

Charter for Group Internal Audit

2015



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1. Introduction

1.1 GIA Charter

In line with the Organization Regulations (OR) of UBS AG, this charter describes the role, responsibilities and authorities, as well as scope, objectives and position of Group Internal Audit (GIA).

1.2 Purpose and objectives

GIA is an independent and objective function that supports both the firm in achieving its defined strategic, operational, financial and compliance objectives, and the Board of Directors and its committees in discharging their governance responsibilities.

2. GIA's role in UBS's governance

2.1 GIA's role in UBS's governance

Effective risk management, control and governance processes are the responsibility of the respective business management and risk control functions, i.e. the first two "lines of defense". As the "third line of defense", GIA independently assesses whether risk management, control and governance processes are designed and operate sustainably and effectively. GIA also evaluates the independence of the risk control functions.

Remediating issues is the responsibility of management. GIA assures whether management has sustainably addressed relevant issues raised from all sources (i.e. issues rated 3 and above from GIA, external audit, regulators, or self-identified by management).

The existence of internal audit does not relieve management of its responsibility regarding the risk management and control processes.

2.2 Independence and objectivity

GIA is independent in determining its activities (e.g. when defining audit scope and executing audit engagements) and GIA reports are not subject to any instructions or restrictions. GIA's authority to audit is unrestricted.

To maintain objectivity, GIA has no operational responsibility or authority over any business activities, day-to-day risk management or control process.

2.3 Reporting line and supervision

GIA reports to the Chairman of the Board of Directors who, in conjunction with the Audit Committee, monitors GIA's performance in accordance with the terms of the OR. The Audit Committee (i) assesses the independence and the performance of GIA, in order to provide recommendations to the Chairman in relation to the effectiveness of both the Head of GIA and of GIA as an organization; (ii) assesses and approves the appropriateness of GIA's annual audit plan and audit objectives, including subsequent important amendments; and (iii) monitors GIA's discharge of its annual audit objectives, including being informed of the results of the annual audit plan.

3. Scope, objectives and responsibilities

3.1 Scope

GIA performs the internal auditing function for the entire UBS Group.

3.2 Objectives

To support the achievement of UBS's objectives, GIA independently, objectively and systematically assesses:

- effectiveness of processes to define strategy and risk appetite as well as the overall adherence to the approved strategy;
- effectiveness of governance processes;
- effectiveness of risk management, including whether risks are appropriately identified and managed;
- effectiveness of internal controls, specifically whether they are commensurate with the risks taken;
- soundness of the risk and control culture;
- effectiveness and sustainability of remediation activities, originating from any source;
- reliability and integrity of financial and operational information, i.e. whether activities are properly, accurately and completely recorded, and the quality of underlying data and models; and
- compliance with legal, regulatory and statutory requirements (such as the provisions of the Articles of Association) as well as with internal policies (including the Organization Regulations), and contracts.

The Audit Committee may order special audits to be conducted. Separately, other Board members, Committees or the Group CEO may also request such audits with the approval of the Audit Committee.

3.3 Responsibility

GIA is responsible for:

- Developing and maintaining an agile and flexible internal auditing function that considers the changing environment and emerging risks.
- Developing an annual audit plan based on an annual risk assessment, considering input from business, senior management as well as the members of the Audit and the Risk Committees. The Annual Audit Objectives are approved by the Audit Committee and after their discussion with GIA. The Chairman of the Board, members of the Risk Committee and of the Group Executive Board (GEB) as well as further stakeholders receive a copy for their information.
- Continuously considering the firm's risk profile and audit universe, including new or emerging risks, business changes, new initiatives and business trends. Reviewing and assessing at least quarterly their impact on the audit plan. Subsequent important changes to the Annual Audit Objectives are approved by the Audit Committees.
- Implementing the approved annual audit plan (including any changes and special projects) and covering the audit universe in a risk-based 4-year audit cycle, i.e. to plan, conduct, report and assure individual audit engagements according to the procedures defined in the Audit Standards Manual.
- Assuring the closure and sustainable remediation of issues rated 3 and above from all sources.
- Issuing quarterly Governance and Activity Reports providing a broad overview of significant audit results and key issues, control themes and trends based on individual audit results, anticipatory auditing and issue

assurance results. The report is provided to the Chairman of the Board, members of the Audit and the Risk Committees, the GEB and other stakeholders.

- Coordinating its scope of work with external auditors to provide optimal audit coverage. GIA senior management regularly meets with the external auditors to exchange information and coordinate their activities. External auditors receive copies of all audit reports, the approved Annual Audit Objectives and the quarterly Governance and Activity Reports.
- Maintaining effective relationships with UBS's regulators, responding to their requirements and supporting them in carrying out their supervisory function regarding UBS. GIA provides UBS's main regulators with a copy of the approved Annual Audit Objectives, the quarterly Governance and Activity Reports and, on request, copies of individual audit reports.
- Leveraging its own audit results with the activities of other control functions within UBS, while maintaining its independence.
- Maintaining and developing a professional audit team with sufficient knowledge, skills and experience to meet the requirements of this Charter and future challenges.

3.4 Authority

GIA possesses unrestricted auditing rights within the UBS Group. At all times it has access to all accounts, books, records, systems, property and personnel to fulfill its auditing responsibilities.

The Head of GIA has open, direct and unrestricted access to the Chairman, to the Audit and the Risk Committees. The Head of GIA regularly meets with the Chairman of the Board and participates in the Audit and Risk Committee meetings. Separately, the Head of GIA also regularly meets with the Group CEO and presents the quarterly Governance and Activity Reports to the GEB.

GIA is authorized to obtain assistance of specialists from within or outside of UBS when necessary to achieve its objectives.

4. Standards, organization and performance measurement

4.1 Standards

GIA must adhere to the best professional and ethical practices, such as the International Standards for the Professional Practice of Internal Auditing of the Institute of Internal Auditors, and must comply with all legal and regulatory requirements affecting an internal audit function in the jurisdictions in which it operates (e.g. the Swiss Banking Law, its Ordinance and the Circulars issued by the FINMA).

GIA defines its policies, working procedures and methods in the Audit Standards Manual and related documents. Together, they provide comprehensive guidance regarding the internal auditing processes, such as the annual risk assessment and planning, individual audit engagement planning, execution, reporting, issue assurance as well as quality assurance and improvement programs and training requirements.

4.2 Organization

GIA maintains an adequate organization structure in compliance with the applicable regulations capable of effectively fulfilling its objectives. It is led by GIA's Executive Committee, which is supported by the Enlarged Executive Committee.

4.3 Performance measurement

Criteria against which GIA's performance is measured are included in the appendix to this charter.

5. Annual review and entry into force

GIA will review annually whether the purpose, authority, responsibility and performance criteria, as defined in this charter, continue to enable GIA to accomplish its role. The results of this assessment, which will include input from senior management as well as key measures agreed with the Audit and the Risk Committees, will be submitted to the Audit Committee for review and decision, together with possible proposals to amend the charter. The results of this assessment are also provided for information of the Risk Committee.

This charter has been approved by the Chairman on behalf of the Board of Directors, based on the advice of the Audit Committee and becomes effective as of 5 February 2015.

Appendix: Performance criteria and measurement

The Audit Committee measures GIA's overall success on whether or not assurance over the firm's risks was provided, i.e. whether or not GIA did everything it could to avoid that our stakeholders were surprised by a significant loss or damage to the firm's reputation due to an unexpected failure of the firm's risk management, control or governance processes ("**no surprises mandate**").

In assessing GIA, the Audit Committee may consider the overarching principles detailed in the "Aspiration / Best Practice" column of the table below, grouped into the dimensions Position, People and Process. The performance criteria / measurement are indicative of metrics that GIA uses to monitor its performance.

Aspiration / Best practice	Performance criteria / measurement
Position	
Mission	
Be recognized by business leaders as more than a compliance function by providing quality challenge (e.g. by telling them what they did not already know, identifying root causes of breakdowns and opportunities for improving control design, or trends in risks and controls).	<ul style="list-style-type: none"> – Annual stakeholder feedback through a questionnaire. – External quality assessment (at least every 5 years) – Assessment of Head of GIA through Chairman supported by Chair of Audit Committee – Assessments / feedback from regulators – IQA results – Attendance of respective relevant meetings at GEB, divisional and regional level
Have a sound understanding of business strategy and the associated risks and be able and willing to challenge the control environment and infrastructure supporting the strategy. Be able to connect across one part of the organization to another.	
Play an integral role in the governance structure (as the "third line of defense"), which is clearly aligned with stakeholders, clearly articulated in its mandate and widely understood throughout the firm.	
Organization and Structure	
Be truly independent from the business and have clear and unfettered reporting into an appropriate Board Committee and direct access to the Chairman of the Board of Directors.	<ul style="list-style-type: none"> – As granted by Organization Regulations of the firm
Be structured to maintain both independence and objectivity on the one hand, and proximity to the business on the other, in order to establish and maintain relationships with and comprehensive understanding of the business.	<ul style="list-style-type: none"> – Alignment of GIA organization structure to that of the firm – Periodic stakeholder feedback – Regular external assessment
Stakeholders and Services	
Be characterized by proactively managing relationships with key stakeholders, e.g. the Head of GIA and direct reports should have direct and strong relationships with Board members, business heads and senior management.	<ul style="list-style-type: none"> – Periodic stakeholder feedback – Regular external assessment
Be able to articulate to senior management through its activities the risks of their actions in a structured and balanced manner and provide credible recommendations to mitigate the risks.	<ul style="list-style-type: none"> – Quarterly Governance and Activity Report – Periodic stakeholder feedback – Regular external assessment
Regularly attend executive meetings to present audit findings, trends and current views, extending above and beyond the control environment.	<ul style="list-style-type: none"> – Attendance of relevant meetings at GEB, divisional and regional level
Have a presence in major governance and controlling bodies e.g. risk and other committees).	<ul style="list-style-type: none"> – Attendance of relevant meetings at GEB, divisional and regional level
Maintain strong relationships with key external stakeholders (in particular, regulators and external auditors).	<ul style="list-style-type: none"> – Feedback / assessments from regulators and external auditors
Funding	
Have no unreasonable budgetary constraints that limit the ability to deliver on its mandate, given the risk appetite of the organization.	<ul style="list-style-type: none"> – Annual verification of alignment between audit plan / mandate and resources – Audit backlog due to resource constraints

Aspiration / Best practice**Performance criteria / measurement****Success Criteria**

Be subject to regular review of its effectiveness by the governing bodies to which it reports and be held accountable for its performance (with clear and measurable performance criteria).

- Results of KPI analysis as defined in this document

People**Competencies**

Contain a diverse talent pool with a broad mix of skills and experience gained within internal audit and in business.

- Qualitative Measures:
- Stakeholder survey feedback

Contain sufficient individuals who are senior and experienced enough, with sufficient business understanding to provide independent views and challenge the business on a broad array of topics.

- Quantitative Measures:
- Rate of internal transfers to / from business
 - Years of experience in financial industry
 - Years of audit experience
 - Years with UBS
 - Seniority (rank) mix

Contain recognized (by the business) experts in governance, control and risk mitigation.

Have effective means of identifying skills and competencies required to deliver its annual plan, identifying and filling gaps and being responsive to the rapidly changing risk profile of the firm.

- Availability of tools and processes to systematically assess existing skills and contrast them with requirement to fulfil mandate / 4-year audit plan
- Progress achieved in eliminating identified gaps

Be characterized by a willingness to take ownership, responsibility for their work and ability to engage with the business actively before, during and after the audit.

- Stakeholder survey feedback
- Business feedback through challenge sessions
- Staff survey results

Staffing strategy

Be forward thinking in its medium to longer term staffing strategy (e.g. by taking into account growth areas in the business, new and emerging risk areas).

- Existence of staffing strategy (part of strategy document)
- Ability to systematically measure and assess expertise in risks and products

Attract and retain quality professionals from within and outside UBS by providing value adding career development opportunities to top talents.

- Headcount numbers as close as possible to target level at all time (HC report)
- Low fluctuation rates vs. firm average and peers, specifically for regretted leavers
- Ratio of external / internal joiners
- Staff survey results

Talent / Career Development

Develop its personnel through comprehensive training and development and advanced knowledge management.

- Breadth and scope of training offerings (GIA, firm internal, external)
- Number of training hours consumed
- Existence and quality of succession list, including elapsed time to fill line management vacancies
- Rate of positions filled with succession candidates
- Completion rate of Individual Development Plans (IDPs)
- Staff survey result

Reward / appraisal

Offer competitive remuneration policies based on the achievement of transparent performance metrics (e.g. based on quality of work and impact upon the business, and not simply delivery against plan and business performance).

- Existence of transparent performance targets which combines qualitative and quantitative performance aspects
- Strong compensation differentiation, fully aligned with performance assessment
- Market comparisons

Process

Risk assessment, planning, execution and assurance

Maintain a medium-term strategy document that defines the high-level direction the function intends to develop in light of the firm's risk profile and market environment.	<ul style="list-style-type: none"> – Availability and annual update of strategy document
Be forward looking in its risk assessment process, through extensive use of anticipatory auditing processes, with strong awareness of the external environment, and be flexible in adapting its planned activities, sometimes rapidly, in the face of new and emerging risks.	<ul style="list-style-type: none"> – Existence and quality of execution of respective processes – Number of unplanned audits / targeted reviews and their results
Develop annual audit objectives based on a risk assessment accepted and approved by GIA's governing bodies. Maintain a risk-based 4-year plan that covers the entire audit universe and is driven by a bottom-up micro risk assessment of the firm's individual businesses.	<ul style="list-style-type: none"> – Achieve annual audit plan (subject to risk driven amendments) – Achieve targeted audit cycle across full audit universe – Results of backlog analysis
Continually reflect on and adapt processes to ensure that they remain fresh and relevant, through integrated quality assurance and learning programs.	<ul style="list-style-type: none"> – Existence of continuous improvement processes, including platforms for staff participation and respective PMM targets – Improvement of metrics – Feedback from IQA function
Conduct audit activities to obtain a variety of views of and form opinions on the control environment (e.g. within and across business units, functions, processes, and jurisdictions).	<ul style="list-style-type: none"> – Number of audit reviews completed – Number of themed and FtB audits – Number of group-wide audits
Produce reports (for individual audits and for governance bodies) that identify both root causes and consequences of issues and are delivered on a timely basis with clarity and impact.	<p>Qualitative Measures:</p> <ul style="list-style-type: none"> – Completing audits according to GIA's standards and guidance, measured by IQA – Quality and impact measured by internal stakeholder survey, feedback / assessment from regulators and external auditors as well as periodic external assessment <p>Quantitative Measures:</p> <ul style="list-style-type: none"> – Issue audit reports 25 business days after completion of audit fieldwork (on average) – Agree actions with management that address significant issues promptly, tactical measures completed within three months (90 calendar days)
Maintain effective Issue Assurance processes to evaluate the remediation of issues raised with a focus on the sustainability of remediated controls.	<p>Achieve operating effectiveness criteria:</p> <ul style="list-style-type: none"> – For issues rated 3, 4 or 5, review actions and issues closed by management during the month following the month of closure (desktop review) – For issues rated 4 or 5, perform in-depth review (including testing) within 120 calendar days to verify operating effectiveness and sustainability – Determine on a case-by-case basis whether a sustainability review will be performed within 6 to 12 months after issue closure – For Group Significant Operational Risk Issues (GSORIs) and Divisional Operational Significant Issues (DSORIs), provide assurance according to predefined assurance plans
Apply rapid and effective processes to escalate issues that require senior management attention.	<ul style="list-style-type: none"> – GIA to inform management as soon as a significant issue is identified – Management's response required within 10 days of being informed

Technology

Leverage technology throughout all audit and administrative processes with a goal to maximize efficiency and improve audit effectiveness.	<ul style="list-style-type: none"> – Systematic self-assessment (Process Board) – Staff survey feedback – Trend in efficiency measures (e.g. number of audits, PD consumption)
Leverage advanced data analytics in audit lifecycle (scoping, sampling and testing), in anticipatory auditing and risk analysis.	<ul style="list-style-type: none"> – Rate of advanced analytics used in audit execution, ratio of full population testing

Aspiration / Best practice	Performance criteria / measurement
Performance measurement / Quality Assurance	– Ability to identify risk trends early
Define and maintain a variety of performance measurements that are regularly reviewed and acted upon.	Qualitative targets: – Availability and quality of periodic MIS reports covering all KPIs, includes: <ul style="list-style-type: none"> ▪ Operate within agreed financial budgets, incl. within defined headcount targets ▪ Resource allocation targets between audit, audit-related and non-audit activities ▪ On average, complete audits in line with resource plans and budgets for both elapsed time and effort spent
Undertake regular self-review and monitor development in internal audit functions of peer organizations.	– Have dedicated IQA function – Perform regular peer comparison analytics (e.g. G25 comparison)

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