the financial year, the Group external auditor's fees were £1.2m (2019: £0.9m); in addition, non-audit fees of £0.1m (2019: £0.1m) were payable to the Group's external auditor.

### **External audit partner rotation**

On behalf of the Board, the committee oversees the relationship with the external auditor. Deloitte LLP was appointed as the auditor of the Group in October 2015 and reappointed at the 2019 AGM. Chris Powell, who has held the role of lead audit partner since the audit engagement began five years ago, is stepping down from his role in line with the FRC's Ethical Standard. Scott Bayne replaced Chris Powell with effect from the completion of the 2020 audit.

### **External audit tenure**

In accordance with requirements set out within the Competition and Markets Authority's regulations (the Statutory Audit Services for Large Companies Market Investigation (Mandatory Use of Competitive Tender Processes and Audit Committee Responsibilities) Order 2014) and the UK Corporate Governance Code, published in July 2018, the committee is required to retender the external audit contract by no later than the 2025 financial year, this being ten years since appointment.

The committee has assessed the quality, effectiveness and continuity of the relationship with Deloitte as the Group's current external auditor. It has recommended to the Board that it is in the best interests of the Group and shareholders to tender the audit contract by a date no later than that stipulated by the current regulations, 2025. At that point, there is no contractual obligation to retain the incumbent audit firm, with the choice of firm remaining a topic of consideration for the committee.

### **Reappointment of external auditor for the 2021 financial year**

Through open and honest dialogue with the external auditor as well as feedback received from the Group Chief Financial Officer and senior management, the committee is satisfied with the objectivity and independence of the external auditor. The committee is also satisfied that Deloitte continues to perform its audit work to a high standard and with robust challenge. On this basis, the committee has recommended to the Board that Deloitte be reappointed at the 2020 AGM.