

IFIAR 2023 Member Profile – CONSOB

1. Jurisdiction	<p>1.1 Insert the name of the jurisdiction in English:</p> <p>Italy</p>
2. Member¹	<p>2.1 Insert the name of the Member, both in the local language and in English:</p> <p>Commissione Nazionale per le Società e la Borsa (CONSOB)</p>
	<p>2.2 Include relevant contact information, including postal address, telephone number(s), a general email address (if any) and a link to the Member's website:</p> <p>CONSOB Via Giovanni Battista Martini, 3 - 00198 Rome (Italy) tel. +39 06 84771 (switchboard) fax 39 06 8417707</p> <p>Website: http://www.consob.it (English version is available)</p>
	<p>2.3 Include the basis for establishment of the Member, as well as the legislation or regulations which provide the Member the authority/mandate with respect to audit regulation. Please describe with an appropriate level of detail the mission and responsibilities of the Member with respect to audit regulation:</p> <p>Consob is an independent authority, with legal personality in accordance with public law, established with Law no. 216/1974. It is responsible for the regulation and supervision of the Italian securities markets and for the protection of investors. It has, among other, oversight responsibilities on issuers, financial intermediaries, regulated markets and other trading venues, auditors and audit firms.</p> <p>Legislative Decree no. 58/1998 ("The Consolidated Law on Finance" and following amendments) and its implementing measures constitute the main regulatory framework for Consob's oversight activity.</p> <p>Consob's oversight on auditors and audit firms is regulated by Legislative Decree no. 39/2010. According to that Decree auditors and audit firms that audit financial statements of "public interest entities" (as defined in the Audit Directive 2006/43/EC (as amended by Directive 2014/56/EU) - listed companies, banks and insurance companies) and of other entities subject to a special regime of supervision because of the nature of their activities (financial intermediaries and other entities belonging to the financial sector) are subject to Consob's oversight. Consob is entrusted with the</p>

¹ In the case where there are two or more regulators from the same jurisdiction that have been approved according to Section 2.3 of the IFIAR Charter, they together are considered as one Member. In that case, regulators are requested to include information for both organizations in the Member Profile.

	<p>task to supervise the organization and the activities of the above-mentioned auditors and audit firms in order to verify their independence and technical adequacy. This oversight activity includes periodic inspections for quality control reviews on auditors and audit firms and the power to recommend them to implement specific measures to improve their internal quality control systems. In addition to the recurring inspections, Consob has the power to carry out investigations on specific cases for enforcement purposes and to apply administrative sanctions and measures against auditors and audit firms.</p> <p>Consob is the competent authority responsible for carrying out the tasks of EU Regulation no. 537/2014 dealing with specific requirements regarding statutory audit of public interest entities.</p> <p>2.4 Please indicate whether the Member has responsibility for the following tasks within the area of Audit Oversight:</p> <p><input type="checkbox"/> Licensing</p> <p><input type="checkbox"/> Registration</p> <p><input checked="" type="checkbox"/> Audit and/or Ethics Standard Setting</p> <p><input type="checkbox"/> Permanent Education / Continuous Training of Auditors</p> <p><input checked="" type="checkbox"/> Inspection</p> <p><input checked="" type="checkbox"/> Enforcement</p> <p><input checked="" type="checkbox"/> Other: __ Market Monitoring ____</p>
<p>3. Governing Body Composition and members</p>	<p>3.1 Describe with an appropriate level of detail the current composition of the Member’s governing body, including, where possible, the names, the organization they represent (if any) and brief backgrounds of the governing body members, or provide a link to a page on your website where this information is provided.</p> <p>The Board is the governing body of Consob. It is of a collegial nature and is composed by the Chairman and 4 members (5 in total). They are appointed by a Decree of the President of the Republic acting on a proposal submitted by the Prime Minister and approved by the Council of Ministers. The term of mandate is 7 years without re-confirmation.</p> <p>The current Board of Consob is composed of:</p> <p>Mr. Paolo Savona, Chairman</p> <p>Ms. Gabriella Alemanno, Commissioner</p> <p>Mr. Carlo Comporti, Commissioner</p> <p>Mr. Federico Cornelli, Commissioner</p> <p>Ms. Chiara Mosca, Commissioner</p>

	<p>3.2 What are the eligibility criteria / requirements and composition requirements for the members of the governing body? E.g. Does national legislation require representatives on the governing body from certain organizations, or with specific experience, etc.</p> <p>The criteria for selection are established by the above-mentioned Law no. 216/1974: the Chairman and the members of the Board must be chosen from among persons with specific skills and experience as well as unquestionable integrity and independence. The law also requires that they cease from any previous activity to work exclusively for Consob. They are obliged to resign if the preconditions for their appointment cease to be valid.</p> <p>Since 17 June 2016, article 21 of EU Regulation no. 537/2014 is also applicable to Consob. Article 21 establishes further conditions of independence for members of the governing body of the competent authority in charge of carrying out the tasks of the Regulation.</p> <p>3.3 Is there a restriction or recusal process that is applicable to members of the governing body of the Member who are current or former auditors/practitioners?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Does this include a “cooling-off” period for former auditors?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>If yes to either of the above, please describe:</p> <p>EU Regulation no. 537/2014 (art. 21) establishes the “Conditions of independence” applicable to the board members of the competent authority. The aforesaid conditions include a cooling – off period of 3 years for former auditors.</p> <p>At national level, members of the Board should also comply with the Consob’s Code of Ethics that establishes policies and procedures to protect the independence of the Board members and to avoid conflicts of interest. The Code is published on Consob’s website.</p>
<p>4. Independence safeguards</p>	<p>4.1 Please describe the national independence requirements for the governing body and its members, and legal or regulatory requirements/provisions in place that safeguard their independence from the audit profession.</p> <p>As stated under 3.2 above, Law no. 216/1974 requires that the Chairman and the members of the Board are chosen among persons of unquestionable independence (Article 1, paragraph 3) and cease any previous activity to work exclusively for Consob. In particular, pursuant to</p>

Article 1, para. 5, of Law no. 216/1974, they are prohibited from exercising any professional activity, including consulting, from being directors or unlimited liability shareholders of companies, internal auditors, external auditors or employees of companies or private or public bodies, and from covering public offices of any nature or being a business entrepreneur, under penalty of cessation from office.

Moreover, as indicated under 3.2. and 3.3. above, Article 21 of Regulation no. 537/2014 provides that members of the governing body (including the Chairman) shall be independent of statutory audit and audit firms and sets out a cooling-off period of 3 years for former auditors. Namely, it provides that *“A person shall not be a member of the governing body, or responsible for the decision-making, of those authorities if during his or her involvement or in the course of the three previous years that person:*

(a) has carried out statutory audits;

(b) held voting rights in an audit firm;

(c) was member of the administrative, management or supervisory body of an audit firm;

(d) was a partner, employee of, or otherwise contracted by, an audit firm”.

The Chairman and the Board members shall also comply with Consob’s Code of Ethics (Resolution no. 17444) referred to under 3.3. above, which provides for duties to: (i) conform to the highest ethical conduct, consistently with the principles of independence, neutrality, loyalty, discretion, disregarding personal interests; (ii) take decisions in full autonomy, rejecting any undue pressure, avoiding creating or exploiting privileges, and being inspired by criteria of transparency and fairness; (iii) operate with absolute neutrality and avoid favorable treatments. To this end, they shall not engage with supervised or interested parties, or in relationships that could compromise their independence of judgment or event their appearance of neutrality; (iv) act with integrity, (v) avoid any situation of conflict of interests and refrain from acting, and from making or contributing to decisions, in case of conflict of interest (including appearance of conflict of interest).

For these reasons no safeguards are in place to ensure the independence of the governing body from the audit profession.

Are employees of the Member covered by the same or separate set of independence requirements?

Same set of requirements **Different set of requirements**

If there are separate independence requirements for employees, please describe:

	<p>4.2 Are there any additional safeguards in place that provide for the Member’s overall independence from the audit profession? E.g. through the appointment process, specific Board actions, etc.</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If yes, please describe:</p>
<p>5. Funding Arrangements</p>	<p>5.1 Describe the main funding arrangements of the Member, including the setting and approval of the budget:</p> <p>According to the law (Law no. 216/1974) Consob manages its operating expenses autonomously on the basis of an annual budget approved by the Consob’s Board. Consob is funded through fees collected directly from markets and market participants (including audit firms) for the oversight activities it carries out. The fees collected from the market and market participants are fixed by Consob and ratified by a decree signed by the Prime Minister after consulting the Minister of Economy.</p> <hr/> <p>5.2 Is the funding free from undue influence by the profession?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>Please describe with an appropriate level of detail the safeguards in place to prevent undue influence by the profession:</p> <p>As described above the funding mechanism is established by law.</p>
<p>6. Audit Market</p>	<p>6.1 Provide the number of audit firms subject to inspections. Include an indication of the number of public interest audits (PIEs) and other audits that fall under the Member’s oversight or mandate.</p> <p>In 2022 the Consob’s audit oversight activity focused on no. 24 audit firms and 20 auditors who currently undertake the audit of public interest entities and of entities subject to a special oversight regime. The overall number of such audit engagements is about 1445.</p> <hr/> <p>6.2 Please describe the sizes (in terms of revenue / number of listed entity clients / number of partners and audit staff / etc. – whichever measure is commonly used and available in your jurisdiction) and market shares of each of the largest audit firms in the Member’s jurisdiction.</p> <p>The BIG 4 firms market share with regard to the audit of listed public interest entities is about 88% (Deloitte & Touche 26%; Ernst & Young 21%; KPMG 19%; PricewaterhouseCoopers 22%).</p>

7. Inspection System	<p>7.1 Does the Member have the responsibility for recurring inspections of audit firms undertaking audits of public interest entities (PIEs)?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
	<p>7.2 Is this responsibility undertaken directly or through oversight of inspection conducted by another organization?</p> <p><input checked="" type="checkbox"/> Directly <input type="checkbox"/> Through Oversight</p> <p>If directly, please describe the responsibility, including the follow-up and reporting process, and the regulatory measures available to be taken as a result of inspections (if described in Question 11 Enforcement, please reference that section for details on such measures).</p> <p>If through oversight of another organization, please describe with an appropriate level of detail the other organization, its relation to the Member, its role, and the arrangements for oversight by the Member:</p> <p>Consob carries out inspections on auditors and audit firms that perform audit engagements on PIEs. Consob is responsible for issuing recommendations and in carrying out follow-up.</p>
	<p>7.3 Please describe with an appropriate level of detail the requirements and practices regarding the frequency of inspections:</p> <p>According to EU Regulation no. 537/2014 (art. 26) the frequency of quality assurance reviews on auditors and audit firms of public interest entities shall be determined on the basis of an analysis of risk and is at least every 3/6 years on audit firms and auditors carrying out statutory audits on public-interest entities depending on engagement relevance (as defined by Directive 2013/34/EU).</p>
	<p>7.4 Does the Member have its own inspection staff, use reviewers from the professional body or sub-contract to third parties, independent contractors, etc. for the conduct of inspections? Please tick the boxes that apply: (multiple responses allowed) Note that there is no need to tick a box if non-employee reviewers are used very occasionally and are not a core staffing approach.</p> <p><input checked="" type="checkbox"/> Employees of the Member <input type="checkbox"/> Professional body</p> <p><input type="checkbox"/> Third Parties <input type="checkbox"/> Other</p> <p>Please explain below:</p> <p>CONSOB uses its own inspection staff. Namely, CONSOB's inspection staff consists of personnel from the Legal Auditors Supervision Office, which is part of the Corporate Governance Division.</p>

8. Licensing	<p>8.1 If the Member has the responsibility for <u>Licensing</u>, please indicate whether this responsibility is undertaken directly or through oversight of Licensing conducted by another organization?</p> <p><input type="checkbox"/> Directly <input type="checkbox"/> Through Oversight</p> <p>If directly, please describe the responsibility, including any changes, with an appropriate level of detail.</p> <p>If through oversight, please indicate the name of the other organization and its composition. Also, give a description of the powers of the other organization and procedure applied, as well as the role of the Member in these procedures.</p> <p>The competent Authority in charge for Licensing of PIEs' and non-PIEs' auditors and audit firms in Italy is the Ministry of Economy and Finance.</p>
9. Registration	<p>9.1 If the Member has the responsibility for <u>Registration</u>, please indicate whether this responsibility is undertaken directly or through oversight of Registration conducted by another organization?</p> <p><input type="checkbox"/> Directly <input type="checkbox"/> Through Oversight</p> <p>If directly, please describe the responsibility, including any changes, with an appropriate level of detail.</p> <p>If through oversight, please indicate the name of the other organization and its composition (i.e. whether practitioners from the audit profession are involved in decision-making). Also, give a description of the powers of the other organization and procedure applied, as well as the role of the Member in these procedures.</p> <p>The competent Authority in charge for Registration of PIEs' and non-PIEs' auditors and audit firms in Italy is the Ministry of Economy and Finance.</p>
10. Audits and/or Ethics Standard Setting	<p>10.1 If the Member has the responsibility for <u>Audit and/or Ethics Standard Setting</u>, please indicate whether this responsibility is undertaken directly or through oversight of Audit and/or Ethics Standard Setting conducted by another organization?</p> <p><input checked="" type="checkbox"/> Directly <input type="checkbox"/> Through Oversight</p> <p>If directly, please describe the responsibility, including any changes, with an appropriate level of detail.</p> <p>If through oversight, please indicate the name of the other organization and its composition (i.e. whether practitioners from the audit profession are involved in decision-making). Also, give a description of the powers of the other organization and procedures applied, as well as the role of the Member in these procedures.</p>

	<p>Legislative Decree 39/2010, implementing EU Directive 2006/43 (and following amendments due to the implementation of the audit reform), establishes in art. 11 that, until the auditing standards are adopted by the European Commission, all statutory audits (PIEs and non - PIEs) are performed in compliance with standards (derived from international standards) developed by professional bodies and associations (which have signed a special agreement with the Ministry of Economy and Finance), together with CONSOB and the said Ministry.</p> <p>The law also establishes (art. 11) that the so developed national standards are adopted by means of an administrative decision issued by the Ministry of Economy and Finance, following the advice of Consob.</p> <p>An identical mechanism is in place for ethic and independence standards, which are drafted at national level taking into account the international standards and the rules established by the national law.</p>
11. Permanent Education / Continuous Training of Auditors	<p>11.1 If the Member has the responsibility for <u>Permanent Education / Continuous Training of Auditors</u>, please indicate whether this responsibility is undertaken directly or through oversight of Permanent Education / Continuous Training of Auditors conducted by another organization?</p> <p><input type="checkbox"/> Directly <input type="checkbox"/> Through Oversight</p> <p>If directly, please describe the responsibility, including any changes, with an appropriate level of detail.</p> <p>If through oversight, please indicate the name of the other organization and its composition (i.e. whether practitioners from the audit profession are involved in decision-making). Also, give a description of the powers of the other organization and procedures applied, as well as the role of the Member in these procedures.</p> <p>The competent Authority in charge for Permanent Education / Continuous Training of Auditors in Italy is the Ministry of Economy and Finance.</p>
12. Enforcement	<p>12.1 If the Member has the responsibility for <u>Enforcement</u>, please indicate whether this responsibility is undertaken directly or through referral to other organization(s)?</p> <p><input checked="" type="checkbox"/> Directly <input type="checkbox"/> Through Referral</p> <p>If directly, please describe the responsibility and procedures applied (including investigations, disciplinary actions or sanctions), as well as the reporting process for disciplinary action.</p> <p>If through referral, please indicate the name of the other organization and its composition (i.e. whether practitioners from the audit profession are involved in decision-making). Also, give a description</p>

	<p>of the enforcement powers of the other organization and procedures applied, as well as the role of the Member in these procedures.</p> <p>Consob has the power to carry out directly investigations on specific engagements performed by PIE auditors and audit firms for enforcement purposes and to apply directly administrative sanctions and measures against PIE auditors and audit firms for breaches of the law and of the audit and independence standards.</p>
<p>13. Other Responsibilities in Audit Oversight or Audit Regulation</p>	<p>13.1 If the Member has the responsibility for <u>other tasks within the area of Audit Oversight or Audit Regulation</u>, please describe with an appropriate level of detail:</p> <p>Art. 27 of EU Regulation 537/2014 establishes that the competent authority for audit oversight of PIEs has also responsibilities for monitoring the audit market concentration and the performance of audit committees of PIEs in relation to the duties assigned to audit committees by Directive 56/2014/EU and the Regulation itself.</p>
<p>14. Main Other Responsibilities of the Member <u>outside</u> the area of Audit Oversight or Audit Regulation</p>	<p>14.1 Please describe with an appropriate level of detail, the responsibility of the Member for <u>tasks outside the area of audit oversight or audit regulation</u> such as supervision of financial reporting or securities regulation:</p> <p>Consob has a wide range of responsibilities as a securities regulator. CONSOB is the competent authority for ensuring, among other:</p> <ul style="list-style-type: none"> - transparency and correct behaviour by market participants; - disclosure of complete and accurate information to the public by listed companies; - accuracy of the facts represented in the prospectuses related to offerings of transferable securities to the public. <p>It conducts investigations with respect to potential infringements of insider dealing and market manipulation law.</p>
<p>15. Member Update for public information (if any)</p>	<p>15.1 Are there any major news, activities, events or updates (on audit matters, the Member's organization, the governing legislation or the authority/responsibilities) that you wish to keep the public informed of since completing last year's Member Profile?</p> <p><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If yes, please describe these changes with an appropriate level of detail:</p>