
2019 Inspection Grant Thornton Auditores Independentes

(Headquartered in São Paulo, Federative Republic of Brazil)

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2019 Inspection

During the Public Company Accounting Oversight Board (“PCAOB”)’s 2019 inspection of Grant Thornton Auditores Independentes, we assessed the firm’s compliance with laws, rules, and professional standards applicable to the audits of public companies.

We selected for review three audits of issuers with fiscal years ending in 2018. For each issuer audit selected, we reviewed a portion of the audit. We also evaluated elements of the firm’s system of quality control.

2019 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 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 nor 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 2019 Inspection and Historical Data by Inspection Year

The following information provides an overview of our inspection in 2019 of the firm's issuer audits 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 Reviewed

	2019	2016
Firm Data		
Total issuer audit clients for which the firm was the principal auditor at the outset of the inspection procedures	1	0
Total issuer audits in which the firm was not the principal auditor	6	4
Total engagement partners on issuer audit work¹	2	2
Audits Reviewed		
Total audits reviewed²	3	2
Audits in which the firm was the principal auditor	1	0
Audits in which the firm was not the principal auditor	2	2
Integrated audits of financial statements and internal control over financial reporting ("ICFR")	3	1
Audits with Part I.A deficiencies	3	2

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) 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. The population of issuer audits from which audits are selected for review may differ from the issuer audits at the outset of the inspection procedures due to variations such as new issuer audit clients for which the firm has not yet issued an opinion or issuer audit clients lost prior to the outset of the inspection.

If a deficiency is included in Part I.A of our report, it does not necessarily mean that the firm has not addressed the deficiency. In many cases, the firm has performed remedial actions after the issue was identified. Depending on the circumstances, remedial actions may include performing additional audit procedures, informing management of the issuer of the need for changes to the financial statements or reporting on ICFR, or taking steps to prevent reliance on prior audit reports. Our inspection may include a review, on a sample basis, of the adequacy of a firm's remedial actions, either with respect to previously identified deficiencies or deficiencies identified during the current inspection. If a firm does not take appropriate actions to address deficiencies, we may criticize its system of quality control or pursue a disciplinary action.

The fact that we have included a deficiency in our report — other than those deficiencies for audits with incorrect opinions on the financial statements and/or ICFR — does not necessarily mean that the issuer's financial statements are materially misstated or that undisclosed material weaknesses in ICFR exist. It is often not possible for us to reach a conclusion on those points based on our inspection procedures and related findings because, for example, we have only the information that the auditor retained and the issuer's public disclosures. We do not have direct access to the issuer's management, underlying books and records, and other information.

Audit Areas Most Frequently Reviewed

This table reflects the audit areas we have selected most frequently for review in the 2019 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.

2019		2016	
Audit area	Audits reviewed	Audit area	Audits reviewed
Revenue and related accounts	3	Revenue and related accounts	2
Inventory	2	Inventory	1
Cash and cash equivalents	1	Cash and cash equivalents	1
Long-lived assets	1		
Accruals and other liabilities	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 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 deficiencies, if any, that do not relate directly to the sufficiency or appropriateness of evidence the firm obtained to support its opinion(s) or fulfill the objectives of its role in the audit(s) but nevertheless relate to instances of non-compliance with PCAOB standards or rules. Consistent with the Sarbanes-Oxley Act ("the 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. Any such criticisms or potential defects are discussed in Part II. Further, you should not infer from any Part I deficiency or combination of deficiencies that a quality control finding is identified 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.

Classification of Audits with Part I.A Deficiencies

Within Part I.A of this report, we classify each issuer audit in one of the categories discussed below based on the Part I.A deficiency or deficiencies identified in our review.

The sole purpose of this classification system is to group and present issuer audits by the number of Part I.A deficiencies we identified within the audit as well as to highlight audits with an incorrect opinion on the financial statements and/or ICFR.

Audits with an Incorrect Opinion on the Financial Statements and/or ICFR

This classification includes instances where a deficiency was identified in connection with our inspection and, as a result, an issuer's financial statements were determined to be materially misstated, and the issuer restated its financial statements. It also includes instances where a deficiency was identified in connection with our inspection and, as a result, an issuer's ICFR was determined to be ineffective, or there were additional material weaknesses that the firm did not identify, and the firm withdrew its opinion, or modified its report, on ICFR. This classification does not include instances where, unrelated to our review, an issuer restated its financial statements and/or an issuer's ICFR was determined to be ineffective. Any deficiencies identified in connection with our reviews of these audits would be included in the audits with multiple deficiencies or audits with a single deficiency classification below.

Audits with Multiple Deficiencies

This classification includes instances where multiple deficiencies were identified that related to a combination of one or more financial statement accounts, disclosures, and/or important controls in an ICFR audit.

Audits with a Single Deficiency

This classification includes instances where a single deficiency was identified that related to a financial statement account or disclosure or to an important control in an ICFR audit.

Part I.A: Audits with Unsupported Opinions

This section of our report discusses the deficiencies identified, by specific issuer audit reviewed, in the audit work (1) supporting the firm's opinion on the issuer's financial statements and/or ICFR and (2) in audit(s) in which it was not the principal auditor, to fulfill the objectives of its role in the audit.

We identify each issuer by a letter (e.g., Issuer A). Each deficiency could relate to several auditing standards, but we reference the PCAOB standard(s) that most directly relates to the requirement with which the firm did not comply.

Issuer audits are presented below within their respective deficiency classifications (as discussed previously). Within the classifications, we generally present the audits based on our assessment as to the relative significance of the identified deficiencies taking into account the significance of the financial statement accounts and/or disclosures affected, and/or the nature or extent of the deficiencies.

Audits with an Incorrect Opinion on the Financial Statements and/or ICFR

None

Audits with Multiple Deficiencies

Issuer A – Materials

Type of audit and related area affected

In our review, we identified deficiencies in the financial statement and ICFR audits related to **Accounts Receivable**.

Description of the deficiencies identified

The firm selected for testing a control over management's review of the allowance for doubtful accounts calculation. The firm did not evaluate the review procedures that the control owner performed to assess the reasonableness of the assumptions used to determine the allowance, including the procedures to identify items for follow up and the procedures to determine whether those items were appropriately resolved. (AS 2201.42 and .44)

The firm's approach for substantively testing the allowance for doubtful accounts was to review and test management's process. The firm did not sufficiently evaluate the reasonableness of the allowance because the firm did not perform procedures to test the reasonableness of the reserve percentages used by the issuer to estimate the allowance for doubtful accounts. (AS 2501.09, .10, and .11)

Issuer B

Type of audit and related areas affected

In our review of an audit in which the firm played a role but was not the principal auditor, we identified deficiencies in connection with the firm's role in the financial statement and ICFR audits related to **Revenue, Accounts Receivable, and Inventory**.

Description of the deficiencies identified

The firm was instructed by the principal auditor to audit the financial statements and the effectiveness of ICFR of a subsidiary of the issuer to support the principal auditor's opinions on the consolidated financial statements and ICFR. The firm identified control deficiencies in controls that it had selected for testing over revenue, accounts receivable, and inventory for the subsidiary's two branches. The firm did not evaluate the severity of certain identified control deficiencies in accordance with the instructions of the principal auditor. (AS 2201.62)

The sample sizes the firm used in certain of its substantive procedures to test revenue, accounts receivable, and inventory for both branches were too small to provide sufficient appropriate audit evidence because these procedures were designed based on a level of control reliance that was not supported due to the deficiencies in the firm's control testing discussed above. (AS 2301.16, .18, and .37; AS 2315.19, .23, and .23A)

Issuer C – Industrials

Type of audit and related areas affected

In our review of an audit in which the firm played a role but was not the principal auditor, we identified deficiencies in connection with the firm's role in the financial statement and ICFR audits related to **Revenue, Accounts Receivable, and Inventory**.

Description of the deficiencies identified

The firm was instructed by the principal auditor to audit the financial statements and the effectiveness of ICFR of two of the issuer's subsidiaries to support the principal auditor's opinions on the consolidated financial statements and ICFR. The issuer's processes related to revenue, accounts receivable, and inventory included automated transactions initiated, processed, and recorded by information technology ("IT") systems at both subsidiaries. The firm selected for testing automated and IT-dependent manual controls over revenue, accounts receivable, and inventory that used data and reports generated by the IT systems. The firm's approach to test the accuracy and completeness of the data and reports depended on effective IT general controls ("ITGCs").

For one subsidiary, the firm identified several control deficiencies related to ITGCs. The firm did not evaluate the severity of the identified control deficiencies in accordance with the instructions of the principal auditor. (AS 2201.62) For the other subsidiary, the firm did not test ITGCs, or obtain confirmation from the principal auditor that ITGCs were not in scope for testing. (AS 2201.39) As a result, the firm's testing of the automated and IT-dependent manual controls over revenue, accounts receivable, and inventory for these two subsidiaries was not sufficient. (AS 2201.46)

The sample sizes the firm used in certain of its substantive procedures to test revenue, accounts receivable, and inventory for both subsidiaries were too small to provide sufficient appropriate audit evidence because these procedures were designed based on a level of control reliance that was not supported due to the deficiencies in the firm's control testing discussed above. (AS 2301.16, .18, and .37; AS 2315.19, .23, and .23A)

Audits with a Single Deficiency

None

Part I.B: Other Instances of Non-Compliance with PCAOB Standards or Rules

This section of our report discusses any deficiencies we identified that do not relate directly to the sufficiency or appropriateness of evidence the firm obtained to support its opinion(s) or fulfill the objectives of its role in the audit(s) but nevertheless relate to instances of non-compliance with PCAOB standards or rules. When we review an audit, we do not review every aspect of the audit. As a result, the area below was not necessarily reviewed on every audit. In some cases, we assess the firm's compliance with specific PCAOB standards or rules on other audits that were not otherwise selected for review and may include instances of non-compliance below.

We identified the following deficiency:

In the audit reviewed where the firm was the principal auditor, the firm did not make a required communication to the issuer's audit committee related to the management representation letter. In this instance, the firm was non-compliant with AS 1301, *Communications with Audit Committees* and AS 2805, *Management Representations*.

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.

Deficiencies are included 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.

Any changes or improvements to its system of quality control that the firm may have brought to the Board's attention may not be reflected in this report, but are taken into account during the Board's assessment of whether the firm has satisfactorily addressed the quality control criticisms or defects no later than 12 months after the issuance of this report.

Criticisms of, and potential defects in, the firm's system of quality control, to the extent any are identified, are nonpublic when the reports are issued. 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, any such deficiency will be made public.

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.



February 5, 2021

George Botic, Director
Division of Registration and Inspections
PCAOB – Public Company Accounting Oversight Board
1666 K Street, N.W.
Washington DC. 20006

Grant Thornton Auditores Independentes
Av. Eng. Luis Carlos Berrini, 105 - 12º andar
Edifício Berrini One | Itaim Bibi
São Paulo | SP | Brasil

Dear Mr. Botic

On Behalf of Grant Thornton Auditores Independentes (“the Firm”), we are pleased to provide our response to the PCAOB’s report on the 2019 inspection of our firm.

Our firm is committed to the highest standards of quality, and we fully support the PCAOB’s mission to protect the interests of investors and further the public interest in the preparation of accurate independent audit reports. We will continue to invest in our systems of quality control and monitoring to enhance our audit quality. We believe the inspection process and dialogue with inspections staff provide valuable information as we continue to focus our efforts on improving audit quality and meeting our responsibilities to investors and other participants in the capital markets systems.

We look forward to continuing to work with the PCAOB as we pursue our shared goals of improving audit quality across the profession and protecting the investing public.

Yours Sincerely,

Grant Thornton Auditores independentes

Respectfully submitted,

By:

A handwritten signature in black ink, appearing to read "Nelson F. Barreto Filho".

Nelson F. Barreto Filho
Assurance Quality Partner

A handwritten signature in blue ink, appearing to read "Daniel Gomes Maranhão Jr.".

Daniel Gomes Maranhão Jr.
Managing Partner

