



KENTON & MILES
WORLDWIDE
ACCOUNTING ORGANIZATION



...the strength of transparency





KENTON & MILES
INTERNATIONAL

BUSINESS AND FINANCIAL ADVISORS





Kenton & Miles WorldWide Accounting Organization
wants to be the strength of transparency for those entrepreneurs
who intend to compete worldwide





OUR GOVERNANCE MODEL

ONESTY
CONFIDENCY
OPEN MINDNESS
RESULT ORIENTATION
RESPONSIBILITY
MUTUAL RESPECT
ENGAGEMENT IN THE SOCIETY



OUR ETHICS AND OUR INTERNATIONAL NETWORK

Kenton & Miles Worldwide Accounting Organization is an accounting firm which has as clients a lot of companies operating in a wide range of sectors and with different goals. Our company is **one of the worldwide leaders in business consulting and financial advisory services**, with offices and partners in 64 countries.

Kenton & Miles W.A.O. firmly believes technical skill not to be the only necessary element to satisfy clients' expectations, but to be used with “paternal” sensitivity, the flexibility of the staff to react to global economic and financial changes, and the continuous upgrade of their professionalism.



THE COMPANY AND OUR APPROACH

Experience, skills and organization for companies in an ethical and loyal context.

Kenton & Miles is registered in the Book of Auditors of the Italian Justice Department.

The company, established in 2005, in an effort of differentiating, offers high quality professional services through high skilled human resources to the small and medium enterprises gaining in this way flexibility, reduction of costs and time.

In a few years, this methodological procedure has been proven to suit the clients who believe the relationship with auditors as a moment of collaboration and not one of “tolerating an unavoidable evil”. The Auditors and the CEOs or their employees are in this way facilitated in their job.

Periodical interventions allow a gradual and continuous approach which makes possible to point out the problems in financial statements redaction and to discover their solutions without being always in the clients’ offices during the final financial statements redaction.

Often to the intervention of the auditors comes side to side the one of fiscal, legal, human resources and immobilization specialists. This enables us to offer to our clients a complete service and a professional support hardly equable.

Anyway our approach philosophy consists in a strict collaboration with the Board of statutory auditors, as suggested by the law in force, and with the professional employee of the client companies, always in respect of a mutual independence. This approach facilitates our job and also translates itself in a great advantage

for the enterprise.

Audit activity, performed with adequate skills and in an entrepreneurial spirit, allows to point out management inefficiencies and to suggest right solutions. In this way client-companies can use the audit activity as a drive to improve their business.

The substantial commitment of **Kenton & Miles Worldwide Accounting Organization** is to put enterprises in a position to **meet legal obligations concerning audits and to answer market requirements**, which demand more and more transparency in information provided by companies as reliable indicators and safe reference in order to:

- **assure financial markets** of qualified and reliable indicators;
- **provide with greater reliability** deals of joint venture, acquisitions and other extraordinary enterprise operations;
- **support processes adequately** for the smooth running of companies;
- offer to the social and economic system clear and globally accepted tools.



AUDIT OF FINANCIAL STATEMENTS

Audit of Financial Statements as an answer to transparency needs.

The Financial Statements (consolidated) auditing can be exerted both **in compliance with the provisions of Law and in voluntary form, as a result of specific requirements by clients.**

Article 2409-bis and followings of the Civil Code, obliges the S.p.A. to have audit controls which are divided in two specific control activities:

- periodic check (every three months) of the right financial statement activities;
- audit controls of the final financial statements and, if present, of the consolidated statements.

Article 2447 of the Civil Code obliges also the S.r.l. companies which exceed fixed quantitative conditions to have audit controls. Naturally, the same audit rules can be completely or partially adopted by the companies which have lower quantitative parameters, but want to present themselves in the national and international market with high qualitative standards.

The Financial Statements (consolidated) auditing is substantially expressed **by a set of control procedures** aimed at collecting elements which allow the expression of **an independent professional opinion** on the reliability of the corporate assets, economic and financial standing of the enterprise (or of the group).

The intervention also involves the analysis and evaluation of the reliability degree of the accounting-administrative system and of the procedures of internal audit, which are necessary in order to assure:

- completeness of financial information;
- precise spreadsheet data;
- safeguard of corporate assets.

The evaluation of the reliability degree of internal auditing is a critical phase in order to be able to define the procedures to be carried out during the phase of analysis of spreadsheet items.

The Financial Statements (consolidated) auditing does not express any opinion concerning managerial decisions on enterprise life (or the group), but an independent professional opinion on the financial position and on the results of the company (or the group) operations as a whole and not on any single administrative act.



FORENSIC ACCOUNTING AND LITIGATION SUPPORT

Preventing and Managing Litigations in Support of the Enterprise

Kenton & Miles WorldWide Accounting Organization provides its own professional contribution in cooperation with the lawyers of the enterprise by making technical analyses in support of:

- solutions of disputes;
- critical examinations on experts' reports of the counterparty;
- participation in agreement strategy development or mediation.

Our organization places its own professionalism at clients' disposal in initial analysis of agreements between the parties with a view to identifying potential litigation risks in spreadsheet and financial matters by suggesting solutions on this subject.

Furthermore, Kenton & Miles Worldwide Accounting Organization can be engaged in assignments of independent control, in order to assure the honouring of contracts.



BUSINESS AUDIT

In-depth knowledge and understanding of the markets to go beyond the Form

The Business Audit is usually performed in contexts of acquisition, investment, restructuring. Within such service, Kenton & Miles Worldwide Accounting Organization:

- audits financial forecasting
- simulates pro forma statements
- points out problems and risks concerning business management

Objective of the task is to put the investor in a position to understand the essential elements at his disposal for the understanding of the enterprise as regards aspects of capital, economic and financial nature, as well as the business organizational process which forms the basis of it.

Such general business analysis can take a variety of forms but, in any case, it will contain an identification of critical factors of success, strengths, weaknesses, opportunities and threats.

Actually, in case of acquisitions and financial operations by the investors, the analyses provided are essentially of two kinds:

- Due Diligence Review
- Agreed-Upon Procedures



DUE DILIGENCE REVIEW

Sure and Tangible Elements in Support of Decision-making

The presence of due diligence review is expressed through analysis of peculiarities of a company “business model”.

Such analysis allows us to have adequate information at our disposal for:

- evaluation of **strengths and weaknesses**;
- elaboration of **perspective results**;
- Assessment of the **competitive position**;
- definition of **all other aspects which are useful in taking decisions concerning the evaluation**

object.

The activity of due diligence appears to be fundamental every time it is meant to have an adequate level of knowledge of a business model, its risks and its problematic areas.



AGREED-UPON PROCEDURES

Sometimes, limiting an intervention to the application of specific procedures concerning defined business areas can be deemed necessary.

Therefore, once the size of the areas to be analyzed is defined, we will be able to proceed by activating the intervention of Kenton & Miles Worldwide Accounting Organization. At the end, a report will be issued, which will be focused on the areas being the object of observation.

Even in this case if the defined procedures are limited, the objective will always be to point out all the information needed to focus on the areas which may have an important effect on the economic result of the client-company.



ACCOUNTING ORGANIZATION

Right solutions for every organizational aspect of companies

Accounting organization activity consists in intervention in the followings areas:

- organizational analysis of business administrative services
- accounting assistance
- information technology service analysis
- organizational model to prevent company crimes

ORGANIZATIONAL ANALYSIS OF BUSINESS ADMINISTRATIVE SERVICES

It consists of an intervention aimed at recognition and analysis of the administrative system organization, as well as evaluation of the procedural system of internal control for production of economic and financial data.

The commitment involves pointing out existing key issues in order to **identify the reasons and provide appropriate solutions.**

This kind of analysis can be a study tool as a basis for the introduction of a safeguard system for the administrators against eventual frauds (D.Lgs. 231/01) and, at the same time, can be the starting point for an audit service.

BOOKKEEPING ASSISTANCE

Through such service, we intend to place a specific professionalism in **personalized assistance** at disposal of enterprises, for the arrangement of charts of accounts and organizational systems, which are aimed at qualifying the financial statement, the consolidated balance sheet, as well as economic and financial estimates.

INFORMATION TECHNOLOGY SYSTEM ANALYSIS

The intervention consists in the analysis and evaluation of the quality and efficacy of the IT system by experts in this sector in order to verify the compliance and system security as well as the reliability and integrity of the financial and economic data.



ORGANIZATIONAL MODEL TO PREVENT BUSINESS FRAUDS

The legislative decree 231/01 introduced administrative responsibility of juridical persons for others' illicit actions into the legal system: this means that, other than physical persons such as collective Bodies (and companies), an executive officer or an employee who commits a fraud in the interest of the Company, of the ones listed in a periodically updated file and which contains business frauds, crimes against the Public Administration, frauds against the State and the EU as well as culpable homicide and culpable lesions as consequence of a job injury if in violation of law 62/94, is to be held personally responsible.

Decree 231/01 indicates business responsibility to be assessed in a criminal trial, that if confirmed, involves the responsibility of the juridical person in the judgement, which can lead to endorsement financial charges, to the cancellation from the Registry of enterprises, passing through the seizure of the profits and the removal of the opportunity to take on contracts with the Public Administration.

In the investigation process of the Companies (before judgment) precautionary measures can be taken, as for example, the anticipation of the judgement to prevent illicit activities.

The responsibility process is to be set up against companies which do not have a Management and Control System to prevent frauds (the inversion of the incumbency of proof, while in the case that the company has governance tool it falls on the investigator to prove that the system be inadequate or ineffective: it is evident

that the Company is privileged in “excluding its responsibility” if it has an adequate internal audit and control system, leaving to the investigator the incumbency to prove that the system is inadequate otherwise, in absence of the System, to demonstrate itself extraneous from the facts.

The adoption of a Control framework, as well as functioning as a preventive tool, creates business benefits by increasing the efficiency of the organizational division of labour tasks.

Kenton & Miles WorldWide Accounting Organization has the experience to help the Company in setting up the internal procedures which will constitute the Model, being also supported by a legal advisor who is competent in the subject. Our firm, as an Independent Body, is able to periodically audit the best application of the Model, to suggest changes on the basis of experience in the field, to point out critical issues to the Board of Directors and to the Board of statutory auditors.



ASSURANCE SERVICES

Communication to Third Parties as an Integrating Part of Economic Success

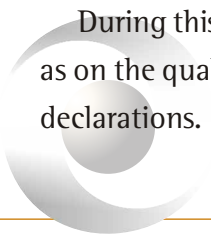
Communication processes always unequivocally require that business information provided in any way to third parties is assured by subjects who are qualified to do this.

- Acquired competences
- Applied methodologies
- Markets reliability

Are the elements which make the auditor the most suitable interpreter in assuming a guarantor's role.

Through the carrying out of the activity of assurance, Kenton & Miles Worldwide Accounting Organization sets itself to control procedures, systems, results, and assures credibility and reliability to the company which has built them and made them a communication object.

During this activity, our attention will be focused on risks which are typical of the client-company, as well as on the quality and compliance of processes and internal auditing controls which are at the basis of CEO's declarations.





KENTON & MILES

WorldWide Accounting Organization srl

Piazza Borromeo, 1
20123 - MILANO
TEL. 02 89 01 29 92
FAX 02 89 01 29 74

www.kentonmiles.info