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# Business Combinations—Disclosures, Goodwill and Impairment

Comments to be received by 15 September 2020

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# **Business Combinations – Disclosures, Goodwill and Impairment**

*Comments to be received by 15 September 2020*

Discussion Paper *Business Combinations—Disclosures, Goodwill and Impairment* is published by the International Accounting Standards Board (Board) for comment only. Comments need to be received by **15 September 2020** and should be submitted in writing to the address below, by email to [commentletters@ifrs.org](mailto:commentletters@ifrs.org) or electronically using our 'Open for comment documents' page at: <https://www.ifrs.org/projects/open-for-comment/>.

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## Summary and invitation to comment

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### Why is the Board publishing this Discussion Paper?

- IN1 Mergers and acquisitions—referred to as business combinations in IFRS Standards—are often large transactions for the companies involved.<sup>1</sup> These transactions play a central role in the global economy, with deals announced in 2019 totalling in excess of \$4 trillion.<sup>2</sup> According to data extracted from Capital IQ in February 2020, goodwill amounted to \$8 trillion for all listed companies worldwide, accounting for around 18% of their total equity and 3% of their total assets.
- IN2 IFRS 3 *Business Combinations* specifies how companies must account for these transactions. The International Accounting Standards Board (Board) is carrying out a research project on Goodwill and Impairment, considering issues identified in a Post-implementation Review (PIR) of IFRS 3. (The purpose of a PIR is to identify whether a Standard is working as the Board intended.)
- IN3 The project’s objective is to explore whether companies can, at a reasonable cost, provide investors with more useful information about the acquisitions those companies make. Throughout this Discussion Paper, the term ‘investors’ refers to the primary users of financial statements, defined in the *Conceptual Framework for Financial Reporting* as existing and potential investors, lenders and other creditors.
- IN4 Better information would help investors assess the performance of companies that have made acquisitions. Better information would also be expected to help investors more effectively hold a company’s management to account for management’s decisions to acquire those businesses.
- IN5 The project considers the following topics identified in the PIR of IFRS 3:
- (a) disclosing information about acquisitions;
  - (b) testing goodwill for impairment—effectiveness and cost;
  - (c) whether to reintroduce amortisation of goodwill; and
  - (d) recognising intangible assets separately from goodwill.
- IN6 This Discussion Paper examines these topics and expresses the Board’s preliminary views on them. The Board’s objective is to decide whether it has compelling evidence that changes to IFRS Standards are necessary and would justify the cost of change.
- IN7 The Board would welcome feedback from all parties on all these topics. After considering feedback, the Board will decide whether and how to move forward with the project. The Board will also decide whether to change any of its preliminary views set out in this paper as it develops proposals. If the Board

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1 Throughout this Discussion Paper, the term ‘acquisition’ refers to a business combination within the scope of IFRS 3 *Business Combinations* and defined as a transaction or other event in which an acquirer obtains control of one or more businesses.

2 JPMorgan, ‘2020 Global M&A Outlook’, 2020, <https://www.jpmorgan.com/jpmpdf/1320748081210.pdf>, (accessed 7 February 2020).

decides to amend IFRS Standards, it will publish proposals in an exposure draft.

- IN8      Reviewing either IAS 36 *Impairment of Assets* or IAS 38 *Intangible Assets* in their entirety is beyond the scope of this project. If stakeholders would like the Board to consider adding such projects to its work plan, the Board encourages them to respond to the Board’s 2020 Agenda Consultation.<sup>3</sup>

### **What are the Board’s preliminary views?**

IN9      The Board’s preliminary views are that it:

- (a)      should develop proposals to enhance the disclosure objectives and requirements in IFRS 3 to improve the information provided to investors about an acquisition and its subsequent performance (Section 2);
- (b)      cannot design a different impairment test for cash-generating units containing goodwill that is significantly more effective than the impairment test in IAS 36 at recognising impairment losses on goodwill on a timely basis and at a reasonable cost (Section 3);
- (c)      should not reintroduce amortisation of goodwill (Section 3);
- (d)      should develop a proposal to help investors better understand companies’ financial positions by requiring companies to present on their balance sheets the amount of total equity excluding goodwill (Section 3);
- (e)      should develop proposals intended to reduce the cost and complexity of performing the impairment test by:
  - (i)      providing companies with relief from having to perform an annual quantitative impairment test for cash-generating units containing goodwill if there is no indication that an impairment may have occurred; and
  - (ii)     extending the same relief to companies for intangible assets with indefinite useful lives and intangible assets not yet available for use (Section 4);
- (f)      should develop proposals intended to reduce cost and complexity, and to provide more useful and understandable information by simplifying the requirements for estimating value in use by:
  - (i)      removing the restriction on including cash flows from a future uncommitted restructuring or from improving or enhancing an asset’s performance (Section 4); and
  - (ii)     permitting the use of post-tax cash flows and post-tax discount rates (Section 4); and

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<sup>3</sup> See [www.ifrs.org/projects/work-plan/2020-agenda-consultation/](http://www.ifrs.org/projects/work-plan/2020-agenda-consultation/).

- (g) should not change the range of identifiable intangible assets recognised separately from goodwill in an acquisition (Section 5).

**Who will be affected if the preliminary views are implemented?**

- IN10 If implemented, the Board’s preliminary views would enhance the information provided to investors about the subsequent performance of acquisitions.<sup>4</sup> IFRS Standards do not specifically require companies to provide information about whether an acquisition is meeting management’s expectations for that acquisition. This information would be expected to help investors assess performance and more effectively hold management to account for its acquisition decisions.
- IN11 Implementing the Board’s preliminary views would affect companies that acquire businesses. Such companies would have to provide investors with information on the subsequent performance of their acquisitions based on how management monitors those acquisitions.
- IN12 The Board would particularly welcome investors’ views on how useful the information about the subsequent performance of an acquisition would be and on whether implementing the Board’s preliminary views would provide the type of information that investors need. The Board would also like to understand the operational and cost implications of a requirement to disclose the information about the subsequent performance of an acquisition. If companies, auditors and regulators have concerns about these implications, the Board would welcome their suggestions for making the requirements more operable or less costly while still providing the information investors need. This would help the Board when it performs a cost-benefit analysis of any possible future requirements to disclose such information.
- IN13 The Discussion Paper also examines whether to reintroduce amortisation of goodwill. Reintroducing amortisation could reduce the costs of performing the impairment test for companies that recognise goodwill, but it could also reduce the usefulness of the information these companies provide to investors. The Board’s preliminary view is that it should not reintroduce amortisation, but the Board would welcome any new arguments or new evidence that stakeholders have on this topic.
- IN14 The Board accepts that both accounting models for goodwill—the impairment-only model in IAS 36 and an amortisation model—have limitations. The Board’s preliminary view is that there is no compelling evidence to justify once again changing the accounting for goodwill and the costs that such a change would entail. This Discussion Paper provides stakeholders with an opportunity to explain whether they agree with that preliminary view.

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<sup>4</sup> Throughout this document, terms such as ‘subsequent performance of an acquisition’ refer to the performance after the acquisition of the acquired business together with the performance of any other part of the acquirer’s business where synergies arise because of the acquisition.



IN15 Simplifying the impairment test would reduce the cost of performing the test for those companies that recognise goodwill, and could affect other companies because some of the preliminary views would amend impairment testing for all assets in the scope of IAS 36.

IN16 The Discussion Paper covers several important topics that will affect many investors, companies, auditors and regulators. Your responses will help the Board decide whether to develop proposals based on its preliminary views. Your responses will be most useful if you provide evidence to support your comments.

### **What does this Discussion Paper include?**

IN17 A summary of the Board’s preliminary views with the main reasons for them is provided in paragraphs IN18–IN49. The issues summarised in this section are discussed in further detail in Sections 2–5. Section 6 of the Discussion Paper outlines recent publications from two national standard-setters on similar topics:

- (a) an Invitation to Comment published by the US Financial Accounting Standards Board; and
- (b) a Research Report published by the Australian Accounting Standards Board.

### **Disclosures**

IN18 Investors have said they want to understand whether the price of an acquisition was reasonable and whether that acquisition has been successful. They say some companies do not provide enough useful information for those investors to fully understand an acquisition, despite the volume of disclosure requirements in IFRS 3.

IN19 They also say that companies typically do not provide enough information about the subsequent performance of the acquisition, because they are not specifically required to do so. Although the impairment test for cash-generating units that contain goodwill could provide some information about the subsequent performance of an acquisition, stakeholders have told the Board that this information is not timely. The impairment test cannot inform investors whether an acquisition has been a success (see paragraphs IN29–IN30).

IN20 The Board’s preliminary view is that it should require companies to disclose:

- (a) management’s objectives for an acquisition;
- (b) the metrics that management will use to monitor whether the objectives of the acquisition are being met;
- (c) the extent to which management’s objectives for the acquisition are being met in subsequent reporting periods, using those metrics; and
- (d) other information, reflecting possible targeted improvements to the disclosure objectives and disclosure requirements of IFRS 3.

- IN21 Because the cost of an acquisition is often large relative to the value of the acquiring company, and the implications of failure are therefore often significant, the Board presumes that the management of the acquiring company monitors an acquisition internally and is aware of how well an acquisition is performing against management's expectations for it. The Board takes the view that a company should be required to provide investors with information that its management uses to monitor an acquisition, even if that information is about the combined business because the acquired business has been integrated. If management does not monitor an acquisition, the Board suggests that companies should be required to make investors aware of that fact.
- IN22 The Board's preliminary view is that the information disclosed, and the acquisitions for which the information is disclosed, should be the information and those acquisitions that the company's chief operating decision maker reviews.<sup>5</sup> The Board expects that this would provide the most important information about the most important acquisitions.
- IN23 The Board does not intend to prescribe specific metrics to be disclosed because, in its view, no single metric could provide investors with adequate information for evaluating the subsequent performance of all acquisitions.
- IN24 The Board's preliminary view on disclosures is central to its package of preliminary views, the overall aim of which is for companies to provide investors with better information about acquisitions and with a better understanding of the economics of these transactions.

**Can the impairment test be made more effective?**

- IN25 IAS 36 requires companies to test cash-generating units containing goodwill for impairment at least annually. However, some stakeholders told the Board that impairment losses on goodwill are sometimes recognised too late, long after the events that caused those losses. This could be because:
- (a) estimates of cash flows may sometimes be too optimistic.
  - (b) goodwill is shielded from impairment by—for example, the headroom of a business with which an acquired business is combined. The headroom of a business is the amount by which its recoverable amount exceeds the carrying amount of its recognised net assets. This headroom can mask impairment of acquired goodwill when a company tests the combined business for impairment because any reduction in the recoverable amount of the combined business is first absorbed by that headroom.
- IN26 The Board's view is that if estimates of cash flows are too optimistic, this is best addressed by auditors and regulators, not by changing IFRS Standards.

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<sup>5</sup> Paragraph 7 of IFRS 8 *Operating Segments* discusses the meaning of the term 'chief operating decision maker'.

**What is goodwill?**

IFRS 3 defines goodwill as an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised.

A company can either generate goodwill internally or acquire goodwill in a business combination. However, a company recognises only acquired goodwill on its balance sheet. Internally generated goodwill is not recognised on the balance sheet as an asset.

A company recognises acquired goodwill on its balance sheet when the price the company pays for another company is more than the net value of the individual assets and liabilities of the acquired business that the acquirer recognises for accounting purposes on its balance sheet at the date of acquisition.

A company may be willing to pay more than the net value of the individually recognised assets and liabilities for several reasons including:

- the acquirer may expect the acquired business to continue generating returns beyond those future returns embodied in the value of the assets recognised individually on acquisition, through the ability of the acquired business to continue to develop new products and find new customers—for example, because of its established processes, competitive position and culture. This is often called going concern value.
- the acquirer may expect additional benefits from combining the acquired business with its own business. For example, the acquirer may expect to sell more of its own products in a particular country because of established sales and distribution networks of the acquired business. Alternatively, because of the purchasing power of the combined business, the acquirer may expect cost savings from future contract negotiations. These additional benefits are commonly called synergies.

In developing IFRS 3, the Board identified two principal components of goodwill which correspond to these reasons:

- the going concern component of the acquiree's business. The fair value of the going concern component is the excess value of the acquired business over the net value of the individual assets and liabilities of the acquired business. It represents the goodwill that was either generated internally by the acquiree or acquired by the acquiree in prior acquisitions.

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- the expected synergies and other benefits from combining the acquirer's and acquiree's businesses. The fair value of the expected synergies and other benefits represents the excess assembled value the acquirer expects the combination to create (paragraphs BC312–BC318 of the Basis for Conclusions on IFRS 3).

Although the amendments made to IAS 38 in 2004 and 2008 require more intangible assets to be recognised separately from goodwill in a business combination, some resources are included in goodwill—for example, an assembled workforce.

The Board has previously concluded that, because goodwill cannot be measured directly, it needs to be measured as a residual: the difference between the price a company agrees to pay and the net value of the individually recognised assets and liabilities of the acquired business (paragraph BC328 of the Basis for Conclusions on IFRS 3).

Because companies measure goodwill as a residual, the measurement of goodwill could include other items beyond the two principal components. For example, if the acquirer overpays or underpays for the acquired business, the measurement of goodwill includes that difference.

Measurement differences are another factor that can affect the amount of goodwill that is recognised on acquisition. For example, IFRS 3 requires defined benefit pension liabilities to be measured in accordance with IAS 19 *Employee Benefits* at an amount that is likely to be different from their fair value. The measurement of goodwill on acquisition includes this difference.

- IN27 Some stakeholders may believe that the impairment test directly tests goodwill or that it should test goodwill directly, and this belief may have caused some of the concerns that the impairment test may not be effective. However, the impairment test only indirectly tests goodwill for impairment as part of the impairment test for cash-generating units that contain the goodwill.
- IN28 Therefore, the Board considered whether it could design an impairment test that is still indirect, but targets the acquired goodwill more effectively by reducing the effect of shielding. After extensive work, the Board concluded that significantly improving the effectiveness of the impairment test for goodwill at a reasonable cost is not feasible.
- IN29 Because goodwill does not generate independent cash flows and cannot be measured directly, it must be tested for impairment with other assets. Therefore, some shielding is always likely to occur.
- IN30 Estimates of cash flows will always be subject to management judgement, but if applied well, the test is expected to meet its objective of ensuring that the combined assets, including goodwill, are carried at no more than their combined recoverable amount. Although the impairment test cannot always provide a timely signal that the performance of an acquisition is not meeting management's expectations, the absence of such a signal does not mean the

test has failed. The Board's preliminary view on disclosures discussed in paragraphs IN18–IN24 is intended to meet the need for timely information about the subsequent performance of acquisitions.

### **Amortisation**

- IN31 The Board concluded that it could not significantly improve the effectiveness of the approach in IAS 36 for testing goodwill for impairment at a reasonable cost. Information about the subsequent performance of an acquisition would be provided by implementing the Board's preliminary view on disclosures discussed in paragraphs IN18–IN24. The Board therefore considered whether to develop a proposal to reintroduce amortisation of goodwill.<sup>6</sup>
- IN32 Amortisation could be a simple way for a company to reduce the carrying amount of goodwill and take some pressure off the impairment test. It could help resolve the concerns of stakeholders who believe the carrying amount of goodwill can be overstated because of the inherent limitations of any impairment test (see paragraphs IN25–IN30).
- IN33 In considering whether to reintroduce amortisation of goodwill, different Board members place different weight on different arguments. Some of the main arguments Board members considered in reaching their views are summarised in paragraphs IN34–IN35.
- IN34 In the view of some Board members, the Board should reintroduce amortisation because:
- (a) it has not proved feasible to design an impairment test that is significantly more effective at recognising impairment losses on goodwill on a timely basis. In their view, the Board should reintroduce amortisation to respond to the PIR of IFRS 3 feedback that the impairment test is not robust enough to recognise impairment losses on goodwill on a timely basis.
  - (b) carrying amounts of goodwill around the world have been increasing. Some Board members see this as evidence that without amortisation management is not being properly held to account for its acquisition decisions and that amortisation is needed to maintain the integrity and reputation of financial reporting.
  - (c) goodwill is a wasting asset with a finite useful life, and reintroducing amortisation is the only way to depict that goodwill is being consumed.
- IN35 In the view of other Board members, the Board should not reintroduce amortisation and should instead retain the impairment-only approach because:
- (a) although the impairment test does not test goodwill directly, recognising an impairment loss provides important confirmatory information, even if delayed, that confirms investors' earlier assessments that those losses have occurred, helping hold

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<sup>6</sup> If the Board were to reintroduce amortisation, it would still be necessary to test whether goodwill is impaired.

management to account. The useful life of goodwill cannot be estimated, so any amortisation expense would be arbitrary. Therefore, investors would ignore it and amortisation could not be used to hold management to account for its acquisition decisions.

- (b) the Board should not reintroduce amortisation solely because of concerns that the impairment test is not being applied rigorously or simply to reduce goodwill carrying amounts. In the view of some Board members, goodwill could be increasing for many reasons—for example, because of the changing nature of the economy and greater value being generated by unrecognised intangible assets.
- (c) the Board has no compelling evidence that amortising goodwill would significantly improve the information provided to investors or, particularly in the first few years after an acquisition, significantly reduce the cost of performing the impairment test.

IN36 Regardless of whether amortisation is reintroduced or the impairment-only approach is retained, accounting for goodwill cannot provide information about the success of an acquisition. The Board's preliminary view is that it should require disclosures on the subsequent performance of an acquisition (see paragraph IN20). These disclosures would provide investors with more direct information about an acquisition's success or lack of success. If the impairment-only approach is retained, the disclosures could help meet concerns that the impairment test is not designed to provide a timely signal about the performance of an acquisition. If amortisation is reintroduced, the disclosures could help meet concerns about any potential loss of useful information from the impairment test.

IN37 The Board accepts that both accounting models for goodwill—an impairment-only model and an amortisation model—have limitations. No impairment test has been identified that can test goodwill directly, and for amortisation it is difficult to estimate the useful life of goodwill and the pattern in which it diminishes.

IN38 The Board's preliminary view is that it should retain the impairment-only model and not reintroduce amortisation. However, the majority for this decision was small: eight of 14 Board members voted in favour. Therefore, the Board would particularly like stakeholders' views on this topic.

IN39 Stakeholders have always had strongly held and divergent views on whether goodwill should be required to be amortised. Simply repeating the well-known arguments for these views is unlikely to move the debate forward; therefore, the Board would welcome feedback that provides new practical or conceptual arguments, together with evidence for these arguments and suggestions identifying arguments which should be given more weight and why. The Board is also interested in whether stakeholders' views depend on other components of the package of the Board's preliminary views as discussed in paragraphs IN50–IN53.

IN40 Feedback on this Discussion Paper will help the Board decide whether it has compelling evidence that it should change IFRS Standards again regarding this topic. To fulfil its role as a standard-setter, the Board needs to be satisfied that any decisions it makes now will not be reopened again within a few years—frequent changes back and forth between the different approaches would not help any stakeholders.

#### **Highlighting the impact of goodwill**

IN41 In the Board's preliminary view, companies should be required to present on their balance sheets the amount of total equity excluding goodwill, as illustrated in the Appendix to this Discussion Paper. This improved transparency would be expected to enhance investors' understanding of a company's financial position. The Board considers this improved transparency important because the impairment test cannot test goodwill directly and because goodwill is different from other assets—for example, goodwill cannot be sold separately or measured directly.

#### **Relief from the annual impairment test**

IN42 The Board's preliminary view is that it should remove the requirement for a company to perform an annual quantitative impairment test for cash-generating units containing goodwill. A company would not be required to perform a quantitative test unless there is an indication that an impairment may have occurred. A company would still need to assess at the end of each reporting period whether there is any such indication. The Board expects that this relief would reduce the cost of testing goodwill for impairment.

IN43 Some Board members favour providing such relief only if the Board also reintroduces amortisation of goodwill. In their view, removing the requirement for an annual test of goodwill would make impairment tests less robust.

IN44 Nevertheless, a small majority of Board members favours this relief even though the Board's preliminary view is that it should not reintroduce amortisation. In the view of those Board members, providing relief would reduce the cost of the test while making the test only marginally less robust. This is because performing the test every year cannot remove the shielding that can occur in an impairment test for cash-generating units. The benefits of testing for impairment when there is no indicator of impairment are minimal and so do not justify the cost in those cases.

#### **Value in use**

IN45 The Board's preliminary view is that it should improve the way companies estimate value in use:

- (a) so that companies include cash flows from a future uncommitted restructuring or from improving or enhancing an asset's performance; and
- (b) to allow companies to use post-tax cash flows and post-tax discount rates.

IN46 These improvements would be expected to reduce the cost and complexity of performing impairment tests and to provide more useful and understandable information. The improvements could also make the test easier to perform and therefore could make the impairment test easier to audit and enforce.

**Intangible assets**

IN47 IFRS 3 and the amendments to IAS 38 broadened the range of intangible assets recognised separately in an acquisition, rather than being included in goodwill. Stakeholders' views differ on the benefits of recognising identifiable intangible assets separately, particularly in relation to customer relationships and brands.

IN48 Some say separate recognition helps to explain what companies have bought. Others question whether the information is useful, because similar intangible assets generated internally are not recognised and because some intangible assets are difficult to value. The views of preparers of financial statements (preparers) on the cost of separate recognition also vary.

IN49 Because of the varying views on how useful and costly this information is, the Board has no compelling evidence that it should change the range of intangible assets recognised in an acquisition.

**Costs and benefits**

IN50 The Board's preliminary views set out in this Discussion Paper form a package and are interconnected. The Board considered the links when considering the package and whether it would meet the project's objective. The Board asks that when stakeholders assess what best meets the project's objective, they also consider these links. For example:

- (a) views on amortisation may partly depend on views on whether the impairment test is effective at the timely recognition of impairment losses on goodwill, or can be made more effective.
- (b) views on whether to keep the mandatory annual quantitative impairment test may partly depend on views on whether amortisation of goodwill should be reintroduced.
- (c) views on whether to introduce changes that may reduce costs to companies by providing relief from the mandatory annual quantitative impairment test may partly depend on views on whether to require additional disclosures about an acquisition and its subsequent performance; providing such disclosures would increase costs to companies.
- (d) views on amortisation and on simplifications of the impairment test may partly depend on views on whether to require additional disclosures about an acquisition and its subsequent performance. These disclosures could reduce reliance on the impairment test to provide information about the performance of an acquisition.



- (e) views on whether to include some intangible assets in goodwill may partly depend on views on whether amortisation of goodwill should be reintroduced.

IN51 In reaching its preliminary views, the Board considered the expected benefits and expected costs of the overall package. Moreover, although the Board's preliminary views would, if implemented, meet the project's objective in paragraph IN3, some of these preliminary views would also have drawbacks which the Board has had to consider in reaching its preliminary views. For example:

- (a) introducing the new disclosures would increase costs for companies;
- (b) applying the relief from the annual quantitative impairment test could reduce the robustness of the impairment test and could result in the loss of disclosures linked to the impairment test; and
- (c) changing the method of estimating value in use to include cash flows from a future uncommitted restructuring or from improving or enhancing an asset's performance could increase the risk that management may use inputs that are too optimistic in estimating value in use.

IN52 The Board expects that this package of preliminary views would, if implemented, provide investors with more useful information about acquisitions. This information would help investors to assess performance and more effectively hold management to account for its acquisition decisions. These improvements can be achieved at a reasonable cost when taken together with other elements of the package that, in the Board's view, would help to reduce the cost and complexity of the impairment test, without depriving investors of useful information.

IN53 In the Board's view this package of preliminary views is the most cost-effective response to the range of views expressed by stakeholders in the PIR of IFRS 3 about investor needs, benefits and costs in accounting for acquisitions and goodwill. This Discussion Paper contains the Board's preliminary assessment of the benefits and costs of its preliminary views. The Board would welcome feedback that helps it make this assessment more complete.

### **What are the next steps?**

IN54 The views expressed in this Discussion Paper are preliminary and may change. The Board will consider the comments received in response to this Discussion Paper before deciding whether to develop an exposure draft containing proposals to implement any or all of its preliminary views.

### Invitation to comment

The Board invites comments on its Discussion Paper *Business Combinations—Disclosures, Goodwill and Impairment*, particularly on the questions set out below and repeated in the relevant sections of the Discussion Paper. Comments are most helpful if they:

- (a) answer the questions as stated;
- (b) indicate the specific paragraphs of the Discussion Paper to which they relate;
- (c) contain a clear rationale and provide evidence to support that rationale;
- (d) identify any wording in the proposals that is difficult to translate; and
- (e) include any alternative the Board should consider, if applicable.

The Board is requesting comments only on matters addressed in this Discussion Paper.

### Questions for respondents

<b>Question 1</b>
<p>Paragraph 1.7 summarises the objective of the Board’s research project. Paragraph IN9 summarises the Board’s preliminary views. Paragraphs IN50–IN53 explain that these preliminary views are a package and those paragraphs identify some of the links between the individual preliminary views.</p> <p>The Board has concluded that this package of preliminary views would, if implemented, meet the objective of the project. Companies would be required to provide investors with more useful information about the businesses those companies acquire. The aim is to help investors to assess performance and more effectively hold management to account for its decisions to acquire those businesses. The Board is of the view that the benefits of providing that information would exceed the costs of providing it.</p> <ul style="list-style-type: none"> <li>(a) Do you agree with the Board’s conclusion? Why or why not? If not, what package of decisions would you propose and how would that package meet the project’s objective?</li> <li>(b) Do any of your answers depend on answers to other questions? For example, does your answer on relief from a mandatory quantitative impairment test for goodwill depend on whether the Board reintroduces amortisation of goodwill? Which of your answers depend on other answers and why?</li> </ul>

**Question 2**

Paragraphs 2.4–2.44 discuss the Board’s preliminary view that it should add new disclosure requirements about the subsequent performance of an acquisition.

- (a) Do you think those disclosure requirements would resolve the issue identified in paragraph 2.4—investors’ need for better information on the subsequent performance of an acquisition? Why or why not?
- (b) Do you agree with the disclosure proposals set out in (i)–(vi) below? Why or why not?
- (i) A company should be required to disclose information about the strategic rationale and management’s (the chief operating decision maker’s (CODM’s)) objectives for an acquisition as at the acquisition date (see paragraphs 2.8–2.12). Paragraph 7 of IFRS 8 *Operating Segments* discusses the term ‘chief operating decision maker’.
- (ii) A company should be required to disclose information about whether it is meeting those objectives. That information should be based on how management (CODM) monitors and measures whether the acquisition is meeting its objectives (see paragraphs 2.13–2.40), rather than on metrics prescribed by the Board.
- (iii) If management (CODM) does not monitor an acquisition, the company should be required to disclose that fact and explain why it does not do so. The Board should not require a company to disclose any metrics in such cases (see paragraphs 2.19–2.20).
- (iv) A company should be required to disclose the information in (ii) for as long as its management (CODM) continues to monitor the acquisition to see whether it is meeting its objectives (see paragraphs 2.41–2.44).
- (v) If management (CODM) stops monitoring whether those objectives are being met before the end of the second full year after the year of acquisition, the company should be required to disclose that fact and the reasons why it has done so (see paragraphs 2.41–2.44).
- (vi) If management (CODM) changes the metrics it uses to monitor whether the objectives of the acquisition are being met, the company should be required to disclose the new metrics and the reasons for the change (see paragraph 2.21).

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<b>Question 2</b>	
(c)	Do you agree that the information provided should be based on the information and the acquisitions a company's CODM reviews (see paragraphs 2.33–2.40)? Why or why not? Are you concerned that companies may not provide material information about acquisitions to investors if their disclosures are based on what the CODM reviews? Are you concerned that the volume of disclosures would be onerous if companies' disclosures are not based on the acquisitions the CODM reviews?
(d)	Could concerns about commercial sensitivity (see paragraphs 2.27–2.28) inhibit companies from disclosing information about management's (CODM's) objectives for an acquisition and about the metrics used to monitor whether those objectives are being met? Why or why not? Could commercial sensitivity be a valid reason for companies not to disclose some of that information when investors need it? Why or why not?
(e)	Paragraphs 2.29–2.32 explain the Board's view that the information setting out management's (CODM's) objectives for the acquisition and the metrics used to monitor progress in meeting those objectives is not forward-looking information. Instead, the Board considers the information would reflect management's (CODM's) targets at the time of the acquisition. Are there any constraints in your jurisdiction that could affect a company's ability to disclose this information? What are those constraints and what effect could they have?

<b>Question 3</b>	
Paragraphs 2.53–2.60 explain the Board's preliminary view that it should develop, in addition to proposed new disclosure requirements, proposals to add disclosure objectives to provide information to help investors to understand:	
<ul style="list-style-type: none"> <li>• the benefits that a company's management expected from an acquisition when agreeing the price to acquire a business; and</li> <li>• the extent to which an acquisition is meeting management's (CODM's) objectives for the acquisition.</li> </ul>	
Do you agree with the Board's preliminary view? Why or why not?	

**Question 4**

Paragraphs 2.62–2.68 and paragraphs 2.69–2.71 explain the Board’s preliminary view that it should develop proposals:

- to require a company to disclose:
  - a description of the synergies expected from combining the operations of the acquired business with the company’s business;
  - when the synergies are expected to be realised;
  - the estimated amount or range of amounts of the synergies; and
  - the expected cost or range of costs to achieve those synergies; and
- to specify that liabilities arising from financing activities and defined benefit pension liabilities are major classes of liabilities.

Do you agree with the Board’s preliminary view? Why or why not?

**Question 5**

IFRS 3 *Business Combinations* requires companies to provide, in the year of acquisition, pro forma information that shows the revenue and profit or loss of the combined business for the current reporting period as though the acquisition date had been at the beginning of the annual reporting period.

Paragraphs 2.82–2.87 explain the Board’s preliminary view that it should retain the requirement for companies to prepare this pro forma information.

- (a) Do you agree with the Board’s preliminary view? Why or why not?
- (b) Should the Board develop guidance for companies on how to prepare the pro forma information? Why or why not? If not, should the Board require companies to disclose how they prepared the pro forma information? Why or why not?

IFRS 3 also requires companies to disclose the revenue and profit or loss of the acquired business after the acquisition date, for each acquisition that occurred during the reporting period.

Paragraphs 2.78–2.81 explain the Board’s preliminary view that it should develop proposals:

- to replace the term ‘profit or loss’ with the term ‘operating profit before acquisition-related transaction and integration costs’ for both the pro forma information and information about the acquired business after the acquisition date. Operating profit or loss would be defined as in the Exposure Draft *General Presentation and Disclosures*.
- to add a requirement that companies should disclose the cash flows from operating activities of the acquired business after the acquisition date, and of the combined business on a pro forma basis for the current reporting period.

- (c) Do you agree with the Board’s preliminary view? Why or why not?

**Question 6**

As discussed in paragraphs 3.2–3.52, the Board investigated whether it is feasible to make the impairment test for cash-generating units containing goodwill significantly more effective at recognising impairment losses on goodwill on a timely basis than the impairment test set out in IAS 36 *Impairment of Assets*. The Board’s preliminary view is that this is not feasible.

- (a) Do you agree that it is not feasible to design an impairment test that is significantly more effective at the timely recognition of impairment losses on goodwill at a reasonable cost? Why or why not?
- (b) If you do not agree, how should the Board change the impairment test? How would those changes make the test significantly more effective? What cost would be required to implement those changes?
- (c) Paragraph 3.20 discusses two reasons for the concerns that impairment losses on goodwill are not recognised on a timely basis: estimates that are too optimistic; and shielding. In your view, are these the main reasons for those concerns? Are there other main reasons for those concerns?
- (d) Should the Board consider any other aspects of IAS 36 in this project as a result of concerns raised in the Post-implementation Review (PIR) of IFRS 3?

**Question 7**

Paragraphs 3.86–3.94 summarise the reasons for the Board’s preliminary view that it should not reintroduce amortisation of goodwill and instead should retain the impairment-only model for the subsequent accounting for goodwill.

- (a) Do you agree that the Board should not reintroduce amortisation of goodwill? Why or why not? (If the Board were to reintroduce amortisation, companies would still need to test whether goodwill is impaired.)
- (b) Has your view on amortisation of goodwill changed since 2004? What new evidence or arguments have emerged since 2004 to make you change your view, or to confirm the view you already had?
- (c) Would reintroducing amortisation resolve the main reasons for the concerns that companies do not recognise impairment losses on goodwill on a timely basis (see Question 6(c))? Why or why not?
- (d) Do you view acquired goodwill as distinct from goodwill subsequently generated internally in the same cash-generating units? Why or why not?

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<b>Question 7</b>	
(e)	If amortisation were to be reintroduced, do you think companies would adjust or create new management performance measures to add back the amortisation expense? (Management performance measures are defined in the Exposure Draft <i>General Presentation and Disclosures</i> .) Why or why not? Under the impairment-only model, are companies adding back impairment losses in their management performance measures? Why or why not?
(f)	If you favour reintroducing amortisation of goodwill, how should the useful life of goodwill and its amortisation pattern be determined? In your view how would this contribute to making the information more useful to investors?

<b>Question 8</b>	
Paragraphs 3.107–3.114 explain the Board’s preliminary view that it should develop a proposal to require companies to present on their balance sheets the amount of total equity excluding goodwill. The Board would be likely to require companies to present this amount as a free-standing item, not as a subtotal within the structure of the balance sheet (see the Appendix to this Discussion Paper).	
(a)	Should the Board develop such a proposal? Why or why not?
(b)	Do you have any comments on how a company should present such an amount?

<b>Question 9</b>	
Paragraphs 4.32–4.34 summarise the Board’s preliminary view that it should develop proposals to remove the requirement to perform a quantitative impairment test every year. A quantitative impairment test would not be required unless there is an indication of impairment. The same proposal would also be developed for intangible assets with indefinite useful lives and intangible assets not yet available for use.	
(a)	Should the Board develop such proposals? Why or why not?
(b)	Would such proposals reduce costs significantly (see paragraphs 4.14–4.21)? If so, please provide examples of the nature and extent of any cost reduction. If the proposals would not reduce costs significantly, please explain why not.
(c)	In your view, would the proposals make the impairment test significantly less robust (see paragraphs 4.22–4.23)? Why or why not?

**Question 10**

The Board's preliminary view is that it should develop proposals:

- to remove the restriction in IAS 36 that prohibits companies from including some cash flows in estimating value in use – cash flows arising from a future uncommitted restructuring, or from improving or enhancing the asset's performance (see paragraphs 4.35–4.42); and
- to allow companies to use post-tax cash flows and post-tax discount rates in estimating value in use (see paragraphs 4.46–4.52).

The Board expects that these changes would reduce the cost and complexity of impairment tests and provide more useful and understandable information.

- (a) Should the Board develop such proposals? Why or why not?
- (b) Should the Board propose requiring discipline, in addition to the discipline already required by IAS 36, in estimating the cash flows that are the subject of this question? Why or why not? If so, please describe how this should be done and state whether this should apply to all cash flows included in estimates of value in use, and why.

**Question 11**

Paragraph 4.56 summarises the Board's preliminary view that it should not further simplify the impairment test.

- (a) Should the Board develop any of the simplifications summarised in paragraph 4.55? If so, which simplifications and why? If not, why not?
- (b) Can you suggest other ways of reducing the cost and complexity of performing the impairment test for goodwill, without making the information provided less useful to investors?

**Question 12**

Paragraphs 5.4–5.27 explain the Board's preliminary view that it should not develop a proposal to allow some intangible assets to be included in goodwill.

- (a) Do you agree that the Board should not develop such a proposal? Why or why not?
- (b) If you do not agree, which of the approaches discussed in paragraph 5.18 should the Board pursue, and why? Would such a change mean that investors would no longer receive useful information? Why or why not? How would this reduce complexity and reduce costs? Which costs would be reduced?
- (c) Would your view change if amortisation of goodwill were to be reintroduced? Why or why not?



**Question 13**

IFRS 3 is converged in many respects with US generally accepted accounting principles (US GAAP). For example, in accordance with both IFRS 3 and US GAAP for public companies, companies do not amortise goodwill. Paragraphs 6.2–6.13 summarise an Invitation to Comment issued by the US Financial Accounting Standards Board (FASB).

Do your answers to any of the questions in this Discussion Paper depend on whether the outcome is consistent with US GAAP as it exists today, or as it may be after the FASB's current work? If so, which answers would change and why?

**Question 14**

Do you have any other comments on the Board's preliminary views presented in this Discussion Paper? Should the Board consider any other topics in response to the PIR of IFRS 3?

**Deadline**

The Board will consider all comments received in writing by 15 September 2020.

**How to comment**

We prefer to receive your comments online. However, you may submit comments using any of the following methods:

Online	Visit the 'Open for comment documents' page at: <a href="https://www.ifrs.org/projects/open-for-comment/">https://www.ifrs.org/projects/open-for-comment/</a>
By email	Send to: <a href="mailto:commentletters@ifrs.org">commentletters@ifrs.org</a>
By post	IFRS Foundation Columbus Building 7 Westferry Circus Canary Wharf London E14 4HD United Kingdom

Your comments will be on the public record and posted on our website unless you request confidentiality and we grant your request. We do not normally grant such requests unless they are supported by a good reason, for example, commercial confidence. Please see our website for details on this policy and on how we use your personal data.

## Section 1—Introduction

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### Background

- 1.1 The Board issued IFRS 3 *Business Combinations* in 2004 and revised it in 2008. The Board also made related amendments to IAS 27 *Consolidated and Separate Financial Statements* (as IAS 27 was then titled), IAS 36 *Impairment of Assets* and IAS 38 *Intangible Assets*.
- 1.2 This Discussion Paper considers matters relating to the following changes made by the Board in 2004 and 2008:
- (a) the removal of the previous requirement to amortise goodwill, replacing this with a requirement for an annual quantitative test for impairment;
  - (b) the removal of the previous requirement to amortise all intangible assets, replacing this with a requirement for intangible assets with indefinite useful lives not to be amortised and to be subject to an annual quantitative test for impairment; and
  - (c) the broadening of the range of intangible assets recognised separately in an acquisition, rather than included in goodwill.
- 1.3 In 2013 and 2014 the Board carried out a Post-implementation Review (PIR) of IFRS 3 to assess whether IFRS 3 was working as the Board intended. The PIR of IFRS 3 also covered the related amendments to IAS 27, IAS 36 and IAS 38. The findings were summarised in the Report and Feedback Statement *Post-implementation Review of IFRS 3 Business Combinations* issued in 2015.<sup>7</sup>
- 1.4 Stakeholders raised concerns about some aspects of the accounting for acquisitions. Thus, as a result of the PIR of IFRS 3, the Board started:
- (a) a project that clarified and narrowed the definition of a business. That definition determines when the requirements of IFRS 3 apply. The Board completed this project in 2018 by issuing *Definition of a Business* (Amendments to IFRS 3).
  - (b) a research project on Goodwill and Impairment, which is the subject of this Discussion Paper.

### What has the Board learned from stakeholders?

- 1.5 Table 1.1 summarises feedback on the PIR of IFRS 3 in the areas considered in this Discussion Paper. The Board has subsequently received similar feedback from meetings with a range of stakeholders.

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<sup>7</sup> See <http://cm.ifrs.org/-/media/project/pir-ifrs-3/published-documents/pir-ifrs-3-report-feedback-statement.pdf>.

**Table 1.1 Feedback from the PIR of IFRS 3**

<b>Area</b>	<b>Feedback</b>
Disclosures	<p>Many investors said they often have difficulty assessing the subsequent performance of an acquisition.</p> <p>Some investors wanted pro forma prior year comparative information for trend analyses.</p> <p>Many preparers found it difficult to disclose the pro forma revenue and profit or loss of the combined entity as though the acquisition had occurred at the start of the reporting period because information on periods prior to acquisition is not always readily available.</p>
Impairment of goodwill and intangible assets with indefinite useful lives	<p>Stakeholders had different views on the impairment-only approach to goodwill.</p> <p>Some investors said this approach provided useful information, because it helped them assess management's stewardship. They also said the information provided by the impairment test had confirmatory value.</p> <p>Many stakeholders described the impairment test as complex, time-consuming and expensive and said it requires companies to make difficult judgements. Many stakeholders said there is a time lag between an impairment occurring and recognition of an impairment loss in a company's financial statements.</p> <p>Many stakeholders suggested reintroducing amortisation.</p>
Recognition of intangible assets separately from goodwill	<p>Investors had mixed views on the usefulness of recognising intangible assets separately from goodwill.</p> <p>Some investors said identifying and measuring additional intangible assets is highly subjective. However, others said it provides insight into the components of the acquired business and the reasons for the acquisition.</p> <p>Stakeholders said that identifying some intangible assets is difficult. They also said valuation methods are complex and subjective.</p>

## Objective of the Goodwill and Impairment research project

- 1.6 In response to stakeholder feedback, the Board researched whether:
- (a) companies can provide better information on acquisitions to investors, in particular, information on the subsequent performance of an acquisition (Section 2);
  - (b) it could make the impairment test more effective at recognising impairment losses on goodwill on a timely basis at a reasonable cost (Section 3);
  - (c) it should reintroduce amortisation of goodwill (Section 3);
  - (d) it should amend the impairment test to reduce its cost and complexity (Section 4); and
  - (e) it should include some intangible assets within goodwill (Section 5).
- 1.7 The Board's overall objective is to explore whether companies can, at a reasonable cost, provide investors with more useful information about the acquisitions those companies make. Better information would help investors assess the performance of companies that have made acquisitions. Better information would also be expected to help investors more effectively hold a company's management to account for management's decisions to acquire those businesses.

## Terms used in this Discussion Paper

- 1.8 The following terms used in this Discussion Paper are already defined or described in IFRS Standards:

<b>acquiree</b>	the business or businesses that the acquirer obtains control of in a business combination.
<b>acquirer</b>	the entity that obtains control of the acquiree.
<b>business combination</b>	a transaction or other event in which an acquirer obtains control of one or more businesses.
<b>carrying amount</b>	the amount at which an asset or liability is recognised in the statement of financial position.
<b>cash-generating unit</b>	the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or group of assets.
<b>chief operating decision maker</b>	a function that allocates resources to and assesses the performance of the operating segments of an entity; often the chief operating decision maker of a company is its chief executive officer or chief operating officer but, for example, it may be a group of executive directors or others.

<b>costs of disposal</b>	the incremental costs directly attributable to the disposal of an asset, excluding finance costs and income tax expense.
<b>fair value</b>	the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.
<b>goodwill</b>	an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognised.
<b>impairment loss</b>	the amount by which the carrying amount of an asset or a cash-generating unit exceeds its recoverable amount.
<b>material information</b>	information is material if omitting, misstating or obscuring it could reasonably be expected to influence decisions that the primary users of general purpose financial reports make on the basis of those reports, which provide financial information about a specific reporting entity.
<b>recoverable amount of an asset or cash-generating unit</b>	the higher of its fair value less costs of disposal and its value in use.
<b>restructuring</b>	a programme that is planned and controlled by management, and materially changes either: <ul style="list-style-type: none"> <li>(a) the scope of a business undertaken by an entity; or</li> <li>(b) the manner in which that business is conducted.</li> </ul>
<b>value in use</b>	the present value of the future cash flows expected to be derived from an asset or cash-generating unit.

1.9 The following terms are also used in the Discussion Paper, but are not defined in IFRS Standards:

<b>headroom</b>	the amount by which the recoverable amount of a cash-generating unit exceeds the carrying amount of its recognised net assets. Headroom comprises: <ul style="list-style-type: none"> <li>(a) internally generated goodwill;</li> <li>(b) unrecognised differences between the carrying amounts of recognised assets and liabilities and their recoverable amounts; and</li> <li>(c) unrecognised assets and liabilities.</li> </ul>
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**subsequent performance of an acquisition** the performance after the acquisition of the acquired business together with the performance of any other part of the acquirer’s business where synergies arise because of the acquisition.

## Questions for respondents

<b>Question 1</b>	
<p>Paragraph 1.7 summarises the objective of the Board’s research project. Paragraph IN9 summarises the Board’s preliminary views. Paragraphs IN50–IN53 explain that these preliminary views are a package and those paragraphs identify some of the links between the individual preliminary views.</p> <p>The Board has concluded that this package of preliminary views would, if implemented, meet the objective of the project. Companies would be required to provide investors with more useful information about the businesses those companies acquire. The aim is to help investors to assess performance and more effectively hold management to account for its decisions to acquire those businesses. The Board is of the view that the benefits of providing that information would exceed the costs of providing it.</p>	
(a)	<p>Do you agree with the Board’s conclusion? Why or why not? If not, what package of decisions would you propose and how would that package meet the project’s objective?</p>
(b)	<p>Do any of your answers depend on answers to other questions? For example, does your answer on relief from a mandatory quantitative impairment test for goodwill depend on whether the Board reintroduces amortisation of goodwill? Which of your answers depend on other answers and why?</p>

## Section 2—Improving disclosures about acquisitions

### Section highlights

- Investors want to understand how an acquisition is performing relative to management expectations.
- A company should be required to provide investors with the information that the company's management uses to monitor acquisitions.
- Investors could use this information to assess management's decisions to acquire businesses.

- 2.1 This section discusses the Board's preliminary view that it should amend IFRS 3 *Business Combinations* to:
- (a) add disclosure requirements about the subsequent performance of an acquisition. These are intended to help investors understand whether the objectives that management set for an acquisition are being met (see paragraphs 2.4–2.45).
  - (b) make targeted improvements to the disclosure objectives and requirements of IFRS 3 (see paragraphs 2.46–2.91).
- 2.2 By making these changes, the Board would respond to feedback from investors who said they need better information to help them understand an acquisition and, in particular, the subsequent performance of the acquisition. Better information would help investors to assess performance and more effectively hold management to account for its decisions to acquire businesses.
- 2.3 Providing investors with better information about acquisitions is the primary objective of the Board's preliminary views in this Discussion Paper.

### Subsequent performance of acquisitions

#### What is subsequent performance of an acquisition?

The term 'subsequent performance of an acquisition' refers in this Discussion Paper to the performance after acquisition of the acquired business together with the performance of any other part of the acquirer's business affected by the acquisition.

The performance of other parts of the acquirer's business may be affected by the acquisition if synergies arise because of the acquisition.

If the acquired business is integrated with the acquirer's business, information about the subsequent performance of the acquisition used by management may be based on the combined business.

**What is the issue?**

- 2.4 Investors have said that companies typically do not provide enough information to help investors understand the subsequent performance of an acquisition. Investors cannot assess whether management’s objectives for the acquisition are being met—for example, whether the synergies management expect from an acquisition are being realised.

**How did the Board reach its preliminary view?**

- 2.5 Investors want to know whether management’s objectives for an acquisition are being met. This information would help them assess management’s ability to realise the expected benefits from an acquisition and assess whether an acquisition’s subsequent performance indicates that management paid a reasonable price for the acquired business. Information about whether management’s objectives are being met would allow investors to assess performance and more effectively hold management to account for its decision to acquire the business. Hence, investors would use the information to assess management’s stewardship of the company’s economic resources.
- 2.6 IFRS 3 does not specifically require disclosure of information about the subsequent performance of an acquisition. Nevertheless, limited information may come from:
- (a) the requirement in IFRS 3 to disclose the revenue and profit or loss of the acquired business from the acquisition date to the end of the reporting period.<sup>8</sup> However, that information is available only for that period and companies are not required to provide information about whether the revenue or profit or loss of the acquired business has met or exceeded management’s expectations.
  - (b) impairment losses. However, because goodwill does not generate cash flows independently and cannot be measured directly, it has to be tested for impairment in conjunction with other assets. The objective of the impairment test for goodwill, which is explained further in paragraphs 3.12–3.19, is to ensure the combined assets including goodwill are carried at no more than their combined recoverable amount. The impairment test cannot inform investors whether an acquisition is meeting management’s objectives for the acquisition because, for example:
    - (i) the recognition of an impairment loss can sometimes be a signal of failure, but if no impairment loss has been recognised, that does not automatically mean the acquisition has been a success.
    - (ii) the outcome of an impairment test cannot communicate the extent of success or failure of an acquisition because the carrying amount of acquired goodwill does not necessarily depict how much of the originally expected benefits from the acquisition still remain.

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<sup>8</sup> Paragraph B64(q)(i) of IFRS 3.



- (iii) an impairment loss may result from an external market factor that affects the whole of a company. This impairment loss may not indicate that an acquisition has failed.
  - (c) segment reporting for segments that include the acquisition. However, the information may be limited because segments tend to be larger than individual acquisitions. Moreover, management may allocate the acquired business to more than one segment and it may not be clear to investors what part of the acquired business has been allocated to each segment.
  - (d) management commentary provided alongside the financial statements, if a company is required or chooses to produce it. However, not all companies provide enough information in their management commentary for investors to assess the performance of the acquisitions in which investors are interested.
- 2.7 In reaching its preliminary view, the Board considered the following questions:
- (a) what information should companies be required to provide about management's objectives for an acquisition (paragraphs 2.8–2.12)?
  - (b) what information should companies be required to provide to show whether the objectives are being met (paragraphs 2.13–2.32)?
  - (c) should companies be required to provide this information for all material acquisitions (paragraphs 2.33–2.40)?
  - (d) for how long should companies be required to provide this information (paragraphs 2.41–2.44)?

*What information should companies be required to provide about management's objectives for an acquisition?*

- 2.8 To understand whether management's objectives for an acquisition are being met, investors need to know what those objectives are.
- 2.9 IFRS 3 requires a company to disclose the primary reasons for an acquisition.<sup>9</sup> This disclosure requirement may result in companies providing some information about management's objectives, but this information is unlikely to be specific enough to form the basis of the information that would help investors to assess the subsequent performance of the acquisition.
- 2.10 The Board's preliminary view is that it should propose replacing the requirement to disclose the primary reasons for an acquisition with a requirement to disclose:
- (a) the strategic rationale for undertaking an acquisition; and
  - (b) management's objectives for the acquisition at the acquisition date.

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<sup>9</sup> Paragraph B64(d) of IFRS 3.

- 2.11 The Board expects that:
- (a) the description of the strategic rationale would link the rationale for the acquisition to the company’s overall business strategy. The business strategy is often set out elsewhere in a company’s financial reports—for example, in its management commentary. A description of the strategic rationale is likely to be broad (for example, ‘to expand the company’s geographical presence in Region Z by acquiring Company B, which trades in Territory Y in Region Z’) and this would link to the company’s overall business strategy (for example, ‘to become the leading company in Region Z’). Linking the description of the rationale to the stated overall business strategy may help to make the information provided more useful.
  - (b) management’s objectives would be more specific financial or non-financial aims for the acquisition (for example, ‘to achieve additional sales of the company’s own Product W in new Territory Y using the acquired sales channels of Company B’). The objectives would be more detailed than the strategic rationale but would be linked to the strategic rationale. Management is likely to have more than one objective for each acquisition that needs to be achieved before management considers the acquisition a success. Companies would then be expected to describe the targets that management has set for these objectives and how those targets are to be measured (metrics). Through these targets, management will determine whether those objectives have been met. Those metrics would need to be specific enough so that it is possible to verify whether the objectives are being met and the metrics would also need to be disclosed (paragraphs 2.13–2.17). In this example the metric might be ‘additional revenue of CU100 million of Product W in Territory Y in 202X’.<sup>10</sup> The metrics could be financial or non-financial.
- 2.12 Management’s objectives, being the objectives of the acquisition that management considers must be achieved for the acquisition to be a success, would form the basis of the information to help investors assess the subsequent performance of the acquisition. Information about those objectives would also help investors understand why the company bought that business and what assets, synergies and other benefits it paid for. Investors would be able to use the information to assess whether the price for the acquired business appears reasonable.
- What information should companies be required to provide to show whether the objectives are being met?*
- 2.13 In the Board’s view no single metric could provide investors with adequate information for evaluating the subsequent performance of all acquisitions. Companies acquire businesses to meet various objectives and companies may incorporate acquired businesses into their business in various ways. Feedback from investors and preparers supports the Board’s view.

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<sup>10</sup> CU=Currency Unit.

- 2.14 Because the cost of an acquisition is often large relative to the value of the acquiring company, and the implications of failure are therefore often significant, the Board presumes that the management of an acquiring company monitors acquisitions internally and is aware of how well an acquisition is performing against management's expectations for it.
- 2.15 Thus, the Board's preliminary view is that the information a company discloses about an acquisition's subsequent performance should reflect the information and metrics the company's management uses to monitor and measure the acquisition's progress against the objectives of the acquisition. This approach is analogous to the management approach used for segment reporting in IFRS 8 *Operating Segments*. A company would be required to disclose the information management is using to monitor whether an acquisition is meeting its objectives.
- 2.16 In reaching this preliminary view, the Board concluded that:
- (a) disclosing the information about an acquisition that a company's management uses may have the following advantages:
    - (i) information that is used for decision-making and that is prepared and monitored regularly for management's use may be scrutinised more closely than information generated solely for external reporting once or twice a year; and
    - (ii) this approach may minimise the cost of providing this information.
  - (b) this approach would not give companies a free choice about the type of information they disclose—they would be required to disclose the information their management uses to monitor progress in meeting the objectives of an acquisition (the metrics that management uses to monitor an acquisition's performance and subsequent progress measured using those metrics).
  - (c) the information disclosed could differ from information disclosed by other companies. However, the primary reason for disclosing this information is not to provide comparability with other companies' acquisitions, but to help investors understand how an acquisition is progressing against the objectives a company's management set for it and understand how management monitors and manages the performance of the acquisition.
  - (d) a company's management is likely to pursue several objectives when acquiring a business and use several metrics for measuring progress towards those objectives. These metrics could be financial—for example, amounts of synergies, profit measures, returns on capital—or non-financial—for example, market share, retention of staff, product launches—or both.
  - (e) if management does not monitor an acquisition, disclosing that fact could be useful for investors.

- 2.17 The objective of the disclosure is to provide investors with information to help them understand the extent to which management’s objectives for an acquisition are being met. Although some stakeholders may have concerns about the verifiability of the information, the Board expects the following to be verifiable:
- (a) whether the information disclosed is the information that management receives to monitor the acquisition;
  - (b) whether there is an adequate explanation of how the information has been prepared; and
  - (c) whether the information faithfully represents what it purports to represent.
- 2.18 The following paragraphs discuss:
- (a) whether a company should be required to disclose a specified set of metrics if its management is not monitoring an acquisition (paragraphs 2.19–2.20);
  - (b) whether a company should be required to change the metrics it discloses if, over time, management changes the metrics it uses to monitor subsequent performance (paragraph 2.21); and
  - (c) possible concerns about disclosing such information (paragraphs 2.22–2.32).
- 2.19 Some preparers say they do not monitor the performance of acquisitions against the targets set at the acquisition date for those acquisitions. Instead, management sets targets as part of the business planning cycle. Management then revises these targets in each subsequent planning cycle and monitors the performance of the business against these updated targets. Management does not monitor the business against the original targets and is therefore not monitoring whether the objectives of the acquisition are being met.
- 2.20 If a company’s management does not monitor an acquisition against its original expectations, the Board concluded that requiring the company to disclose a specified set of metrics would not always produce useful information, as discussed in paragraph 2.13. The Board expects investors may be surprised that management is not monitoring an acquisition in this way, and would want to know this. The Board therefore suggests that a company should be required to disclose the fact that management is not monitoring the acquisition against management’s original expectations, and the reasons why it does not do so.
- 2.21 The metrics that management uses to monitor the progress of an acquisition may change over time—for example, when a company is reorganised. The Board considers it unreasonable to require a company to continue disclosing metrics that no longer provide useful information to management and may no longer be available internally. However, changing the metrics without disclosing the reasons for that change could allow poor performance to be masked. To balance these concerns, the Board’s preliminary view is that it should not require a company to continue disclosing a metric it no longer uses

internally. Instead, when a company makes such a change, it should be required to disclose that it made the change together with the reasons for the change and then disclose the revised metrics.

- 2.22 The Board has heard concerns from stakeholders that the information about management’s objectives discussed in paragraph 2.11, or the metrics used by management to monitor performance, may be:
- (a) impossible to provide because the acquired business is being integrated (paragraphs 2.23–2.26);
  - (b) commercially sensitive (paragraphs 2.27–2.28); or
  - (c) forward-looking (paragraphs 2.29–2.32).
- 2.23 Acquired businesses are often integrated soon after acquisition. Integration can make it hard to isolate the acquisition’s subsequent performance and to collect useful information about the acquisition in isolation.
- 2.24 The Board assumes that even when an acquired business has been integrated, the acquirer’s management understands how the acquisition is performing, at least in the early period. Some acquisition agreements contain clauses that legally oblige companies to measure the subsequent performance of an acquired business—for example, earn-out clauses. In that case, companies would find a way to meet these reporting obligations even if they have to make some assumptions about the performance of the acquired business.
- 2.25 The Board’s preliminary view would require companies to disclose information management uses to monitor the subsequent performance of an acquisition. If management plans to integrate an acquired business, it is possible that management plans to monitor the subsequent performance of the acquisition using information about the combined business. Companies would be required to disclose this combined information because management is using this combined information to understand how the acquisition is performing.
- 2.26 Depending on the relative sizes of the acquired business and the business into which it is integrated, management may receive some commentary explaining what the information about the combined business signals about the performance of the acquisition. This commentary would be provided so that management can understand whether the objectives set for the acquisition are being met. Companies would also be required to disclose this commentary if investors need it to understand whether those objectives are being met, because it is part of the information management is using to monitor the performance of the acquisition.
- 2.27 Some stakeholders, mainly preparers, have expressed concerns that detailed disclosure of a company’s post-acquisition intentions together with precise targets could be commercially sensitive. However, some investors suggest that the information they need to understand management’s objectives and to hold management to account against those objectives may not need to be as detailed and precise as other stakeholders initially thought. Thus, companies

may be able to provide useful information in a way that limits the disclosure of commercially sensitive information.

- 2.28 Nevertheless, if concerns over commercial sensitivity remained, in the Board's view, this is not a sufficient reason to prevent disclosure of information that investors need.
- 2.29 Some stakeholders have expressed concerns that information about management's objectives for an acquisition along with detailed targets could, in some jurisdictions, be considered to be forward-looking information that could risk litigation. These stakeholders said the information should be provided outside the financial statements—for example, in management commentary—to reduce the risk of litigation.
- 2.30 In the Board's view, information about the strategic rationale, objectives and related targets for an acquisition is not forward-looking information. The information reflects management's target at the time of the acquisition. It is not a forecast of the expected outcome at the time the company prepares its financial statements.
- 2.31 Management uses the metrics to monitor how actual performance in subsequent years compares with that historical view, to assess to what extent the original acquisition objective has been met. However, for a full understanding of whether the objective is being met, management and investors are likely to need further information about whether the original objective is still expected to be met. The Board expects companies can provide this information in a way that does not constitute forward-looking information—for example, by providing a qualitative statement.
- 2.32 Moreover, not all companies produce a management commentary and not all management commentaries may be available to investors on the same terms as the financial statements. The Board takes the view that all companies should provide this information on the same terms. Therefore, the Board's preliminary view is that companies should be required to disclose information about the strategic rationale, objectives and related targets in the financial statements.

*Should companies be required to provide this information for all material acquisitions?*

- 2.33 Some stakeholders have expressed concerns about providing information about subsequent performance for all material acquisitions. They fear that the volume of disclosures could be onerous, particularly for companies that make many acquisitions. They suggested that this information should be provided only for 'major' or 'fundamental' acquisitions. These acquisitions could perhaps be defined using thresholds similar to those set by jurisdictions that require additional disclosures for acquisitions above a specified threshold.
- 2.34 Other stakeholders did not agree with introducing what is effectively another level of materiality, because materiality already requires judgement.

- 2.35 Some investors have also said that the information about the subsequent performance of acquisitions is needed only for ‘major’ or ‘fundamental’ acquisitions. Hence, it is possible that only information about the subsequent performance of these acquisitions is material.
- 2.36 The Board’s preliminary view discussed in paragraphs 2.8–2.32 is that it should require disclosures about management’s objectives for an acquisition and its subsequent performance using the metrics that management uses to monitor an acquisition’s performance and subsequent progress against those metrics. The Board’s preliminary view is that this information should be required only for those acquisitions monitored by a company’s chief operating decision maker (CODM), as described in IFRS 8.<sup>11</sup> The information provided for those acquisitions would be the objectives the CODM has set for the acquisition and the information the CODM uses to monitor whether those objectives are being met.
- 2.37 The role of the CODM is to allocate resources to operating segments and assess their performance. In the Board’s view, the role is likely to include monitoring the performance of acquisitions. This is because the performance of the operating segments, which the CODM would monitor, would include the performance of the acquisition, and deciding to acquire a business would involve allocating resources to those operating segments that include the acquisition.
- 2.38 Requiring disclosure about subsequent performance only for those acquisitions monitored by the CODM would have the following advantages:
- (a) this approach is a logical extension of the management approach discussed in paragraphs 2.13–2.32, which bases the information provided on what the CODM uses to monitor an acquisition.
  - (b) basing the information on what the CODM uses to monitor an acquisition may help minimise the costs of preparing the information, focusing on the most important information about the most important acquisitions.
  - (c) stakeholders will be familiar with this approach from applying IFRS 8.
  - (d) the Board would not need to provide guidance on what is meant by ‘management’ and ‘monitors’. ‘Monitors’ would mean the same as the role the CODM plays in assessing performance described in IFRS 8, based on the information the CODM reviews for this purpose.
- 2.39 However, there may be drawbacks to requiring these disclosures only for those acquisitions monitored by the CODM. Investors may not receive material information on acquisitions if those acquisitions are not monitored by the CODM.

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<sup>11</sup> Paragraph 7 of IFRS 8 discusses the meaning of the term ‘chief operating decision maker’.

2.40 Nevertheless, the Board’s preliminary view is that this approach strikes a reasonable balance between meeting the needs of investors and making it feasible for companies to produce the information at a cost that is justified by the benefits to investors. Feedback on this Discussion Paper from stakeholders will help the Board assess whether this approach would result in investors receiving all the material information they need and whether concerns about the volume of disclosures are justified.

*For how long should companies be required to provide this information?*

2.41 Stakeholders told the Board that the information about subsequent performance discussed in paragraphs 2.8–2.32 becomes less relevant after a short period. The acquired business eventually becomes indistinguishable from the rest of the acquiring company’s business when integration occurs.

2.42 Despite this, the Board expects management to be aware of how well an acquisition is performing in the first few years after acquisition, even if an acquired business is integrated. The Board also expects that if an acquisition does not subsequently meet management’s objectives, management is still likely to identify this fact in the first few years. If management is not monitoring the acquisition in this early period, the Board suggests that a company should be required to disclose that fact and the reasons why it did not monitor the acquisition.

2.43 On the other hand, in some cases, management may not expect an objective of an acquisition to be met for several years. In these cases, information about the subsequent performance of the acquisition would still be useful for several years for both management and investors to help them understand the extent to which an acquisition is meeting its objectives.

2.44 The Board’s preliminary view is that, if management (CODM) continues to monitor whether the objectives of the acquisition are being met, a company should be required to provide information about the acquisition’s subsequent performance for as long as the information remains necessary for investors to assess whether the original objectives of an acquisition are being met. If management stops monitoring the acquisition before the end of the second full year after the year of acquisition, the company should be required to disclose that fact and the reasons why it stopped monitoring the acquisition.

**The Board’s preliminary view**

2.45 The Board’s preliminary view is that it should develop proposals to:

- (a) amend paragraph B64(d) of IFRS 3, replacing the requirement to disclose the primary reasons for an acquisition with a requirement for a company to disclose:
  - (i) the strategic rationale for undertaking an acquisition; and
  - (ii) management’s (CODM’s) objectives for the acquisition.



- (b) add a requirement for companies to disclose:
  - (i) in the year in which an acquisition occurs, the metrics that management (CODM) will use to monitor whether the objectives of the acquisition are being met;
  - (ii) the extent to which management's (CODM's) objectives for the acquisition are being met using those metrics, for as long as management (CODM) monitors the acquisition against its objectives;
  - (iii) if management (CODM) does not monitor whether its objectives for the acquisition are being met, that fact and the reasons why it does not do so;
  - (iv) if management (CODM) stops monitoring whether its objectives for the acquisition are being met before the end of the second full year after the year of acquisition, that fact and the reasons why it has done so; and
  - (v) if management (CODM) changes the metrics it uses to monitor whether management's (CODM's) objectives for the acquisition are being met, the new metrics and the reasons for the change.

## Other targeted improvements

### What is the issue?

- 2.46 Some investors said companies applying IFRS 3 do not disclose enough information for investors to understand fully how acquisitions affected companies in the year of acquisition.<sup>12</sup> In particular, these investors said that:
- (a) a qualitative description of the factors that make up the acquired goodwill is often generic and not useful.
  - (b) in assessing the return on total capital employed in an acquisition it is sometimes difficult to determine the amount of debt and pension liabilities acquired as part of the acquired business. For these investors, this information is needed to calculate the total capital employed because they view these liabilities as part of the total capital employed in the transaction by the acquirer.
  - (c) they need information on the operating performance of the acquisition – specifically, the revenue and operating profit of the acquired business in prior periods.
- 2.47 Investors want to understand the benefits a company had expected when it acquired a business to enable them to assess whether the price the company paid for the acquired business was reasonable.

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<sup>12</sup> Academic research shows that the information provided to fulfil IFRS 3 and IAS 36 *Impairment of Assets* disclosure requirements varies in quality and completeness across entities, industries and countries. See I. Tsalavoutas, P. André and D. Dionysiou, 'Worldwide Application of IFRS 3, IAS 38 and IAS 36, Related Disclosures, and Determinants of Non-Compliance', *ACCA Research Report 134*, 2014, <https://ssrn.com/abstract=2603572>, (accessed 4 February 2020).

2.48 Preparers generally expressed the view that the disclosure requirements in IFRS 3 are excessive. They also commented on the requirement to disclose revenue and profit or loss of the combined entity for the current period as though the acquisition had occurred at the beginning of the reporting period. They said satisfying this requirement is difficult because the information for the period prior to the acquisition is not always readily available. This could be because, for example, adjustments are needed to align the historic financial information of the acquired business with the acquirer's accounting policies.

**Current requirements**

2.49 The disclosure objectives of IFRS 3 set out in paragraphs 59 and 61 of the Standard are as follows:

**59 The acquirer shall disclose information that enables users of its financial statements to evaluate the nature and financial effect of a business combination that occurs either:**

- (a) during the current reporting period; or
- (b) after the end of the reporting period but before the financial statements are authorised for issue.

...

**61 The acquirer shall disclose information that enables users of its financial statements to evaluate the financial effects of adjustments recognised in the current reporting period that relate to business combinations that occurred in the period or previous reporting periods.**

2.50 Furthermore, paragraph 63 of IFRS 3 states:

**63 If the specific disclosures required by this and other IFRSs do not meet the objectives set out in paragraphs 59 and 61, the acquirer shall disclose whatever additional information is necessary to meet those objectives.**

2.51 IFRS 3 contains disclosure requirements in paragraphs B64–B67 of the Standard. This section of this Discussion Paper focuses on the following requirements:

**B64 To meet the objective in paragraph 59, the acquirer shall disclose the following information for each business combination that occurs during the reporting period:**

...

- (e) a qualitative description of the factors that make up the goodwill recognised, such as expected synergies from combining operations of the acquiree and the acquirer, intangible assets that do not qualify for separate recognition or other factors.

...

- (i) the amounts recognised as of the acquisition date for each major class of assets acquired and liabilities assumed.

...

- (q) the following information:
  - (i) the amounts of revenue and profit or loss of the acquiree since the acquisition date included in the consolidated statement of comprehensive income for the reporting period; and
  - (ii) the revenue and profit or loss of the combined entity for the current reporting period as though the acquisition date for all business combinations that occurred during the year had been as of the beginning of the annual reporting period.

If disclosure of any of the information required by this subparagraph is impracticable, the acquirer shall disclose that fact and explain why the disclosure is impracticable. This IFRS uses the term 'impracticable' with the same meaning as in IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*.

#### **How did the Board reach its preliminary view?**

- 2.52 The Board considered making targeted improvements to the disclosure objectives and disclosure requirements of IFRS 3 in the following areas:
- (a) more specific disclosure objectives (paragraphs 2.53–2.60);
  - (b) factors that make up goodwill (paragraphs 2.62–2.68);
  - (c) financing and defined benefit pension liabilities (paragraphs 2.69–2.71);
  - (d) contribution of the acquired business (paragraphs 2.72–2.87); and
  - (e) other aspects of disclosure (paragraphs 2.88–2.89).

#### *More specific disclosure objectives*

- 2.53 Feedback from stakeholders suggests that companies often use the current disclosure requirements of IFRS 3 mechanically as a checklist. The resulting disclosures can be 'boilerplate' and can provide insufficient information for investors, even though the information required is extensive.
- 2.54 The Board considered whether the generic nature of the disclosure objectives in IFRS 3 (see paragraph 2.49) could be the reason for this feedback.
- 2.55 The Board's preliminary view is that setting more specific disclosure objectives would clarify why investors need particular information. This could help companies to provide information that is more useful to investors. This would also be consistent with guidance the Board is developing in its Targeted Standards-level Review of Disclosures project.<sup>13</sup>

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<sup>13</sup> See <https://www.ifrs.org/projects/work-plan/standards-level-review-of-disclosures/>.

BUSINESS COMBINATIONS—DISCLOSURES, GOODWILL AND IMPAIRMENT

- 2.56 Although the Board did not perform a comprehensive review of the disclosure objectives of IFRS 3, it considered amending the disclosure objectives of IFRS 3 to explain the main reasons why investors need the information that companies are required to disclose.
- 2.57 In the Board's view, investors need information so they can understand why a company acquired a business, and what assets, synergies and other benefits it paid for. They use this information to assess whether the price for the acquired business is reasonable.
- 2.58 As discussed in paragraphs 2.4–2.45, investors also want to understand whether management's objectives for an acquisition are being met. They use this information to assess management's ability to realise the expected benefits from an acquisition. Investors also want to assess whether an acquisition's subsequent performance indicates that management has paid a reasonable price for the acquired business. This information would allow investors to assess performance and more effectively hold management to account for its decision to acquire the business.
- 2.59 The Board's preliminary view is that it should develop a proposal to add further disclosure objectives that require companies to provide information to help investors to understand:
- (a) the benefits that a company's management expected from an acquisition when agreeing the price to acquire a business; and
  - (b) the extent to which management's (CODM's) objectives for a business combination are being met.
- 2.60 Table 2.1 shows how the possible new disclosure requirements discussed in this section would meet these new disclosure objectives.

**Table 2.1 How would the new disclosure requirements meet the new disclosure objectives?**

Disclosure requirement	Paragraph	Helps to meet disclosure objective	
		Benefits from acquisition (paragraph 2.59(a))	Subsequent performance (paragraph 2.59(b))
Strategic rationale	2.8–2.12	✓	
Management's (CODM's) objectives	2.8–2.12	✓	*
Management's (CODM's) metrics	2.13–2.44	✓	✓
Are the objectives being met?	2.13–2.44		✓
Expected synergies	2.62–2.68	✓	
Financing and pension liabilities	2.69–2.71	✓	
Contribution of acquired business	2.72–2.87		✓
<p>* The information from this disclosure requirement does not directly meet this disclosure objective but is necessary for the understanding of other information that would be disclosed to meet this disclosure objective.</p>			

- 2.61 The rest of this subsection discusses potential changes to the disclosure requirements of IFRS 3 in the light of the issues raised by stakeholders, with the aim of making the information provided by companies in the year of acquisition more useful to investors.

*Factors that make up goodwill*

- 2.62 Investors have said that the requirement for a company to provide a qualitative description of the factors that make up goodwill often results in companies providing a generic description that is not useful. Investors have said the information they want is not about goodwill itself, but information that gives them a better understanding of why a company paid the price it did for the acquired business.
- 2.63 IFRS 3 gives expected synergies as one example of the factors that might be disclosed by companies. Achieving synergies is often an important objective of an acquisition. Investors have said that information on the nature, timing and amount of expected synergies is important. It would allow them to understand better the benefits a company's management expected when agreeing the price to acquire a business. This information would help investors to assess whether the price paid was reasonable. The information would also help investors hold management to account for its progress in achieving those synergies.
- 2.64 The Board's preliminary view is that it should require a company to disclose in the year an acquisition occurs:
- (a) a description of the synergies expected from combining the operations of the acquired business with the company's business;
  - (b) when the synergies are expected to be realised;
  - (c) the estimated amount or range of amounts of the synergies; and
  - (d) the estimated cost or range of costs to achieve those synergies.
- 2.65 When material synergies are expected in an acquisition that the CODM monitors, the proposed requirement to disclose the CODM's objectives for an acquisition is likely to result in some disclosure about synergies. The more specific disclosure requirement described in paragraph 2.64 would go further, requiring companies to provide the detailed information for all acquisitions with material expected synergies.
- 2.66 Stakeholders have told the Board that synergies are often difficult to quantify. However, the Board expects that management would have already made an estimate of expected synergies in agreeing the price for an acquired business. For example, when companies make acquisitions that require shareholders' approval, the information provided to shareholders requesting that approval often sets out synergies that management expects from the acquisition. A company would not be required to provide a single point estimate, but could provide a range.

- 2.67 Stakeholders have also said that disclosures about expected synergies could be commercially sensitive. However, the Board does not intend to require companies to disclose detailed plans on how they intend to realise the synergies. Therefore, the Board expects the information it would require a company to disclose to have limited commercial sensitivity. The information on expected synergies could also be considered to be forward-looking in some jurisdictions. As discussed in paragraphs 2.29–2.32, the Board considers that the information would reflect management’s targets at the time of the acquisition and would not be forward-looking information.
- 2.68 Stakeholders told the Board that it is not possible to quantify all the different factors that constitute goodwill, especially because goodwill cannot be measured directly and is measured as a residual. The Board would continue to require companies to provide a qualitative description of the other factors that make up the goodwill recognised. Companies would need to consider whether this qualitative description provides enough information for investors to understand the benefits that management considered when agreeing the price to acquire the business. A company would need to consider whether the information provided by all of its disclosures meets the new disclosure objective discussed in paragraph 2.59(a) and whether it helps investors to assess whether the acquisition price is reasonable.

*Financing and defined benefit pension liabilities*

- 2.69 IFRS 3 requires companies to disclose amounts recognised for each major class of assets acquired and of liabilities assumed.<sup>14</sup> In applying that requirement, some companies do not disclose financing and defined benefit pension liabilities separately. As explained in paragraph 2.46(b), some investors would like companies to disclose the amounts of those liabilities because they view them as part of the total capital employed in the transaction by the acquirer.
- 2.70 Other IFRS Standards require companies to disclose the amounts of liabilities arising from financing activities and defined benefit pension liabilities acquired as part of the acquired business.<sup>15,16</sup> However, those Standards do not require separate disclosure of the amounts for each acquisition.
- 2.71 The Board’s preliminary view is that it should develop proposals to specify that liabilities arising from financing activities and defined benefit pension liabilities are major classes of liabilities. As a result, companies would need to disclose separately the amount of such liabilities acquired as part of the acquired business for each acquisition, if the information is material. That information would be useful for investors and is likely to be readily available to companies because these items are required to be recognised and measured at the date of the acquisition.

<sup>14</sup> Paragraph B64(i) of IFRS 3.

<sup>15</sup> Paragraph 44B of IAS 7 *Statement of Cash Flows*.

<sup>16</sup> Paragraph 141(h) of IAS 19 *Employee Benefits*.

*Contribution of the acquired business*

- 2.72 IFRS 3 requires companies to disclose, to the extent practicable:
- (a) the amounts of revenue and profit or loss of the acquired business since the acquisition date; and
  - (b) the revenue and profit or loss of the combined entity for the current reporting period as though the acquisition date had been at the beginning of the annual reporting period (sometimes called pro forma information).<sup>17</sup>
- 2.73 The information is intended to help investors:
- (a) in the current period—to compare the company’s financial performance with its performance in the previous period. To do this, investors need to know the effect of the acquired business after the acquisition date.
  - (b) in the next reporting period—to compare the company’s financial performance, which will include the acquired business for a full year, with its financial performance in the current period. To do this, investors need information about the financial performance of the acquired business from the beginning of the current period to the acquisition date.
  - (c) estimate the future contribution of the acquired business to the future financial performance and future cash flows of the combined entity.
- 2.74 During and after the Post-implementation Review of IFRS 3, other stakeholders commenting on pro forma information have said that:
- (a) the information is not useful because it is hypothetical;
  - (b) there is a lack of guidance on how to prepare the information and therefore companies prepare the information in different ways; and
  - (c) information about the revenue and profit of the acquired business before the acquisition is not always readily available.
- 2.75 Some say it is costly to produce the pro forma information—for example, because there is a need to align accounting policies. However, others say it is simple to produce. This difference in views could reflect the diversity in how the information is prepared.
- 2.76 The Board investigated whether it could better define the information companies are required to provide and so improve the information provided to investors while making the information easier for companies to prepare. The Board also investigated whether companies could provide the information investors obtain from the pro forma information in a different way to resolve the issues stakeholders had raised.

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<sup>17</sup> Paragraph B64(q) of IFRS 3.

- 2.77 The Board reached a preliminary view that it should:
- (a) replace the term ‘profit or loss’ in paragraph B64(q) of IFRS 3 with the term ‘operating profit before deducting acquisition-related costs and integration costs’ (see paragraphs 2.78–2.80). Operating profit or loss would be defined as in the Exposure Draft *General Presentation and Disclosures*;
  - (b) add to paragraph B64(q) a requirement to disclose cash flows from operating activities (see paragraph 2.81); and
  - (c) after the revisions in (a) and (b), retain the requirement for the information to be disclosed for the combined entity as if the acquisition had occurred at the start of the reporting period (pro forma information) (see paragraphs 2.82–2.87).
- 2.78 The Board expects that a measure based on operating profit would:
- (a) provide investors with information about the operating performance of the main business activities of the acquired business that is independent of how the acquired business is financed; and
  - (b) avoid the need for companies to make subjective allocations of finance costs and tax expenses if the acquired business has been integrated.
- 2.79 Although ‘operating profit’ is not currently defined in IFRS Standards, the Board proposed a definition of the term in its Exposure Draft *General Presentation and Disclosures* published in December 2019.
- 2.80 The Board’s preliminary view is that the measure based on operating profit should refer to operating profit or loss before acquisition-related costs and integration costs incurred in the reporting period. Although acquisition-related costs are defined in paragraph 53 of IFRS 3, the Board has not yet discussed how to define integration costs. However, both types of cost directly relate to an acquisition that has already occurred, and once incurred those costs cannot recur for that acquisition. Thus, excluding them would provide a more suitable base for comparison with operating profit for future years.
- 2.81 The Board expects that the disclosure of cash flows from operating activities would help those investors who use cash flow measures in their analysis.
- 2.82 In reaching its preliminary view, the Board considered whether it could find better alternatives to such pro forma information. In many cases, investors could use the information about the revenue, operating profit and cash flows from operating activities of the acquired business since the date of acquisition to assess how much the business could have contributed to the combined business over a full year. For example, investors could prorate the information as a starting point in forming an estimate of the annual contribution of the acquired business to future financial performance and future cash flows.



- 2.83 However, when the acquired business is seasonal, the acquisition is completed close to the reporting date or there are material one-off items, these disclosures may not provide sufficient relevant information and a company may need to disclose additional information to meet the disclosure objective, for example:
- (a) information about how seasonality affects the financial performance and cash flows of the acquired business;
  - (b) the unadjusted revenue, operating profit and cash flows from operating activities from the most recent annual financial statements of the acquired business; or
  - (c) the amounts of the material one-off items.
- 2.84 The Board considered whether to replace the requirement to disclose pro forma information with a requirement for companies to provide additional information, when necessary, to help investors assess how much the acquired business could have contributed to the combined business over a full year.
- 2.85 The advantages of the approach described in paragraphs 2.82–2.84 are that it would:
- (a) eliminate the risk of investors misunderstanding the nature and significance of pro forma information;
  - (b) be based on actual rather than hypothetical information; and
  - (c) be simpler to prepare.
- 2.86 However, the Board is unconvinced that the additional information described in paragraphs 2.83–2.84 would be sufficient to help investors assess the potential full-year contribution of the acquired business. Investors continue to say that the pro forma information is important to them even with its limitations. Therefore, the Board’s preliminary view is that it should retain the requirement to disclose pro forma information.
- 2.87 The Board could provide specific guidance for companies about how to prepare the pro forma information required by IFRS 3, or the Board could require companies to disclose how they have prepared the pro forma information. The Board will consider these possibilities once it has reviewed the feedback on this Discussion Paper and has understood better the information investors need and how best to provide that information.

*Other aspects of disclosure*

- 2.88 In considering how to improve the disclosure requirements of IFRS 3, the Board has not reviewed all of the requirements. Preparers have told the Board that those requirements are excessive. As a next step in this project, the Board intends to investigate whether it could remove any of the disclosure requirements from IFRS 3 without depriving investors of material information.

- 2.89 The Board may also consider whether to add or amend disclosure requirements if it develops further the preliminary views set out in other sections of this Discussion Paper.

### **The Board's preliminary view**

- 2.90 The Board's preliminary view is that it should develop proposals to add disclosure objectives to IFRS 3 that require companies to provide information to help investors to understand:

- (a) the benefits that a company's management expected from an acquisition when agreeing the price to acquire the business; and
- (b) the extent to which management's (CODM's) objectives for an acquisition are being met.

- 2.91 The Board's preliminary view is that it should develop proposals to make targeted improvements to the disclosure requirements of IFRS 3:

- (a) to amend paragraph B64(e) of IFRS 3 to require a company to disclose:
  - (i) a description of the synergies expected from combining the operations of the acquired business with the company's business;
  - (ii) when the synergies are expected to be realised;
  - (iii) the estimated amount or range of amounts of the synergies; and
  - (iv) the estimated cost or range of costs to achieve those synergies;
- (b) to amend paragraph B64(i) of IFRS 3 to specify that liabilities arising from financing activities and defined benefit pension liabilities are major classes of liabilities;
- (c) to replace the term 'profit or loss' in paragraph B64(q) of IFRS 3 with the term 'operating profit before deducting acquisition-related transaction and integration costs'. Operating profit or loss would be defined as in the Exposure Draft *General Presentation and Disclosures*; and
- (d) to add to paragraph B64(q) of IFRS 3 a requirement to disclose the cash flows from operating activities of the acquired business after the acquisition date, and of the combined entity on a pro forma basis for the current reporting period.

**Questions for respondents**

<b>Question 2</b>	
Paragraphs 2.4–2.44 discuss the Board’s preliminary view that it should add new disclosure requirements about the subsequent performance of an acquisition.	
(a)	Do you think those disclosure requirements would resolve the issue identified in paragraph 2.4—investors’ need for better information on the subsequent performance of an acquisition? Why or why not?
(b)	Do you agree with the disclosure proposals set out in (i)–(vi) below? Why or why not?
(i)	A company should be required to disclose information about the strategic rationale and management’s (the chief operating decision maker’s (CODM’s)) objectives for an acquisition as at the acquisition date (see paragraphs 2.8–2.12). Paragraph 7 of IFRS 8 <i>Operating Segments</i> discusses the term ‘chief operating decision maker’.
(ii)	A company should be required to disclose information about whether it is meeting those objectives. That information should be based on how management (CODM) monitors and measures whether the acquisition is meeting its objectives (see paragraphs 2.13–2.40), rather than on metrics prescribed by the Board.
(iii)	If management (CODM) does not monitor an acquisition, the company should be required to disclose that fact and explain why it does not do so. The Board should not require a company to disclose any metrics in such cases (see paragraphs 2.19–2.20).
(iv)	A company should be required to disclose the information in (ii) for as long as its management (CODM) continues to monitor the acquisition to see whether it is meeting its objectives (see paragraphs 2.41–2.44).
(v)	If management (CODM) stops monitoring whether those objectives are being met before the end of the second full year after the year of acquisition, the company should be required to disclose that fact and the reasons why it has done so (see paragraphs 2.41–2.44).
(vi)	If management (CODM) changes the metrics it uses to monitor whether the objectives of the acquisition are being met, the company should be required to disclose the new metrics and the reasons for the change (see paragraph 2.21).

*continued...*

...continued

<b>Question 2</b>	
(c)	Do you agree that the information provided should be based on the information and the acquisitions a company's CODM reviews (see paragraphs 2.33–2.40)? Why or why not? Are you concerned that companies may not provide material information about acquisitions to investors if their disclosures are based on what the CODM reviews? Are you concerned that the volume of disclosures would be onerous if companies' disclosures are not based on the acquisitions the CODM reviews?
(d)	Could concerns about commercial sensitivity (see paragraphs 2.27–2.28) inhibit companies from disclosing information about management's (CODM's) objectives for an acquisition and about the metrics used to monitor whether those objectives are being met? Why or why not? Could commercial sensitivity be a valid reason for companies not to disclose some of that information when investors need it? Why or why not?
(e)	Paragraphs 2.29–2.32 explain the Board's view that the information setting out management's (CODM's) objectives for the acquisition and the metrics used to monitor progress in meeting those objectives is not forward-looking information. Instead, the Board considers the information would reflect management's (CODM's) targets at the time of the acquisition. Are there any constraints in your jurisdiction that could affect a company's ability to disclose this information? What are those constraints and what effect could they have?

<b>Question 3</b>	
Paragraphs 2.53–2.60 explain the Board's preliminary view that it should develop, in addition to proposed new disclosure requirements, proposals to add disclosure objectives to provide information to help investors to understand:	
<ul style="list-style-type: none"> <li>• the benefits that a company's management expected from an acquisition when agreeing the price to acquire a business; and</li> <li>• the extent to which an acquisition is meeting management's (CODM's) objectives for the acquisition.</li> </ul>	
Do you agree with the Board's preliminary view? Why or why not?	

**Question 4**

Paragraphs 2.62–2.68 and paragraphs 2.69–2.71 explain the Board’s preliminary view that it should develop proposals:

- to require a company to disclose:
  - a description of the synergies expected from combining the operations of the acquired business with the company’s business;
  - when the synergies are expected to be realised;
  - the estimated amount or range of amounts of the synergies; and
  - the expected cost or range of costs to achieve those synergies; and
- to specify that liabilities arising from financing activities and defined benefit pension liabilities are major classes of liabilities.

Do you agree with the Board’s preliminary view? Why or why not?

**Question 5**

IFRS 3 *Business Combinations* requires companies to provide, in the year of acquisition, pro forma information that shows the revenue and profit or loss of the combined business for the current reporting period as though the acquisition date had been at the beginning of the annual reporting period.

Paragraphs 2.82–2.87 explain the Board’s preliminary view that it should retain the requirement for companies to prepare this pro forma information.

- (a) Do you agree with the Board’s preliminary view? Why or why not?
- (b) Should the Board develop guidance for companies on how to prepare the pro forma information? Why or why not? If not, should the Board require companies to disclose how they prepared the pro forma information? Why or why not?

IFRS 3 also requires companies to disclose the revenue and profit or loss of the acquired business after the acquisition date, for each acquisition that occurred during the reporting period.

Paragraphs 2.78–2.81 explain the Board’s preliminary view that it should develop proposals:

- to replace the term ‘profit or loss’ with the term ‘operating profit before acquisition-related transaction and integration costs’ for both the pro forma information and information about the acquired business after the acquisition date. Operating profit or loss would be defined as in the Exposure Draft *General Presentation and Disclosures*.
- to add a requirement that companies should disclose the cash flows from operating activities of the acquired business after the acquisition date, and of the combined business on a pro forma basis for the current reporting period.

- (c) Do you agree with the Board’s preliminary view? Why or why not?

## Section 3—Goodwill impairment and amortisation

### Section highlights

- Goodwill can be tested for impairment only indirectly.
- Preliminary view to retain impairment-only model—no compelling evidence that a change is needed.
- Both methods of accounting for goodwill—impairment-only and amortisation with impairment—have limitations. Which method would more effectively hold management to account?
- Do stakeholders have new information to help the Board?

- 3.1 This section discusses the Board's preliminary view that:
- (a) it is not feasible to design a different impairment test for goodwill that is significantly more effective at recognising impairment losses on goodwill on a timely basis at a reasonable cost (paragraphs 3.2–3.54);
  - (b) the Board should not develop a proposal to reintroduce amortisation of goodwill—nevertheless the Board would welcome feedback from stakeholders that provides new practical or conceptual arguments, together with evidence for these arguments and suggestions identifying arguments which should be given more weight and why (paragraphs 3.55–3.94); and
  - (c) the Board should develop a proposal to require companies to present on their balance sheets the amount of total equity excluding goodwill (paragraphs 3.107–3.115).

### Can the impairment test be made more effective?

#### What is the issue?

- 3.2 Many stakeholders have said that impairment losses on goodwill are sometimes recognised too late, long after the events that caused those losses.<sup>18</sup> They urged the Board to make the impairment test more effective at recognising impairment losses on goodwill on a timely basis.
- 3.3 Some stakeholders have said recognising impairment losses on goodwill provides useful information. Even if the impairment loss often lags market assessments of an acquisition's performance, recognising the impairment loss confirms investors' earlier assessments that those losses have occurred. In some cases, the impairment test reveals impairment losses that investors had not previously identified.

<sup>18</sup> This view is supported by some academic research. See for example H. Amiraslani, G. Iatridis and P. Pope, 'Accounting for Asset Impairment: A Test for IFRS Compliance Across Europe: A Research Report by the Centre for Financial Analysis and Reporting Research', 2013, [https://www.cass.city.ac.uk/\\_data/assets/pdf\\_file/0019/160075/CeFARR-Impairment-Research-Report.pdf](https://www.cass.city.ac.uk/_data/assets/pdf_file/0019/160075/CeFARR-Impairment-Research-Report.pdf), (accessed 4 February 2020).

- 3.4 Stakeholders have said the fact that an impairment loss has been recognised is more useful information than the amount of the loss. This information helps investors assess management's stewardship of the company's resources and assess the company's future cash flows.

**Current requirements**

- 3.5 Applying IAS 36 *Impairment of Assets*, companies are required to test cash-generating units containing goodwill for impairment at least annually, even if there is no indication that the cash-generating units may be impaired.
- 3.6 The Board introduced the requirement for an annual impairment test in 2004 when it issued IFRS 3 *Business Combinations*. Previously, IAS 22 *Business Combinations* had required companies to amortise goodwill over its useful life, presumed not to exceed 20 years, although companies could rebut that presumption. An impairment test was also required:
- (a) when there was an indication that the goodwill may be impaired, if the useful life of the goodwill was 20 years or less; or
  - (b) annually, if the useful life of the goodwill was more than 20 years, even if there was no indication that the goodwill may be impaired.
- 3.7 When the Board introduced new requirements in 2004, it concluded that:
- (a) it is generally not possible to predict the useful life of goodwill and the pattern in which it diminishes. As a result, the amount of amortisation in any given period can be described as, at best, an arbitrary estimate of the consumption of goodwill during that period.
  - (b) straight-line amortisation of goodwill over an arbitrary period fails to provide useful information.
  - (c) it had devised a rigorous and operational impairment test. Thus, more useful information would be provided to investors by not amortising goodwill, but instead testing it for impairment at least annually.
- 3.8 Because goodwill does not generate cash flows independently, it is tested for impairment within the cash-generating units expected to benefit from the acquisition. The impairment test assesses whether the combined recoverable amount of the assets of those cash-generating units, including the goodwill, is higher than their combined carrying amount.
- 3.9 Companies allocate goodwill to groups of cash-generating units at the lowest level at which the goodwill is monitored for internal management purposes. These groups of cash-generating units shall not be larger than an operating segment, as defined by IFRS 8 *Operating Segments*.
- 3.10 If a group of cash-generating units contains goodwill and the recoverable amount of that group exceeds its carrying amount, neither the group of cash-generating units nor the goodwill allocated to that group is impaired, and no impairment loss is recognised.

- 3.11 If the recoverable amount is lower than the carrying amount, the group of cash-generating units is impaired and a company recognises an impairment loss. This loss is allocated first to reduce the carrying amount of any goodwill allocated to the cash-generating units. Then, if the carrying amount of goodwill is zero, any remaining impairment loss reduces the carrying amounts of other assets of the cash-generating units in the scope of IAS 36. The impairment test therefore tests goodwill only indirectly.

*What is the purpose of the impairment test?*

- 3.12 Some stakeholders say that the impairment test is ‘broken’, is ‘not working properly’ or has ‘failed’. In the Board’s view, some of these views may arise, at least partly, from unrealistic expectations of what the impairment test can do or of what any feasible impairment test for goodwill could reasonably be expected to do.
- 3.13 The objective of the impairment test in IAS 36 is to ensure that a company’s assets are carried at no more than their recoverable amounts.
- 3.14 Goodwill does not generate cash flows independently. Thus, the impairment test focuses on the cash-generating unit, rather than the individual asset—the appropriate approach when an asset does not generate largely independent cash inflows but jointly contributes to the generation of future cash flows with other assets. This focus on the cash-generating unit is consistent with the Board’s conclusion in developing IFRS 3 that goodwill is measured as a residual because it cannot be measured directly.<sup>19</sup>
- 3.15 The impairment test compares the carrying amount of cash-generating units containing goodwill with the recoverable amount of those cash-generating units. The recoverable amount is based on estimates of the cash flows that the goodwill jointly contributes to generating, together with the other assets of the cash-generating units.
- 3.16 Goodwill often contributes to cash flows in combination with several groups of assets and is therefore often allocated to groups of cash-generating units. A company allocates acquired goodwill to the cash-generating units it expects to benefit from the acquisition and that represent the lowest level within the company at which the goodwill is monitored for internal management purposes.
- 3.17 Allocating goodwill to cash-generating units in this way prevents an allocation of goodwill to a lower level that could only be done arbitrarily. It also aligns the goodwill testing to how a company’s management monitors its operations. An arbitrary allocation would limit the value of the information provided to investors by the impairment test.

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<sup>19</sup> Paragraph BC328 of the Basis for Conclusions on IFRS 3.



- 3.18 As noted in paragraph 3.11, if an impairment loss is recognised, it is allocated to goodwill and the other assets within the cash-generating units. Goodwill is therefore not tested directly—the unit of account for the impairment test is the cash-generating unit, not the goodwill.<sup>20</sup>
- 3.19 Even though the purpose of the impairment test is to test the recoverability of the combined carrying amount of the assets within the cash-generating units—rather than test the recoverability of the acquired goodwill directly—stakeholders expressed concerns that impairment losses are not recognised on a timely basis. Hence, the Board considered whether it could change the test to make it more effective at recognising impairment losses on goodwill on a timely basis.

#### **How did the Board reach its preliminary view?**

- 3.20 The Board identified two broad reasons for concerns about the possible delay in recognising impairment losses on goodwill:
- (a) management over-optimism—some stakeholders have concerns that management may sometimes be too optimistic in making the assumptions needed to carry out the impairment test (see paragraphs 3.22–3.30).
  - (b) shielding—a cash-generating unit, or group of cash-generating units, containing goodwill, typically contains headroom. The headroom shields acquired goodwill against the recognition of impairment losses (see paragraphs 3.31–3.52).
- 3.21 It may also be that some stakeholders believe the impairment test directly tests goodwill, or that it should test goodwill directly. Testing goodwill directly would require the recoverable amount of goodwill to be measured directly, but as discussed in paragraph 3.14, the Board concluded that goodwill cannot be measured directly. Paragraphs 3.12–3.19 discuss the purpose of the test, which is a test of cash-generating units containing goodwill, and thus is an indirect test of goodwill.

#### *Management over-optimism*

- 3.22 Estimates of the recoverable amount of a cash-generating unit depend inevitably on subjective assumptions and judgements and therefore inevitably result in measurement uncertainty. The recoverable amount, as defined by IAS 36, is the higher of value in use and fair value less costs of disposal. Estimates of both value in use and fair value less costs of disposal will be subject to measurement uncertainty.

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<sup>20</sup> In rejecting a proposal relating to the impairment testing of individual assets in a cash-generating unit, paragraph B101 of the Basis for Conclusions on IAS 36 (1998) explains why the Board's predecessor, the International Accounting Standards Committee, concluded that an impairment loss should be considered for a cash-generating unit as a whole and, consequently, individual assets within a cash-generating unit should not be considered separately. The 'headroom approach' discussed in paragraphs 3.31–3.52 would have amended this conclusion.

- 3.23 Management may have incentives to make optimistic assumptions and judgements. Academic research suggests that some managers use their discretion in recognising impairment in ways that are potentially favourable to themselves.<sup>21</sup>
- 3.24 Regulators often raise the use of appropriate assumptions and methodology in impairment testing as an enforcement focus area or as a source of audit quality issues. Regulators say impairment testing is a difficult area to enforce.
- 3.25 In March 2019, the Australian Accounting Standards Board published Research Report 9 *Perspectives on IAS 36: A case for standard setting activity*. The Research Report includes a summary of enforcement focus areas and audit quality issues from a selection of international regulators. Section 6 of this Discussion Paper contains a summary of this Research Report.
- 3.26 IAS 36 already contains several requirements to reduce the risk that cash flow forecasts used by management could be too optimistic. IAS 36 requires companies to use reasonable and supportable assumptions that represent management's best estimate of the range of economic conditions that will exist over the remaining useful life of the asset, with greater weight given to external evidence. The assumptions are required to be based on the most recent financial budgets or forecasts approved by management (paragraphs 33(a) and 33(b) of IAS 36). Paragraph 38 of IAS 36 requires companies to consider whether the information from financial budgets or forecasts reflects reasonable and supportable assumptions and represents management's best estimate of the set of economic conditions that will exist over the remaining useful life of the asset.
- 3.27 Paragraph 34 of IAS 36 requires management to assess the reasonableness of those assumptions by examining the causes of differences between past cash flow projections and actual cash flows.
- 3.28 Paragraph BCZ20 of the Basis for Conclusions on IAS 36 explains that the Board's predecessor, the International Accounting Standards Committee (IASC), considered that these requirements were sufficient to prevent a company from using assumptions that were different from the market without justification.
- 3.29 The risk of over-optimism cannot be avoided, given the nature of the estimates required. If estimates of cash flows are sometimes too optimistic in practice, the Board considers that this is best addressed by auditors and regulators, not by changing IFRS Standards. Academic research suggests that the recognition of goodwill impairment losses tends to be more timely for companies in countries with high levels of enforcement, supporting the view that enforcement can play an important role.<sup>22</sup>

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21 See the Report and Feedback Statement *Post-implementation Review of IFRS 3 Business Combinations* for more details. See <https://cdn.ifrs.org/-/media/project/pir-ifrs-3/published-documents/pir-ifrs-3-report-feedback-statement.pdf>.

22 See for example M. Glaum, W.R. Landsman and S. Wyrwa, 'Goodwill Impairment: The Effects of Public Enforcement and Monitoring by Institutional Investors', *The Accounting Review*, vol. 93, no. 6, 2018, pp. 149–180, [https://papers.ssrn.com/sol3/papers.cfm?abstract\\_id=3092658](https://papers.ssrn.com/sol3/papers.cfm?abstract_id=3092658), (accessed 4 February 2020).

- 3.30 Paragraphs 2.4–2.45 discuss possible requirements for companies to disclose management’s objectives for an acquisition and then to disclose information to enable investors to understand whether those objectives are being met. These disclosures could help auditors and regulators by providing them with information that could indicate an impairment may have occurred.

*Shielding*

- 3.31 As discussed in paragraphs 3.12–3.19 goodwill is tested for impairment as part of the cash-generating unit or the group of cash-generating units to which the goodwill has been allocated. Therefore, headroom of a cash-generating unit can shield acquired goodwill against impairment. The headroom of a cash-generating unit is the amount by which its recoverable amount exceeds the carrying amount of its recognised net assets – including goodwill.

- 3.32 The following paragraphs discuss:

- (a) how headroom arises and how it can shield goodwill from impairment (paragraphs 3.33–3.37);
- (b) an approach (the ‘headroom approach’) the Board investigated to assess whether it could reduce the shielding effect (paragraphs 3.38–3.42);
- (c) how the impairment calculated by the ‘headroom approach’ could be allocated to acquired goodwill (paragraphs 3.43–3.46);
- (d) the costs associated with the ‘headroom approach’ (paragraphs 3.47–3.48); and
- (e) the Board’s conclusions on the ‘headroom approach’ and whether the impairment test could be made significantly more effective at recognising impairment losses on goodwill on a timely basis at a reasonable cost (paragraphs 3.49–3.52).

- 3.33 Headroom is made up of items not recognised on the balance sheet: internally generated goodwill, unrecognised assets, and unrecognised differences between the carrying amount of recognised assets and liabilities and their recoverable amounts. Headroom can arise from:

- (a) items that are already present in a business at the date it acquires another business if goodwill is allocated to the combined business.
- (b) items generated after the acquisition. Moreover, if the acquired business has been combined with the acquirer’s business for impairment testing, headroom could be generated by the acquired business, the acquirer’s business or both.

- 3.34 In the discussion that follows, the term ‘total goodwill’ is used for the total of the amount of unrecognised headroom and the carrying amount of recognised acquired goodwill.

- 3.35 Shielding arises because, applying current requirements, all reductions in total goodwill are allocated first to the unrecognised headroom. An impairment loss is recognised only when the recoverable amount of the cash-generating unit falls below the carrying amount of the recognised assets and liabilities of the cash-generating unit. This means that a company recognises an impairment loss on acquired goodwill only once that headroom is reduced to zero.
- 3.36 An acquisition could therefore underperform against management’s expectations, but the company would recognise no impairment of acquired goodwill if it has sufficient headroom to absorb the reduction in value. Shielding of the acquired goodwill with, for example, headroom that was in the acquirer’s business before the acquisition and that is therefore unrelated to the acquired business, could be why some stakeholders say that impairment losses on acquired goodwill are not recognised on a timely basis.
- 3.37 Recognising impairment losses on acquired goodwill on a more timely basis could resolve the concerns of stakeholders who want the impairment test to:
- (a) provide a timely signal about whether the performance of an acquisition is meeting expectations, improving the information provided by the impairment test.
  - (b) reduce carrying amounts of acquired goodwill when those carrying amounts are consumed or are no longer expected to provide future benefits. In their view the impairment test in IAS 36 fails to do this.
- 3.38 The Board investigated whether it could incorporate the estimate of headroom into the design of the impairment test, and by doing so:
- (a) reduce the shielding effect;
  - (b) target the acquired goodwill more effectively; and
  - (c) require companies to recognise impairment losses on acquired goodwill on a more timely basis.
- 3.39 The approach the Board investigated (the ‘headroom approach’) attempted to allocate at least some of the reduction in the value of cash-generating units containing goodwill to the acquired goodwill, rather than allocating it all first to the unrecognised headroom in the impairment test in IAS 36.
- 3.40 The ‘headroom approach’ would compare:
- (a) the recoverable amount of the cash-generating units; with
  - (b) the sum of:
    - (i) the carrying amount of the recognised assets and liabilities of the cash-generating units; and
    - (ii) the headroom of the cash-generating units at the previous impairment testing date.<sup>23</sup>

<sup>23</sup> For the first impairment test after the acquisition, this would be the headroom, at the acquisition date, of the cash-generating unit(s) to which the goodwill has been allocated.

If (b) is greater than (a), then impairment has occurred. This calculation is illustrated by a simple example in Table 3.1.

<b>Table 3.1—'Headroom approach' to impairment testing</b>		
	<b>31 December 20X1</b>	<b>31 December 20X0</b>
	CU	CU
Carrying amount		
– acquired goodwill (AG)	100	100
– other recognised assets less liabilities	510	525
Carrying amount of recognised assets and liabilities (CA)	610	625
Recoverable amount (RA)	695	730
Unrecognised headroom (RA – CA)	85	105
Total goodwill (RA – CA) + AG	185	205

The company is performing its annual impairment test for cash-generating units containing goodwill at 31 December 20X1.

**'Headroom approach'**

Applying the 'headroom approach' in paragraph 3.40, the company compares:

(a) the recoverable amount of the cash-generating units CU695; with

(b) the sum of:

(i) the carrying amount of the recognised assets and liabilities of the cash-generating units CU610; and

(ii) the headroom of the cash-generating units at the previous impairment testing date CU105 (CU730 – CU625).

An impairment of CU20 has occurred: CU695 - (CU610 + CU105).

This impairment reflects a reduction in the total goodwill from CU205 in 20X0 to CU185 in 20X1. How much of this reduction is allocated to the acquired goodwill and recognised as an impairment loss would still need to be determined. See paragraphs 3.43–3.46 for discussion on this topic.

**Impairment test in IAS 36**

Under the test in IAS 36 no impairment loss would be recognised at 31 December 20X1 because the recoverable amount (CU695) is greater than the carrying amount of recognised assets and liabilities (CU610).

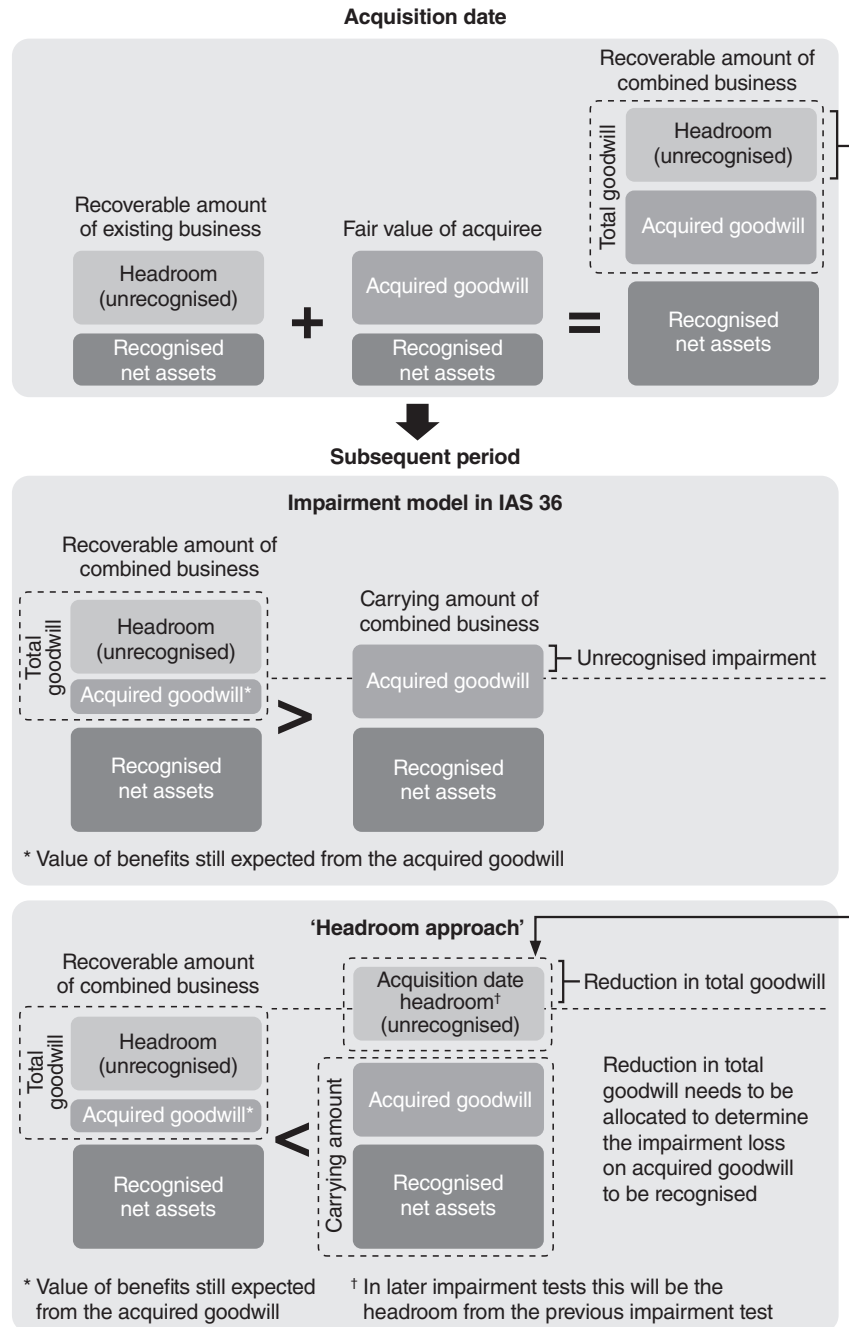
3.41 Figure 3.1 (after paragraph 3.45) shows how acquired goodwill can be shielded from impairment by headroom and how the 'headroom approach' could remove that shielding effect, using another example. Under the impairment model in IAS 36 the headroom absorbs the reduction in the recoverable amount. In this simple example, that reduction arises solely because the performance of the acquisition is not meeting expectations. The 'headroom

approach' calculates a reduction in total goodwill. The amount to be recognised as an impairment loss still needs to be determined by allocating the reduction in total goodwill between acquired goodwill and the unrecognised headroom (see paragraphs 3.43–3.46).

- 3.42 As explained in paragraph 3.35, if the total goodwill has reduced since the previous testing date, the impairment test in IAS 36 allocates that reduction first to the unrecognised headroom. Hence an impairment loss is not recognised until the headroom has been reduced to zero. The 'headroom approach' seeks to attribute at least some of that reduction to the acquired goodwill, when appropriate. This approach would reduce but not necessarily eliminate the shielding caused by headroom.
- 3.43 The 'headroom approach' would not identify whether the cause of any reduction in total goodwill was a reduction in the value of the acquired goodwill or a reduction in a component of the unrecognised headroom. Thus, if the Board were to adopt this approach it would need to specify how companies would allocate this reduction in total goodwill. The Board considered the following methods:
- (a) allocating the reduction pro rata to both the acquired goodwill and the unrecognised headroom;
  - (b) always allocating the reduction first to the acquired goodwill, whereas in the impairment test in IAS 36 the reduction is always allocated to the unrecognised headroom first; or
  - (c) presuming the reduction is attributable to the acquired goodwill unless the company rebuts that presumption with specific evidence that all or part of the reduction is not attributable to the acquired goodwill.
- 3.44 A pro rata allocation would be consistent with the view that all goodwill within a cash-generating unit is a single unit of account and that goodwill cannot be measured independently. Under that view, any distinction between acquired goodwill and goodwill subsequently generated internally does not portray any real economic phenomenon.
- 3.45 However, for those who view acquired and internally generated goodwill to be distinct, a pro rata allocation or an allocation of all the reduction to the acquired goodwill may sometimes produce a result that is inconsistent with the performance of an acquisition and therefore would not provide a faithful representation of that performance, for example:
- (a) when a decrease in total goodwill is clearly caused by something not related to the acquired business, such as a decline in an unrecognised gain on land owned by the business before the acquisition; or
  - (b) if after total goodwill has increased for several years since the acquisition because of outperformance by the acquired business, total goodwill then reduces because the performance of the acquired business declines, but remains at or above the level expected at the time of the acquisition.

**Figure 3.1 Illustration of shielding effect**

In this simple example, it is assumed that both the recognised net assets and unrecognised headroom of the combined business remain unchanged after the acquisition. Thus, the only change in total goodwill is a reduction in the economic benefits originally expected from the acquired goodwill. In a more realistic example, the benefits from the acquired goodwill would probably not be measurable directly.



- 3.46 An allocation based on a ‘rebuttable presumption’ could target the performance of an acquisition more precisely. However, such an allocation would probably introduce more subjectivity, cost and complexity, and would depend on identifying the reasons for the reduction, which may be possible only in simple situations.
- 3.47 The ‘headroom approach’ requires only one additional input to the impairment test: the amount of the headroom determined in the previous impairment test. Because IAS 36 requires a company to test for impairment each year, that input could be available from the previous year’s test. Nevertheless, stakeholders have said this approach would add significant cost to performing the impairment test. Companies would incur additional costs because companies would be required to determine the recoverable amount more precisely than may have been needed at the date of that previous test. This could be the case if, for example:
- (a) the previous test concluded that the recoverable amount was higher than the carrying amount but did not quantify precisely how much higher it was.
  - (b) the previous test estimated only value in use or only fair value less costs of disposal. Because that amount was higher than the carrying amount, the company did not need to estimate the other amount, which may be higher.
  - (c) a company restructures its cash-generating units or disposes of part of its cash-generating units, so that additional estimates of recoverable amount would be needed at that date.
- 3.48 Paragraphs 4.5–4.34 discuss possible relief from the requirement to perform an annual quantitative impairment test for cash-generating units containing goodwill. The ‘headroom approach’ could limit the benefit of that relief. Because the headroom from the previous impairment test would not shield goodwill from impairment, a company would conclude more frequently that an impairment loss may have occurred, thus requiring the company to perform the quantitative test.
- 3.49 The Board concluded that the ‘headroom approach’ would reduce shielding but not eliminate it, because:
- (a) as discussed in paragraphs 3.43–3.46, the allocation of any reduction in total goodwill is imperfect; and
  - (b) if the acquired business is performing poorly, better performance from other elements of the combined business could still shield the acquired goodwill from impairment.
- 3.50 Moreover, the ‘headroom approach’ could result in recognising impairments that are, in some circumstances, difficult to understand (see paragraphs 3.45–3.46) and the approach would add cost.



- 3.51 Because goodwill does not generate cash flows independently and cannot be measured directly, it must be tested for impairment with other assets. The Board has concluded that it is not feasible to significantly improve the effectiveness of the impairment test for goodwill at a reasonable cost, and therefore some shielding is always likely to occur.
- 3.52 Estimates of cash flows will always be subject to management judgement but, if applied well, the test is expected to meet its objective of ensuring that the combined assets, including goodwill, are carried at no more than their combined recoverable amount. Although the impairment test cannot always provide a timely signal that the performance of an acquisition is not meeting management's expectations, the absence of such a signal does not mean the test has failed. Paragraphs 2.4–2.45 discuss possible disclosure requirements that would be intended to meet the need for timely information about the subsequent performance of acquisitions.

#### **The Board's preliminary view**

- 3.53 For the reasons summarised in paragraphs 3.49–3.52, the Board's preliminary view is that it is not feasible to design a different impairment test that is significantly more effective than the impairment test in IAS 36 at recognising impairment losses on goodwill on a timely basis at a reasonable cost.
- 3.54 Nevertheless, the Board would welcome any suggestions stakeholders have for making the impairment test more effective at recognising impairment losses on goodwill on a timely basis and in a cost-effective manner.

### **Should amortisation of goodwill be reintroduced?**

#### **What is the issue?**

- 3.55 Having concluded that the approach in IAS 36 for testing goodwill for impairment cannot be significantly improved at a reasonable cost, the Board considered whether to develop a proposal to reintroduce amortisation of goodwill.<sup>24</sup> This is because amortisation could:
- (a) take some pressure off the impairment test, which may make the impairment test easier and less costly to apply.
  - (b) provide a simple mechanism that targets the acquired goodwill directly. By reducing the carrying amount of acquired goodwill, amortisation might help resolve the concerns of those stakeholders who believe the carrying amount of goodwill can be overstated because of management over-optimism (see paragraph 3.20(a)) or because goodwill is not tested for impairment directly (see paragraph 3.18).

#### **How did the Board reach its preliminary view?**

- 3.56 In reaching its preliminary view, the Board considered the following arguments for reintroducing amortisation and for retaining the impairment-only model.

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<sup>24</sup> If the Board were to reintroduce amortisation, it would still be necessary to test whether goodwill is impaired.

*Arguments for reintroducing amortisation*

- 3.57 Proponents of reintroducing amortisation generally give one or more of the following arguments:
- (a) the Post-implementation Review (PIR) of IFRS 3 suggests that the impairment test is not working as the Board intended (paragraph 3.58);
  - (b) carrying amounts of goodwill are overstated and, as a result, a company's management is not held to account for its acquisition decisions (paragraphs 3.59–3.62);
  - (c) goodwill is a wasting asset with a finite useful life, and amortisation would reflect the consumption of goodwill (paragraphs 3.63–3.65); and
  - (d) amortisation would reduce the cost of accounting for goodwill (paragraphs 3.66–3.67).
- 3.58 The Board's decision in 2004 to implement an impairment-only model for goodwill was based on the conclusion that this approach would provide more useful information to investors than an amortisation and impairment approach, and that the impairment test would be rigorous and operational. Some stakeholders say the feedback from the PIR of IFRS 3, and the findings of the Board's research project, call those conclusions into question because:
- (a) impairment losses are not recognised on a timely basis, in the view of those stakeholders. Thus, the impairment test may not be as rigorous as the Board initially expected it to be.
  - (b) although some stakeholders believe the impairment test provides useful information, its value is limited, often being only confirmatory and the information is provided too late to have predictive value.
  - (c) the impairment test is complex and costly to perform. Thus, the impairment test may not be as operational as the Board had expected it to be.
- 3.59 Some argue that because goodwill can only be tested for impairment as part of a cash-generating unit, the resulting shielding by headroom (explained in paragraphs 3.31–3.37) causes too high a risk that carrying amounts of acquired goodwill could be overstated. Others argue that the unique nature of goodwill requires the rigorous impairment test the Board envisaged in 2004. In their view, because the Board has concluded that it is not feasible to significantly improve the impairment test, amortisation is necessary to reduce goodwill carrying amounts.

- 3.60 These views are somewhat supported by the fact that impairment losses are recognised relatively infrequently, despite evidence that a significant percentage of acquisitions fail.<sup>25,26</sup> Stakeholders with this view therefore argue the carrying amount of goodwill does not faithfully represent the future benefits still expected from the acquisition.
- 3.61 Not recognising an impairment loss when an acquisition fails to meet its objectives may mislead investors into thinking that the acquisition continues to be a success. Thus, some stakeholders take the view that the impairment test is not effective at holding management to account for the significant amounts of goodwill recognised in acquisitions. They argue that an amortisation expense in the income statement would hold management to account more effectively than an impairment test because amortisation would show that a company needs to generate profits to recover that expense.
- 3.62 A US study from 2013 found that the allocation of purchase price to goodwill was higher when management compensation relied more on earnings-based cash bonuses.<sup>27</sup> They concluded that non-amortisation of goodwill provides an incentive for managers to record higher amounts for goodwill, likely increasing post-acquisition earnings and bonuses. Some argue that amortisation would reduce incentives for this type of behaviour.
- 3.63 Some argue that acquired goodwill is a wasting asset with a finite useful life. They consider that, for example:
- (a) competitive forces erode its ability to provide economic benefits over a finite period.
  - (b) its economic benefits have a finite useful life—for example, the acquired assembled workforce will leave or retire over time.
  - (c) the future costs that maintain a company's reputation and competitiveness would generate new goodwill internally rather than maintain the acquired goodwill. The acquired goodwill is continually consumed and replaced by internally generated goodwill.
- 3.64 If acquired goodwill is consumed, investors would find it useful for the company to inform them about that consumption by recognising an amortisation expense in the income statement in the same period as the company obtains the benefits from consuming the goodwill. Stakeholders with this view argue amortisation is necessary because:

25 For example, according to Duff & Phelps, '2018 European Goodwill Impairment Study', February 2019, using data from companies in the STOXX® Europe 600 Index, the impairment losses recognised in 2017 represented 1% of the carrying amount of goodwill of all companies in the study. See <https://www.duffandphelps.co.uk/insights/publications/goodwill-impairment/2018-european-goodwill-impairment-study>, (accessed 4 February 2020).

26 For example, according to Deloitte, 'The State of the Deal, M&A Trends 2019', in a survey of 1,000 executives at US headquartered and private equity firms, about 40% of survey respondents say that half their deals failed to generate the value they expected at the onset of the transaction. See <https://www2.deloitte.com/content/dam/Deloitte/us/Documents/mergers-acquisitions/us-mergers-acquisitions-trends-2019-report.pdf>, (accessed 4 February 2020).

27 R. Shalev, I. Zhang, and Y. Zhang, 'CEO Compensation and Fair Value Accounting: Evidence from Purchase Price Allocation', *Journal of Accounting Research*, vol 51, no. 4, 2013, pp. 819–854, <https://onlinelibrary.wiley.com/doi/abs/10.1111/1475-679X.12015>, (accessed 4 February 2020).

- (a) it provides more useful information and would more effectively hold management to account because it would show that the acquisition is not successful if it does not generate economic benefits in excess of this cost.
  - (b) it prevents internally generated goodwill being recognised implicitly, replacing acquired goodwill that has been consumed. Preventing that is necessary because IFRS Standards prohibit the recognition of internally generated goodwill.
  - (c) an impairment-only model does not identify the consumption of goodwill separately and thus all reductions in the carrying amount of goodwill, including those caused by consumption of goodwill, are labelled as impairment losses.
- 3.65 Some stakeholders say it is possible to estimate the useful life of goodwill and the pattern in which it diminishes, and management’s estimates of useful life can provide investors with useful information.
- 3.66 Amortisation could also help to reduce the cost of testing cash-generating units containing goodwill for impairment. Over time, as amortisation reduces the carrying amount of goodwill, the likelihood of a material impairment loss decreases until it becomes negligible. As a result, a company needs to devote less effort to the impairment test, because it becomes easier to conclude that no impairment has occurred.
- 3.67 Reintroducing amortisation would not remove the need for an impairment test. Thus, the test may still provide useful information about the acquisition, particularly in the earlier years of the acquisition. In later years, although amortisation would ultimately remove the goodwill from the balance sheet, its removal would not cause a loss of useful information. This is because it may occur at a time when any impairment loss recognised under the impairment-only model would provide little or no information about the performance of the acquisition because it is now indistinguishable from the rest of the business.
- 3.68 In summary, in the light of the arguments in this subsection, some consider that it would be appropriate to reintroduce amortisation because, in their view, the benefits of the impairment-only model are limited and do not justify its cost. Some consider that the impairment test is not rigorous and does not reduce the carrying amount of goodwill appropriately, and so amortisation is needed to avoid overstatement. Some also consider goodwill to be a wasting asset with a finite useful life and therefore view amortisation as necessary to depict the consumption of goodwill’s economic benefits. They also suggest that the new disclosures on subsequent performance (discussed in paragraphs 2.4–2.45) would help investors understand better whether an acquisition has been a success. They consider that those disclosures would offset any limited loss of information caused by moving from the impairment-only model, allowing the Board to explore amortisation as a less costly model for the subsequent accounting for goodwill.

*Arguments for retaining the impairment-only model*

- 3.69 Proponents of retaining the impairment-only model generally give one or more of the following arguments:
- (a) the impairment-only model provides more useful information than amortisation (paragraphs 3.70–3.74).
  - (b) if applied well, the impairment test achieves its purpose. The PIR of IFRS 3 and the Board’s subsequent research have not found new evidence that the test is not sufficiently robust (paragraphs 3.75–3.80).
  - (c) acquired goodwill is not a wasting asset with a finite useful life, nor is it separable from goodwill subsequently generated internally (paragraphs 3.81–3.82).
  - (d) reintroducing amortisation would not save significant cost (paragraph 3.83).
- 3.70 Proponents of retaining the impairment-only model consider that the evidence continues to confirm the view the Board had when finalising IFRS 3: an amortisation expense provides investors with no useful information if determining the useful life of goodwill is arbitrary. Although the feedback from the PIR of IFRS 3 suggests that the benefit of the information provided to investors by the impairment-only model may be somewhat less than the Board had expected when developing IFRS 3, that model nevertheless provides some useful information.
- 3.71 Some investors have said the information provided by the impairment test is useful, even if it only has confirmatory value.<sup>28</sup> Moreover, an unexpected impairment loss may lead to a significant negative effect on a company’s share price, which suggests an impairment loss at times provides new information.
- 3.72 Some would argue an amortisation expense is unlikely to provide information of similar value, especially if the useful life of goodwill cannot be determined objectively. It is possible that companies would behave in a way consistent with this view by adding back the amortisation expense in their management performance measures.<sup>29</sup>
- 3.73 Some also argue that amortisation of goodwill could make the information provided less useful. Amortisation could reduce the likelihood of an impairment loss being recognised because the reduction in carrying amount makes it less likely that the carrying amount would not be recoverable. In effect, amortisation could further shield acquired goodwill against impairment losses by mislabelling some or all impairment losses as

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28 Many academic studies conclude that impairment losses recognised in the financial statements are value-relevant for investors. See A. d’Arcy and A. Tarca, ‘Reviewing IFRS Goodwill Accounting Research: Implementation Effects and Cross-Country Differences’, *The International Journal of Accounting*, vol 53, no.3, 2018, pp. 203–226, <https://www.sciencedirect.com/journal/the-international-journal-of-accounting/vol/53/issue/3>, (accessed 4 February 2020).

29 Management performance measures are defined in the Exposure Draft *General Presentation and Disclosures*. See <https://cdn.ifrs.org/-/media/project/primary-financial-statements/exposure-draft/ed-general-presentation-disclosures.pdf>.

consumption. Additionally, in subsequent periods, amortisation could obscure the amount originally paid and so make it more difficult to assess stewardship for those investors that do this by analysing returns on invested capital.

- 3.74 In 2014 the European Financial Reporting Advisory Group, Accounting Standards Board of Japan and Organismo Italiano di Contabilità published the discussion paper *Should goodwill still not be amortised? Accounting and disclosure for goodwill*. An investor group responding to that discussion paper commented that if goodwill were amortised, investors would add the amortisation expense back, whether the useful life was considered to be arbitrary or not, because the amortisation expense would not help their assessment of performance.
- 3.75 Some argue the impairment test is rigorous and operational, and that the PIR of IFRS 3 and the Board's subsequent research have not provided evidence that the impairment test is not working properly. They argue that if issues arise because of the application of the impairment test, this should be addressed through enforcement rather than through standard-setting. In their view, the impairment test is working as the Board intended when it designed the impairment test in 2004, because the Board was already aware of the shielding effect (see paragraphs 3.31–3.37).
- 3.76 The Board showed its awareness of shielding in 2002, in paragraph C38 of the Exposure Draft *Proposed Amendments to IAS 36*. The Board had considered whether to remove the headroom created when the acquired business is combined with a business that contained internally generated goodwill at the acquisition date. That headroom would have been removed by including it within the measure of the cash-generating unit's net assets.
- 3.77 The Board rejected that approach because it would not result in the impairment test capturing only decreases in the value of acquired goodwill. No impairment test can discern whether the pre-existing internally generated goodwill, rather than the acquired goodwill, has been impaired and replaced by goodwill generated after the acquisition.
- 3.78 Paragraph BC135 of the Basis for Conclusions on IAS 36 further explains the Board's conclusions that:
- (a) it is not possible to measure separately goodwill generated internally after an acquisition;
  - (b) the carrying amount of goodwill will always be shielded from impairment by that internally generated goodwill; and
  - (c) therefore, the objective of the goodwill impairment test could at best be to ensure that the carrying amount of goodwill is recoverable from future cash flows expected to be generated by both acquired goodwill and goodwill generated internally after the acquisition.
- 3.79 The purpose of the test is discussed in paragraphs 3.12–3.19. If the test is performed well, it would be expected to meet its objective of ensuring that the carrying amount of acquired goodwill is recoverable from cash flows it is expected to generate jointly with other assets.

- 3.80 As discussed in paragraph 3.60, some consider that because goodwill is not tested for impairment directly, the carrying amount of goodwill does not faithfully represent the future benefits still expected from the acquisition. However, others consider that determining how much of the benefits originally expected still remains is not possible, and therefore determining by how much to reduce the carrying amount of goodwill is also not possible. An arbitrary reduction, through amortisation, of the carrying amount of goodwill would not provide a faithful representation of the originally expected benefits that remain.
- 3.81 Some also question whether goodwill is always a wasting asset with a finite useful life. They regard some elements that constitute goodwill as having an indefinite useful life, for example:
- (a) cost savings that are expected to be recurring; and
  - (b) the knowledge and processes to generate future returns beyond the timeframe of the recognised assets of the business.
- They argue that companies acquiring businesses do so with the expectation that the acquired goodwill will be maintained indefinitely, and amortisation would not be appropriate when goodwill has an indefinite useful life.<sup>30</sup>
- 3.82 Moreover, some consider that distinguishing between acquired goodwill and goodwill subsequently generated internally does not portray any real economic phenomenon. Therefore, they reject the argument, made by some proponents of amortisation, that acquired goodwill is continually consumed and replaced by internally generated goodwill.
- 3.83 Reintroducing amortisation would not eliminate the need for impairment testing. Consequently, some argue that amortisation is unlikely to reduce the cost of impairment testing significantly, particularly in the first few years after an acquisition, unless amortisation is over an unrealistically short period. Furthermore, if a robust amortisation model is developed, applying that model could increase the complexity of the accounting for goodwill. For example, estimating the useful life would probably require judgement and rely on some of the same estimates underlying the future cash flows used in testing goodwill for impairment.
- 3.84 In summary, in the light of the arguments in this subsection, some stakeholders consider it appropriate to retain the impairment-only model because, in their view, the impairment test provides more useful information than amortisation. Although no impairment test for cash-generating units containing goodwill can be guaranteed to result in the recognition of an impairment loss as soon as the benefits associated with acquired goodwill are no longer expected to be received, that fact does not mean the test has failed.

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<sup>30</sup> A recent publication discussing this view is International Valuation Standards Council, 'Is Goodwill a Wasting Asset?', 2019, <https://www.ivsc.org/news/article/is-goodwill-a-wasting-asset>, (accessed 21 January 2020).

3.85 Moreover, the objective of the test is to ensure the carrying amounts of the assets, including goodwill, of cash-generating units containing goodwill are expected to be recovered from the cash flows they generate jointly. Although an impairment loss may provide some information that an acquisition is not meeting management's expectations, the accounting for goodwill (regardless of whether amortisation is reintroduced or the impairment-only approach is retained) cannot provide information about the success of an acquisition. To provide information about whether an acquisition has been a success, the Board's preliminary view is that it should develop proposals to require disclosures on subsequent performance, as discussed in paragraphs 2.4–2.45.

#### **The Board's preliminary view**

3.86 The topic of accounting for goodwill has always been the subject of strongly held and divergent views. To fulfil its role as a standard-setter, the Board needs to be satisfied that any decisions it makes now will not be reopened again in a few years—frequent changes back and forth between the different approaches would not help any stakeholders.

3.87 In the context of a PIR, the Board will propose changing IFRS requirements only if it has enough information to conclude that a change to the Standard is necessary. The Board will also need to decide that the benefits of such a change would outweigh the cost and disruption that would be caused by changing the requirements again.

3.88 There are different views on whether there is a sufficient reason to change. Different Board members place different weight on different arguments. Some of the main arguments Board members considered in reaching their views were as follows:

- (a) those who favoured reintroducing amortisation argued that:
  - (i) it has not proved feasible to design an impairment test that is significantly more effective at recognising impairment losses on goodwill on a timely basis. In their view, the Board should reintroduce amortisation to respond to the PIR of IFRS 3 feedback that the impairment test is not robust enough to recognise impairment losses on goodwill on a timely basis.
  - (ii) carrying amounts of goodwill around the world have been increasing. Some Board members see this as evidence that without amortisation management is not being properly held to account for its acquisition decisions and that amortisation is needed to maintain the integrity and reputation of financial reporting.
  - (iii) goodwill is a wasting asset with a finite useful life, and reintroducing amortisation is the only way to depict that goodwill is being consumed.



- (b) those who favoured retaining the impairment-only approach argued that:
- (i) although the impairment test does not test goodwill directly, recognising an impairment loss provides important confirmatory information, even if delayed, that confirms investors' earlier assessments that those losses have occurred, helping hold management to account. The useful life of goodwill cannot be estimated, so any amortisation expense would be arbitrary. Therefore, investors would ignore it and amortisation could not be used to hold management to account for its acquisition decisions.
  - (ii) the Board should not reintroduce amortisation solely because of concerns that the impairment test is not being applied rigorously or simply to reduce goodwill carrying amounts. In the view of some Board members, goodwill could be increasing for many reasons—for example, because of the changing nature of the economy and greater value being generated by unrecognised intangible assets.
  - (iii) the Board has no compelling evidence that amortising goodwill would significantly improve the information provided to investors or, particularly in the first few years after an acquisition, significantly reduce the cost of performing the impairment test.

3.89 A small majority (eight out of 14 Board members) reached a preliminary view that the Board should retain the impairment-only model.

3.90 The Board accepts that both accounting models for goodwill—an impairment-only model and an amortisation model—have limitations. No impairment test has been identified that can test goodwill directly, and for amortisation it is difficult to estimate the useful life of goodwill and the pattern in which it diminishes.

3.91 The Board reached a preliminary view that it should retain an impairment-only approach, but this was by a small majority and so the Board would particularly like stakeholders' views on this topic.

3.92 Many stakeholders hold firm views that have been well known for many years. Simply repeating the well-known arguments for these views is unlikely to move the debate forward; therefore, the Board would welcome feedback that provides new practical or conceptual arguments, together with evidence for these arguments and suggestions identifying arguments which should be given more weight and why.

3.93 The Board would especially welcome feedback that helps it understand:

- (a) why stakeholders have concerns that recognition of impairment losses on goodwill is not timely, and whether amortisation could and should resolve those concerns; and

- (b) what information best helps investors to hold companies' management accountable for acquisition decisions at a reasonable cost.
- 3.94 Such feedback will help the Board when it decides whether and how to move forward with the project.

**Other considerations**

- 3.95 If the Board decides to reintroduce amortisation, it will need to consider more detailed topics, including:
- (a) how the useful life of goodwill should be determined;
  - (b) whether that useful life should have an upper limit;
  - (c) how the amortisation method should be determined;
  - (d) whether annual reassessment of the amortisation method and useful life should be required;
  - (e) whether intangible assets with indefinite useful lives should also be required to be amortised;
  - (f) how to allocate impairment losses to carrying amounts of goodwill arising from different acquisitions;
  - (g) how to allocate goodwill arising from different acquisitions on disposal or reorganisation;
  - (h) what transitional arrangements should apply; and
  - (i) what related presentation and disclosure requirements should apply—for example, for the amortisation expense.
- 3.96 Although the Board has not fully discussed the topics listed in paragraph 3.95, some decisions that the Board could make on these topics could influence stakeholders' views on the reintroduction of amortisation. This is particularly true of how the useful life of goodwill should be determined.
- 3.97 Some stakeholders argue that a reasonable estimate of the useful life of goodwill can be made and that investors would find information about the useful life of goodwill useful if it is based on management's judgement. However, some stakeholders are concerned that determining the useful life of goodwill based on management's judgement would introduce further subjectivity, cost and complexity. On the other hand, if the useful life of goodwill were to be specified as an arbitrary fixed period, such as 10 years, the arbitrary amortisation expense that results would have no informational value, although this method would be much simpler and less subjective.
- 3.98 Stakeholders will have different views on how important it is to use a simple approach to determine the useful life of goodwill and on the value of the information that can result from selecting an appropriate useful life. Their views may depend partly on whether they consider it possible to make a reliable estimate of the useful life of goodwill. The approach to determine the useful life of goodwill may affect whether some stakeholders support the reintroduction of amortisation or not.

**Other approaches considered**

- 3.99 The Board has also considered two other approaches for accounting for goodwill:
- (a) immediate write-off of goodwill (paragraphs 3.101–3.104); and
  - (b) separating goodwill into components and accounting for the components separately (paragraphs 3.105–3.106).

3.100 One other possibility is a hybrid approach, using an impairment-only approach for the first few years and then amortising goodwill in later years. This may have the advantage discussed in paragraph 3.67, that an impairment test is performed when the information from it is most helpful. However, some of the concerns discussed in paragraph 4.26 would also apply to this approach, namely that the time period selected for the impairment-only approach may not be appropriate for all companies and that additional guidance may also be required.

*Immediate write-off of goodwill*

- 3.101 Some stakeholders suggested the Board should consider the immediate write-off of goodwill. Any goodwill acquired in an acquisition would be recognised immediately as an expense in profit or loss, or in other comprehensive income or directly in equity.
- 3.102 This approach would eliminate the need to test goodwill for impairment, thus eliminating cost and complexity. It would also eliminate the risk that the carrying amount of goodwill would not be recoverable and would help to achieve consistency between acquired goodwill and internally generated goodwill.
- 3.103 Companies had the option to adjust goodwill against shareholders' interest immediately on acquisition in the original IAS 22 *Accounting for Business Combinations*, issued by the IASC in 1983. The IASC removed this option in 1993, concluding that goodwill is an asset.
- 3.104 The Board did not pursue the idea of immediate write-off because:
- (a) requiring an immediate write-off would be inconsistent with the Board's conclusion in IFRS 3 that goodwill is an asset that should be recognised and with management's view when deciding to acquire the business that it has paid for something that is expected to generate future economic benefits;<sup>31</sup>
  - (b) recording a write-off directly in equity would not be a faithful representation, because it would inappropriately portray the acquirer as having made a distribution to its owners;
  - (c) investors would no longer receive the information, albeit limited, provided by the impairment test for cash-generating units containing goodwill; and

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<sup>31</sup> Paragraphs BC313–BC327 of the Basis for Conclusions on IFRS 3.

- (d) some investors use the carrying amount of goodwill in their analysis and in their assessment of management's stewardship.

*Separating goodwill into components and accounting for the components separately*

- 3.105 Goodwill comprises various components.<sup>32</sup> Different accounting treatments could be applied to each component, reflecting the nature of that component. For example, amortisation may be more appropriate for some components than for others, or it may be appropriate to write-off some components immediately. If companies identified separate components, they might be able to allocate the components to cash-generating units in a more meaningful way.
- 3.106 The Board rejected this approach because:
- (a) it would increase the complexity and subjectivity of the subsequent accounting for goodwill; and
  - (b) goodwill cannot be measured directly and, therefore, the different components of goodwill could probably not be measured reliably.

**Presentation of total equity excluding goodwill**

- 3.107 The Board considered whether to require companies to present on their balance sheets the amount of total equity excluding goodwill. Goodwill is different from other assets because:
- (a) goodwill cannot be measured directly and it is therefore initially measured as a residual.
  - (b) goodwill cannot be sold separately and, because its value often disappears quickly when a business is in difficulty, it is harder to convert into cash than many other assets on liquidation of the company.
  - (c) goodwill is often allocated to groups of cash-generating units for impairment testing whereas other assets are tested for impairment individually or as part of a single cash-generating unit. Some of the unavoidable limitations of the impairment test occur when goodwill is allocated to groups of cash-generating units.
- 3.108 The Board considered whether to exclude not just goodwill but also some or all intangible assets in determining this amount. Although some intangible assets share some of the characteristics of goodwill, there are different views on which intangible assets should be excluded in determining this amount. The Board decided to focus on goodwill given its unique nature.

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<sup>32</sup> Paragraph BC313 of the Basis for Conclusions on IFRS 3.

- 3.109 The Board has already proposed in its Exposure Draft *General Presentation and Disclosures* to require goodwill to be presented as a separate line item on the balance sheet.<sup>33</sup> Presenting the amount of total equity excluding goodwill would provide further transparency about the effect of goodwill and so contribute further to investors' understanding of a company's financial position.<sup>34</sup>
- 3.110 Presenting this amount could help to highlight those companies for which goodwill is a significant portion of their total equity. Although it is simple for investors to calculate this amount, the Board considers that presenting this amount separately would give it more prominence. The Board considered whether the amount could be presented either as a subtotal within the structure of the balance sheet, or as a free-standing amount on the balance sheet.
- 3.111 Presenting total equity excluding goodwill as a subtotal within the structure of the balance sheet could highlight the subtotal's relationship with other items in the financial statements, indicate simply what the amount includes, and make the amount more prominent. However, it could be difficult to fit that amount within the structure of the balance sheet for various reasons:
- (a) IAS 1 *Presentation of Financial Statements* requires a company to present at least non-controlling interests, and issued capital and reserves attributable to owners of the parent, as line items within equity. Thus, it may be impossible to draw a subtotal that presents total equity excluding goodwill when there are non-controlling interests.
  - (b) even if it is possible to draw such a subtotal, local requirements or local customs may mean that companies are required or want to present other components of equity—for example, share capital, retained earnings or other reserves—as line items. If companies do that, it may not always be possible to present this amount as a subtotal.
- 3.112 Changing the structure of the financial statements to allow the presentation of this subtotal could be too disruptive. Therefore, the Board does not intend to pursue such a change.
- 3.113 Thus, total equity excluding goodwill would need to be presented as free-standing information that does not form part of the structure of the balance sheet. One precedent for presenting information this way in a primary financial statement is the requirement to present earnings per share in the income statement.
- 3.114 Two illustrations of presenting total equity excluding goodwill are included in the Appendix to this Discussion Paper:

<sup>33</sup> Exposure Draft *General Presentation and Disclosures* published in December 2019. See <https://cdn.ifrs.org/-/media/project/primary-financial-statements/exposure-draft/ed-general-presentation-disclosures.pdf>.

<sup>34</sup> Paragraph 55 of IAS 1 *Presentation of Financial Statements* requires that an entity should present additional line items (including by disaggregating listed line items), headings and subtotals in the statement of financial position when such presentation is relevant to an understanding of the entity's financial position.

- (a) the first illustration presents the free-standing amount in parentheses attached to the label for total equity; and
- (b) the second illustration shows the free-standing amount below the total for total equity and liabilities.

**The Board's preliminary view**

3.115 The Board's preliminary view is that it should develop a proposal to help investors better understand companies' financial positions by requiring companies to present on their balance sheets the amount of total equity excluding goodwill.

**Questions for respondents**

<b>Question 6</b>	
As discussed in paragraphs 3.2–3.52, the Board investigated whether it is feasible to make the impairment test for cash-generating units containing goodwill significantly more effective at recognising impairment losses on goodwill on a timely basis than the impairment test set out in IAS 36 <i>Impairment of Assets</i> . The Board's preliminary view is that this is not feasible.	
(a)	Do you agree that it is not feasible to design an impairment test that is significantly more effective at the timely recognition of impairment losses on goodwill at a reasonable cost? Why or why not?
(b)	If you do not agree, how should the Board change the impairment test? How would those changes make the test significantly more effective? What cost would be required to implement those changes?
(c)	Paragraph 3.20 discusses two reasons for the concerns that impairment losses on goodwill are not recognised on a timely basis: estimates that are too optimistic; and shielding. In your view, are these the main reasons for those concerns? Are there other main reasons for those concerns?
(d)	Should the Board consider any other aspects of IAS 36 in this project as a result of concerns raised in the Post-implementation Review (PIR) of IFRS 3?

<b>Question 7</b>	
Paragraphs 3.86–3.94 summarise the reasons for the Board's preliminary view that it should not reintroduce amortisation of goodwill and instead should retain the impairment-only model for the subsequent accounting for goodwill.	
(a)	Do you agree that the Board should not reintroduce amortisation of goodwill? Why or why not? (If the Board were to reintroduce amortisation, companies would still need to test whether goodwill is impaired.)
(b)	Has your view on amortisation of goodwill changed since 2004? What new evidence or arguments have emerged since 2004 to make you change your view, or to confirm the view you already had?

*continued...*

...continued

<b>Question 7</b>	
(c)	Would reintroducing amortisation resolve the main reasons for the concerns that companies do not recognise impairment losses on goodwill on a timely basis (see Question 6(c))? Why or why not?
(d)	Do you view acquired goodwill as distinct from goodwill subsequently generated internally in the same cash-generating units? Why or why not?
(e)	If amortisation were to be reintroduced, do you think companies would adjust or create new management performance measures to add back the amortisation expense? (Management performance measures are defined in the Exposure Draft <i>General Presentation and Disclosures</i> .) Why or why not? Under the impairment-only model, are companies adding back impairment losses in their management performance measures? Why or why not?
(f)	If you favour reintroducing amortisation of goodwill, how should the useful life of goodwill and its amortisation pattern be determined? In your view how would this contribute to making the information more useful to investors?

<b>Question 8</b>	
Paragraphs 3.107–3.114 explain the Board’s preliminary view that it should develop a proposal to require companies to present on their balance sheets the amount of total equity excluding goodwill. The Board would be likely to require companies to present this amount as a free-standing item, not as a subtotal within the structure of the balance sheet (see the Appendix to this Discussion Paper).	
(a)	Should the Board develop such a proposal? Why or why not?
(b)	Do you have any comments on how a company should present such an amount?

## Section 4—Simplifying the impairment test

### Section highlights

- Performing a quantitative test annually does not necessarily make the test more effective when there is no indicator of impairment.
- Simplifications would reduce the cost and complexity of performing the test.
- Some of the same simplifications would also make value in use more understandable.

- 4.1 Section 3 discussed how the Board concluded that it could not make the impairment test significantly more effective at recognising impairment losses on goodwill on a timely basis at a reasonable cost.
- 4.2 Having reached that conclusion, the Board investigated whether it could simplify the test without making it significantly less robust.
- 4.3 This section discusses the Board’s preliminary view that it should develop the following proposals intended to make the impairment test less costly and less complex, while improving some aspects of the information it provides, by:
- (a) providing relief from the requirement to perform a quantitative impairment test annually for goodwill (paragraphs 4.5–4.26), and extending this relief to intangible assets with indefinite useful lives and intangible assets not yet available for use (paragraphs 4.27–4.31);<sup>35</sup>
  - (b) amending the requirements on estimating value in use by removing the restriction on including cash flows from future restructurings, improvements or enhancements (paragraphs 4.35–4.45); and
  - (c) allowing the use of post-tax cash flows and discount rates in estimating value in use (paragraphs 4.46–4.54).
- 4.4 This section also discusses other simplifications the Board considered but decided not to pursue (paragraphs 4.55–4.56).

### Relief from the annual impairment test

#### What is the issue?

- 4.5 Some stakeholders have said:
- (a) the impairment test is complex, time-consuming, costly and requires significant judgements; and
  - (b) because goodwill is not tested for impairment directly (see Section 3), the benefits of the impairment test are limited and may, therefore, not always justify its cost.

<sup>35</sup> In this section, the term ‘impairment test’ refers only to the quantitative test of whether an asset, or a cash-generating unit, is impaired. Companies would still need to assess at each reporting date whether there is an indication that a cash-generating unit containing goodwill may be impaired and to carry out a quantitative test if any such indicator is present.



- 4.6 Stakeholders have said that one reason why the impairment test is costly and complex is the requirement to perform the test annually even if there is no indication of impairment. Stakeholders providing this feedback suggest that a company should not be required to perform an impairment test for goodwill unless there is an indication that an impairment may have occurred (an indicator-based approach).

#### **Current requirements**

- 4.7 A company is required to test cash-generating units containing goodwill for impairment each year, even if there is no indication that the cash-generating units may be impaired (see paragraph 3.5). This requirement also applies to intangible assets with an indefinite useful life and to intangible assets not yet available for use.
- 4.8 For all other assets and groups of assets in the scope of IAS 36 *Impairment of Assets*, a company is not required to perform an impairment test unless there is an indication that an impairment may have occurred.
- 4.9 In IAS 22 *Business Combinations* (which IFRS 3 *Business Combinations* replaced), the Board had required an annual impairment test for goodwill if a company amortised goodwill over a useful life of more than 20 years (see paragraph 3.6). In developing IFRS 3 in 2004, the Board saw a rigorous and operational impairment test as a necessary condition for removing the requirement to amortise goodwill and intangible assets with indefinite useful lives. At that time, the Board viewed an annual impairment test for these assets, and cash-generating units containing these assets, as an important part of making the test sufficiently rigorous and operational.
- 4.10 In amending IAS 36 in 2004, the Board provided companies with a simplification allowing them to use the most recently calculated recoverable amount in the current period's impairment test for a cash-generating unit containing goodwill if:
- (a) the assets and liabilities making up the unit have not changed significantly since the most recent calculation;
  - (b) the most recently calculated recoverable amount exceeded the carrying amount of the unit by a substantial margin; and
  - (c) based on an analysis of events that have occurred and circumstances that have changed since the most recent recoverable amount calculation, the likelihood that a current recoverable amount determination would be less than the current carrying amount of the unit is remote (paragraph 99 of IAS 36).

This simplification also applies to intangible assets with indefinite useful lives (paragraph 24 of IAS 36).

- 4.11 Feedback from stakeholders on the cost of performing the test suggests this simplification is not providing significant relief from having to perform the impairment test for these assets annually. Respondents to the European Financial Reporting Advisory Group Discussion Paper *Goodwill Impairment Test*:

*Can it be Improved?* published in 2017 also commented that companies rarely use this relief because it is subject to strict conditions.

**How did the Board reach its preliminary view?**

4.12 In reaching a preliminary view that it should provide relief from the annual impairment test, the Board considered:

- (a) the cost savings from providing that relief (paragraphs 4.14–4.21);
- (b) whether that relief would make the impairment test less robust (paragraphs 4.22–4.23);
- (c) other factors (paragraphs 4.24–4.26); and
- (d) whether the same relief should apply for intangible assets with indefinite useful lives and intangible assets not yet available for use (paragraphs 4.27–4.31).

4.13 Although a company would not need to perform an annual impairment test, it would still need to assess whether there is an indication that the cash-generating unit or group of cash-generating units containing goodwill may be impaired at each reporting date, and perform an impairment test if there is an indication that the units may be impaired.

*Cost savings*

4.14 The Board understands that performing an annual impairment test for goodwill gives rise to costs associated with:

- (a) setting up the valuation model to be used for the impairment test;
- (b) gathering inputs used in that valuation model to determine the recoverable amount, and the internal and external review of those inputs to confirm they are reasonable and supportable;
- (c) changing the valuation model when a company’s circumstances change—for example after a restructuring; and
- (d) disclosing information about the impairment test even if no impairment loss has been recognised.<sup>36</sup>

4.15 Removing the requirement for an annual impairment test would reduce the costs in paragraphs 4.14(b) and 4.14(d) when there is no indication of impairment. However, it would not reduce the costs mentioned in paragraphs 4.14(a) and 4.14(c).

4.16 To perform an annual impairment test for goodwill allocated to a group of cash-generating units, a company may need to estimate the recoverable amounts of each of those individual cash-generating units, if, for example, its forecasting process is on a ‘bottom-up’ basis. These estimates are required even if the company has no reason to suspect that any of those individual cash-generating units may be impaired. An indicator-based impairment model, however, would not require a company to make those estimates if it

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<sup>36</sup> Paragraphs 134 and 135 of IAS 36.

has no indication that an impairment may have occurred. Thus, if companies allocate goodwill to a group of many cash-generating units—for example, numerous retail outlets in a geographical location—relief from the annual impairment test could provide a significant cost saving.

- 4.17 In assessing how much cost the relief could save, the Board considered how stakeholders have implemented the optional qualitative test (Step Zero) introduced in US generally accepted accounting principles (US GAAP) in 2011.<sup>37</sup> Step Zero differs from the indicator-based impairment test the Board is considering. If a company opts to apply Step Zero, rather than carrying out a quantitative impairment test every year, it first assesses whether it is more likely than not that the fair value of a reporting unit would be less than its carrying amount. In making this assessment, a company would look for indications of impairment. A company needs to perform an impairment test if it concludes that impairment is more likely than not.
- 4.18 Publicly available surveys show a steady increase in the number of public companies electing to use Step Zero. For example, in the United States, 29% of public companies surveyed in 2013 applied the qualitative test; this rose to 59% in 2016.<sup>38</sup> Sixty-three per cent of all companies surveyed (public and private) agreed that the optional qualitative assessment had helped to reduce costs.
- 4.19 Although the majority of survey respondents agreed that the optional qualitative assessment reduced cost, a significant number disagreed. They gave the following reasons:
- (a) assessing whether there are indications of impairment and accumulating evidence for a robust application of a qualitative test is sometimes more costly than performing a quantitative impairment test;
  - (b) companies may still have to gather some of the inputs needed for an impairment test when assessing whether there may be an indication of impairment; and
  - (c) companies may need to calibrate their models periodically to fully understand the effect of assumptions on an asset's recoverable amount.
- 4.20 Overall, the evidence for the extent of potential cost savings is mixed. Some stakeholders believe an indicator-based approach would save cost whereas others think it would offer modest cost savings at best. Stakeholders' views on the extent of the cost savings could depend on, for example, their industry, the complexity of their business or how their assets and cash-generating units are organised.

<sup>37</sup> The Financial Accounting Standards Board, Accounting Standards Update No. 2011-08, *Intangibles – Goodwill and Other (Topic 250): Testing Goodwill for Impairment*.

<sup>38</sup> Duff & Phelps, '2016 U.S. Goodwill Impairment Study', Financial Executives Research Foundation, Inc., 2016, <https://www.duffandphelps.com/insights/publications/goodwill-impairment/2016-us-goodwill-impairment-study>, (accessed 4 February 2020).

- 4.21 The impairment test in US GAAP differs from that in IAS 36, hence the cost of performing an impairment test may differ. Nevertheless, information on the application in the US of Step Zero could provide useful insights into the cost savings that may arise if the Board introduces an indicator-based approach.

*Robustness of the impairment test*

- 4.22 The principal concern about the relief is whether it would make the impairment test less robust. Removing the requirement for an annual test could delay the recognition of impairment losses on goodwill, which some stakeholders consider are already recognised too late, and so reduce the value of the information these impairment losses provide because:

- (a) identifying whether indications of impairment are present may require greater management judgement, particularly when events that ultimately lead to an impairment occur gradually over time;
- (b) greater scope for management judgement may make it easier for companies to behave opportunistically to avoid recognising an impairment loss for goodwill; and
- (c) if companies do not perform an impairment test regularly, their expertise in performing the test is likely to decline.

- 4.23 However, there are different views on how much less robust the impairment test would become if the test is not required annually. For example:

- (a) a company would still need to perform a test if there is an indication that there may be an impairment and the company would need to assess at the end of each reporting period whether there is any such indication. Some consider that the events that lead to the recognition of impairment losses using the current impairment test are usually significant, and that management is therefore unlikely to fail to identify a qualitative indicator of impairment in those cases, so there may be little difference in outcome.
- (b) performing an annual impairment test cannot remove the shielding effect resulting from unrecognised headroom (see paragraphs 3.31–3.54).

*Other factors*

- 4.24 In reaching its preliminary view, the Board considered that:

- (a) some stakeholders, including some preparers, regard carrying out an impairment test every year as a good governance mechanism. Performing the test prompts management to assess the cash-generating processes within its business, promoting good stewardship.
- (b) some investors have commented that the disclosures relating to the impairment test are useful, particularly information about the test's assumptions and sensitivities. IAS 36 requires these disclosures to be provided for all impairment tests of cash-generating units containing significant amounts of goodwill or intangible assets with indefinite

useful lives, even if no impairment loss has been recognised. IAS 36 requires a company to provide the information on sensitivities if a reasonably possible change in a key assumption could result in an impairment. This information would no longer be provided in years when no impairment test is performed.

4.25 The Board also explored variations of an indicator-based approach that would require a company to perform an impairment test in some years, even if there is no indication of impairment, for example:

- (a) annually for the first few years after an acquisition (perhaps three to five years), then with an indicator-based approach in subsequent years; or
- (b) less often than annually (for example once every three years), then with an indicator-based approach in the intervening periods.

4.26 Although such approaches may be marginally more robust than an indicator-based approach, the Board did not pursue them because:

- (a) requiring that a test be performed for a fixed number of years may not work equally well for companies in different industries; and
- (b) such a test would add complexity and could need guidance, for example in cases:
  - (i) when a company restructures its operations; or
  - (ii) when goodwill arose from different acquisitions at different times and is allocated to the same cash-generating unit that is then partly subject to an annual test and partly subject to the indicator-based approach.

#### *Intangible assets*

4.27 The Board considered whether to apply the same relief to those intangible assets that are subject to an annual impairment test—intangible assets with indefinite useful lives and intangible assets not yet available for use.

4.28 Although the feedback on the effectiveness of the impairment test largely focused on goodwill, stakeholders raised similar concerns for intangible assets with indefinite useful lives. However, the extent of the shielding effect for these assets is not clear. Because these intangible assets are identifiable, the shielding effect may be less than for goodwill if these assets are capable of generating largely independent cash inflows or are allocated to a smaller group of cash-generating units.

4.29 As a result, a quantitative test could be more likely to detect an impairment of these assets—making an indicator-based approach more likely to fail to reveal an impairment than an annual impairment test. Thus, the disadvantages of the relief may be more likely to exceed the advantages for these intangible assets than for goodwill.

4.30 On the other hand, the Board considers that:

- (a) because the same logic underpins the requirement for an annual impairment test for goodwill and for these types of intangible assets, the Board’s conclusions on testing goodwill for impairment could also be valid for these intangible assets;
- (b) introducing a difference in the subsequent accounting for these two categories of assets could create scope for accounting arbitrage when determining which intangible assets are recognised separately in an acquisition; and
- (c) if the accounting model applied to goodwill differs from that applied to these types of intangible assets, an identifiable (intangible) asset would be tested for impairment more often than an asset that is not identifiable (goodwill)—which is counterintuitive.

4.31 On balance, the Board concluded that the reasons to apply the same kind of impairment test for intangible assets with indefinite useful lives and intangible assets not yet available for use outweigh the reasons for applying different tests. Therefore, the Board’s preliminary view is that the removal of the requirement to perform an annual impairment test should also be proposed for such intangible assets.

**The Board’s preliminary view**

4.32 The Board’s preliminary view is that it should develop a proposal to remove the requirement for a company to perform an annual impairment test for cash-generating units containing goodwill if there is no indication that the cash-generating units may be impaired. As explained in paragraph 4.31, that proposal would also apply to intangible assets with indefinite useful lives and intangible assets not yet available for use. A company would still need to assess at the end of each reporting period whether there is any indication that there may be an impairment.

4.33 Board members have different views on how much cost such a change would save, and on how much it may reduce the robustness of the impairment test. Some Board members’ conclusion on this issue is linked to their conclusion on the amortisation of goodwill:

- (a) Some Board members favour retaining the requirement for an annual impairment test. In their view, the reduction in robustness would outweigh any cost reduction. They also consider it counterintuitive for the Board to take any action that would make the test less robust, given stakeholders’ feedback that the test is not effective enough.
- (b) Some Board members may be prepared to remove the requirement for an annual impairment test, but only if the Board also reintroduces amortisation of goodwill. In their view, reintroducing amortisation would reduce reliance on the impairment test and justify removing the requirement for an annual impairment test.

- (c) A narrow majority (eight out of 14 Board members) favour removing the requirement for an annual impairment test, even though the Board's preliminary view is that it should not reintroduce amortisation. They agree that removing the requirement would make the test marginally less robust. However, they also consider that when the company has no indicator of impairment the benefits of testing for impairment are minimal and so do not justify the cost in those cases.

- 4.34 Because moving to an indicator-based approach would place more reliance on identifying indicators of impairment, the Board plans to assess whether it needs to update the list of indicators in paragraph 12 of IAS 36. For example, a failure to meet the objectives of an acquisition as disclosed applying the Board's preliminary view on disclosure (see paragraphs 2.4–2.45) could be a candidate for a new indicator of a possible impairment.

### **Value in use—future restructuring or enhancement**

#### **What is the issue?**

- 4.35 In determining value in use, companies are required to exclude cash flows expected to arise from a future restructuring or enhancement. Some stakeholders have explained that this requirement can cause cost and complexity because excluding such cash flows requires management to adjust its financial budgets or forecasts. For example, management can find it challenging to distinguish maintenance capital expenditure from expansionary capital expenditure in these budgets or forecasts. Management also finds it challenging to identify which subsequent cash flows need to be excluded because they result from expansionary capital expenditure.

#### **Current requirements**

- 4.36 In measuring value in use, IAS 36 requires a company to estimate cash flow projections for an asset in its current condition. IAS 36 restricts these cash flow projections: they are required to exclude future cash flows expected to arise from a future restructuring to which the company is not yet committed, or to arise from improving or enhancing the asset's performance. IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* provides guidance on determining when a company is committed to a restructuring.
- 4.37 When it developed IAS 36 in 1998, the International Accounting Standards Committee (IASC), the Board's predecessor, stated that this restriction was consistent with the requirement that companies should estimate future cash flows for an asset in its current condition and with proposals that subsequently became IAS 37.

#### **How did the Board reach its preliminary view?**

- 4.38 The Board expects that removing the restriction on these cash flows would:
- (a) reduce cost and complexity.

- (b) make the impairment test less prone to error because estimates of value in use would probably be based on cash flow projections which are prepared, monitored and used internally for decision-making regularly, rather than forecasts produced solely for external financial reporting once or twice a year.
  - (c) make the impairment test easier to understand. The measurement of value in use would be more consistent with how fair value (and hence, fair value less costs of disposal) is determined when an asset, or cash-generating unit, contains potential to be restructured, improved or enhanced. Fair value reflects that potential if it is present and if market participants would pay for it. If the potential is available to the company that currently controls the asset and were also to be included in value in use, the recoverable amount would equal the higher of the two different measures of the same asset. This is more logical than the recoverable amount being equal to the higher of measures of two different assets—one asset including that potential, and one excluding it.
  - (d) make the test easier to perform and therefore could make the impairment test easier to audit and enforce.
- 4.39 The Board also considered the requirement to exclude particular cash flows for which the recognition criteria for a liability are not yet met. This is currently the case for cash flows associated with a future restructuring. The value in use of an asset—and indeed its fair value—reflects many expected cash outflows for which a company has no liability at the measurement date. In the Board’s view the recognition criteria for a liability should play no role in determining which cash flows should be included in estimating an asset’s value in use.
- 4.40 However, simply removing the restriction on these cash flows could increase the risk that management may use inputs that are too optimistic in estimating value in use.<sup>39</sup> Therefore, the Board considered whether it should propose requiring discipline, in addition to that already required by IAS 36, in preparing estimates of these cash flows by:
- (a) setting a probability threshold to determine when these cash flows should be included—for example a ‘more likely than not’ threshold; or
  - (b) requiring additional qualitative disclosures about the measurement uncertainty associated with estimates of the amount, timing and uncertainty of these particular cash flows.
- 4.41 The Board’s preliminary view is that it does not need to set a probability threshold or require additional qualitative disclosures, for the following reasons:

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<sup>39</sup> Some respondents to the European Financial Reporting Advisory Group Discussion Paper *Goodwill Impairment Test: Can it be Improved?* published in 2017, which also proposed removing the restriction on the inclusion of cash flows from planned future restructurings, called for some level of safeguard on the inclusion of these cash flows.



- (a) IAS 36 already requires companies to use reasonable and supportable assumptions as summarised in paragraphs 3.26–3.27; and
- (b) paragraphs 134(d) and 134(f) of IAS 36 require companies to disclose information about the assumptions on which management based its estimates of the recoverable amount.<sup>40</sup>

4.42 In the Board's view the requirements summarised in paragraph 4.41 would be expected to provide sufficient discipline over cash flows expected to arise from a future uncommitted restructuring or expected to arise from improving or enhancing the asset's performance. If some companies make estimates of cash flows that are too optimistic, this over-optimism would be addressed more effectively by auditors or regulators.

#### **The Board's preliminary view**

4.43 The Board's preliminary view is that it should develop a proposal to remove from IAS 36 the restriction on including cash flows arising from a future restructuring to which a company is not yet committed or from improving or enhancing an asset's performance.

4.44 This proposal would apply not only to cash-generating units containing goodwill but to all assets and cash-generating units within the scope of IAS 36.

4.45 The Board's preliminary view is that setting a probability threshold or requiring additional qualitative disclosures is unnecessary for these cash flows. These cash flows would still be subject to the same requirements that apply to all cash flows included in estimates of value in use—companies would be required to use reasonable and supportable assumptions based on the most recent financial budgets or forecasts approved by management.

#### **Value in use—post-tax cash flows and discount rates**

##### **What is the issue?**

4.46 Stakeholders said determining pre-tax discount rates is costly and complex. They explained that a pre-tax discount rate is hard to understand, is not observable and does not provide useful information because it is generally not used for valuation purposes. In practice, valuations of assets are generally performed on a post-tax basis.

##### **Current requirements**

4.47 In measuring value in use, IAS 36 requires a company to estimate pre-tax cash flows and discount them using pre-tax discount rates. It also requires disclosure of the pre-tax discount rates used.

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<sup>40</sup> Paragraph 125 of IAS 1 would also require additional information if these cash flow forecasts were a major source of estimation uncertainty.

**How did the Board reach its preliminary view?**

- 4.48 The Board expects removing the requirement to use pre-tax cash flows and pre-tax discount rates would:
- (a) make the test easier to understand by aligning it with common valuation practice. Companies will pay tax upon the cash flows they receive from assets and therefore a post-tax approach is easier to understand.
  - (b) not require companies to calculate pre-tax discount rates solely to satisfy the disclosure requirements of IAS 36.
  - (c) provide investors with more useful information, because companies generally use post-tax discount rates as an input in estimating value in use. The disclosure of a post-tax discount rate would be more useful information for investors than disclosure of a pre-tax discount rate, which generally is not understandable or observable.
  - (d) better align value in use in IAS 36 with fair value in IFRS 13 *Fair Value Measurement*. IFRS 13 does not specify whether a company is required to use pre-tax or post-tax cash flows and discount rates in a present value technique used in measuring fair value. Instead, it requires companies to use internally consistent assumptions about cash flows and discount rates. Thus, companies would discount post-tax cash flows with post-tax discount rates and pre-tax cash flows with pre-tax discount rates. There is no obvious reason to adopt a different approach for value in use.
  - (e) maintain consistency with an amendment made in 2008 to IAS 41 *Agriculture* (for the discount rate) and an amendment to IAS 41 (for cash flows) proposed in 2019.<sup>41</sup>
- 4.49 When it issued IAS 36, the IASC decided to require companies to determine value in use by using pre-tax future cash flows and a pre-tax discount rate. This was because companies' estimates of post-tax future cash flows would need to exclude the effect of future tax cash flows resulting from temporary differences in order to avoid double counting.<sup>42</sup> The IASC considered that this would be burdensome.
- 4.50 In paragraph BC94 of the Basis for Conclusions on IAS 36, the Board observed that, conceptually, discounting post-tax cash flows at a post-tax discount rate and discounting pre-tax cash flows at a pre-tax discount rate would be expected to give the same result—as long as the pre-tax discount rate is the post-tax discount rate adjusted to reflect the specific amount and timing of future tax cash flows.

41 In the Exposure Draft *Annual Improvements to IFRS Standards 2018–2020*. See <https://cdn.ifrs.org/-/media/project/annual-improvements-2018-2020/ed-annual-improvements-2018-2020.pdf?la=en>.

42 Double counting could occur because some tax cash flows may be reflected in measurements of deferred tax liabilities or assets. Including those cash flows in value in use as well would result in double counting.

- 4.51 Whether a company uses a pre-tax discount rate with pre-tax cash flows or a post-tax discount rate with post-tax cash flows, the resulting current value is a post-tax value of the asset. The IASC's concerns about double counting (see paragraph 4.49) arise regardless of whether companies use a pre-tax or post-tax discount rate.
- 4.52 Some stakeholders may have questions about how to avoid double counting of future tax consequences. However, in making a similar change to IAS 41 the Board simply deleted 'pre-tax' and did not add any further guidance. The Board intends to adopt the same approach in this case.

#### **The Board's preliminary view**

- 4.53 The Board's preliminary view is that it should develop a proposal to:
- (a) remove the explicit requirement to use pre-tax cash flows and pre-tax discount rates in estimating value in use;
  - (b) require a company to use internally consistent assumptions for cash flows and discount rates regardless of whether value in use is estimated on a pre-tax or post-tax basis; and
  - (c) retain the requirement for companies to disclose the discount rates used but remove the requirement that the discount rate disclosed should be a pre-tax rate.
- 4.54 This proposal would apply not only to cash-generating units containing goodwill but to all assets and cash-generating units within the scope of IAS 36.

#### **Simplifications not pursued**

- 4.55 The Board considered whether to provide the following simplifications and guidance for the impairment test:
- (a) adding more guidance on the difference between entity-specific inputs used in value in use and market-participant inputs used in fair value less costs of disposal.
  - (b) mandating only one method for estimating the recoverable amount of an asset (either value in use or fair value less costs of disposal), or requiring a company to select the method that reflects the way the company expects to recover an asset.
  - (c) allowing companies to test goodwill at the entity level or at the level of reportable segments rather than requiring companies to allocate goodwill to groups of cash-generating units that represent the lowest level at which the goodwill is monitored for internal management purposes. Many stakeholders have said that allocating goodwill to cash-generating units is one of the main challenges of the impairment test.
  - (d) adding guidance on identifying cash-generating units and on allocating goodwill to cash-generating units.

- 4.56 The Board’s preliminary view is that it should not develop proposals for any of these potential simplifications or guidance because the Board considers that:
- (a) the guidance in IAS 36 and IFRS 13 is sufficient.<sup>43</sup>
  - (b) the IASC’s reasons for basing the definition of recoverable amount on both value in use and fair value less costs of disposal when developing IAS 36 remain valid. In summary, if a company can generate greater cash flows by using an asset, basing its recoverable amount on market price would be misleading, because a rational company would not be willing to sell. Similarly, if an asset’s fair value less costs of disposal is higher than its value in use, a rational company will dispose of the asset and an impairment loss would be unrelated to economic reality. But if management decides to keep the asset, the extra loss properly falls in later periods because it results from management’s decisions in those later periods to keep the asset.
  - (c) testing goodwill at a higher level could delay further the recognition of impairment losses of goodwill by increasing the effect of shielding.
  - (d) it would be difficult to provide guidance on identifying cash-generating units and allocating goodwill that could apply to all companies.

### Questions for respondents

<p><b>Question 9</b></p> <p>Paragraphs 4.32–4.34 summarise the Board’s preliminary view that it should develop proposals to remove the requirement to perform a quantitative impairment test every year. A quantitative impairment test would not be required unless there is an indication of impairment. The same proposal would also be developed for intangible assets with indefinite useful lives and intangible assets not yet available for use.</p> <ul style="list-style-type: none"> <li>(a) Should the Board develop such proposals? Why or why not?</li> <li>(b) Would such proposals reduce costs significantly (see paragraphs 4.14–4.21)? If so, please provide examples of the nature and extent of any cost reduction. If the proposals would not reduce costs significantly, please explain why not.</li> <li>(c) In your view, would the proposals make the impairment test significantly less robust (see paragraphs 4.22–4.23)? Why or why not?</li> </ul>
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<sup>43</sup> Paragraphs 30, 53A and Appendix A of IAS 36 provide guidance on value in use and there is also some discussion in paragraph BC60 of the Basis for Conclusions on IAS 36. Paragraphs 3, 11, 12, 16, 22, 23 and B2 of IFRS 13 *Fair Value Measurement*, in particular, provide guidance on fair value and, hence, on fair value less costs of disposal.

**Question 10**

The Board's preliminary view is that it should develop proposals:

- to remove the restriction in IAS 36 that prohibits companies from including some cash flows in estimating value in use – cash flows arising from a future uncommitted restructuring, or from improving or enhancing the asset's performance (see paragraphs 4.35–4.42); and
- to allow companies to use post-tax cash flows and post-tax discount rates in estimating value in use (see paragraphs 4.46–4.52).

The Board expects that these changes would reduce the cost and complexity of impairment tests and provide more useful and understandable information.

- (a) Should the Board develop such proposals? Why or why not?
- (b) Should the Board propose requiring discipline, in addition to the discipline already required by IAS 36, in estimating the cash flows that are the subject of this question? Why or why not? If so, please describe how this should be done and state whether this should apply to all cash flows included in estimates of value in use, and why.

**Question 11**

Paragraph 4.56 summarises the Board's preliminary view that it should not further simplify the impairment test.

- (a) Should the Board develop any of the simplifications summarised in paragraph 4.55? If so, which simplifications and why? If not, why not?
- (b) Can you suggest other ways of reducing the cost and complexity of performing the impairment test for goodwill, without making the information provided less useful to investors?

## Section 5—Intangible assets

### Section highlights

- Does separate recognition of *all* identifiable intangible assets in a business combination provide useful information?
- The Board found no compelling evidence that a change in the recognition requirements is needed.
- Stakeholders who want the Board to consider broader changes to the accounting for intangible assets can explain why in the 2020 Agenda Consultation.

- 5.1 Many respondents to the Post-implementation Review (PIR) of IFRS 3 *Business Combinations* identified challenges with the requirement to recognise separately from goodwill *all* identifiable intangible assets acquired in a business combination. The challenges relate to both costs and benefits. Some investors expressed concerns about the usefulness of the information provided. Other stakeholders said that identifying and measuring some of those identifiable intangible assets could be complex, subjective and costly.
- 5.2 This section discusses whether the Board should change the criteria for recognising intangible assets acquired in a business combination. The Board's preliminary view is that it should not make any changes.
- 5.3 Providing investors with more information about intangible assets is a frequent suggestion for improving financial reporting. This is a topic being considered by the Board in its Management Commentary project.<sup>44</sup> Stakeholders could also raise the topic in the Board's 2020 Agenda Consultation.

### What is the issue?

- 5.4 Investors have expressed a variety of views about whether recognising intangible assets acquired in a business combination separately from goodwill provides useful information. Some investors say information provided by this approach is useful because:
- (a) it illustrates more fully what the company purchased; and
  - (b) it helps investors to assess the company's prospects for future cash flows.
- 5.5 However, other investors question the usefulness of this information:
- (a) some are concerned about the level of measurement uncertainty in estimating the carrying amounts of those intangible assets for which there is no active market, such as customer relationships and brands.

<sup>44</sup> See <https://www.ifrs.org/projects/work-plan/management-commentary/>.

- (b) others consider that amortising intangible assets that are difficult to separate from the overall business—for example, customer relationships and brands—leads to double counting, because subsequent costs incurred in maintaining these assets are recognised as an expense together with the amortisation expense. These investors add that it is often difficult for them to adjust for this effect in their own analyses because they cannot identify the amortisation expense for these particular intangible assets.
- 5.6 Research published by the UK's Financial Reporting Council (UK FRC) also reflects this variety of views.<sup>45</sup> Forty-five per cent of investors who responded to the UK FRC's questions agreed with the approach in IFRS 3 and IAS 38 *Intangible Assets* of recognising identifiable intangible assets separately on the balance sheet in an acquisition, but 52% said they would prefer a different approach.
- 5.7 The majority of other stakeholders—mainly preparers, auditors and standard-setters—responding to the PIR of IFRS 3 said that recognising intangible assets separately from goodwill provides useful information because:
  - (a) the information provides a better basis for understanding what a company has paid for; and
  - (b) separate recognition results in intangible assets with finite useful lives being amortised rather than being included in goodwill, which is not amortised.
- 5.8 However, several preparers and auditors questioned the usefulness of the information about intangible assets that are difficult to value reliably, such as customer relationships and brands.
- 5.9 These stakeholders said that:
  - (a) valuing intangible assets is complex, subjective and costly;
  - (b) distinguishing some intangible assets, such as brands and customer lists, from the rest of a business is difficult because doing so requires an arbitrary allocation of cash flows; and
  - (c) applying the separability criterion (see paragraph 5.13(a)) is often difficult.
- 5.10 Some stakeholders therefore questioned whether the separate recognition of some intangible assets justifies the cost.

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<sup>45</sup> 'FRC ARP Staff Research Report—Investor Views on Intangible Assets and their Amortisation', 2014, <https://www.frc.org.uk/getattachment/ca85acd9-4559-406b-ae96-5a7779772c6b/Research%20on%20intangible%20assets%20March%202014.pdf>, (accessed 4 February 2020).

- 5.11 During the PIR of IFRS 3, the Board reviewed academic literature relating to the questions asked in the PIR of IFRS 3.<sup>46</sup> Academic literature provided some evidence to support recognising intangible assets separately, as is required by IFRS 3. However, the evidence varied between countries, possibly because of the varied national accounting practices in place before countries adopted IFRS Standards. This may in part explain the variety of views expressed during the PIR of IFRS 3.

### Current requirements

- 5.12 Paragraph B31 of IFRS 3 requires an acquirer to recognise, separately from goodwill, all identifiable intangible assets acquired in a business combination.
- 5.13 An intangible asset is identifiable if it:
- (a) is capable of being separated or divided from the acquiree and sold, transferred, licensed, rented or exchanged, either individually or together with a related contract, identifiable asset or liability (separability criterion); or
  - (b) arises from contractual or other legal rights, regardless of whether those rights are transferable or separable from the acquiree or other rights and obligations (contractual-legal criterion).
- 5.14 IAS 38 sets out two conditions for recognising an intangible asset: that the fair value of the asset can be measured reliably, and that it is probable that any associated future economic benefits would flow to the company.
- 5.15 In amending IAS 38 in 2004 and 2008, the Board added a statement that these two conditions are always met when an identifiable intangible asset is acquired in a business combination. Since the Board added this statement, companies have recognised more intangible assets separately from goodwill.
- 5.16 The Board expected that the separate recognition of intangible assets would provide investors with better information even if a significant degree of judgement is required to estimate the fair value of these intangible assets.

### How did the Board reach its preliminary view?

- 5.17 Investors have expressed concerns that information about some intangible assets may not be useful, because:
- (a) they have concerns about the level of measurement uncertainty in estimating the fair value of these items.
  - (b) some intangible assets are similar to goodwill.

<sup>46</sup> See the Report and Feedback Statement *Post-implementation Review of IFRS 3 Business Combinations* for more details. A summary of findings from the academic literature review is available at: <https://cdn.ifrs.org/-/media/feature/meetings/2014/september/iasb/ifrs-ic-issues/ap12g-pir-ifrs-3-business-combinations-academic-literature.pdf>.



- (c) some investors believe that amortising particular intangible assets results in double counting of expenses because subsequent costs incurred in maintaining these assets are recognised as an expense in the same period as the amortisation expense.
  - (d) amortising particular acquired intangible assets makes it difficult to make comparisons with companies that grow organically and that do not recognise internally generated intangibles. Some investors also link this concern to the double counting concern.
- 5.18 The Board considered stakeholder feedback about whether to permit or require companies to include in goodwill identifiable intangible assets acquired in a business combination meeting criteria such as the following (which partly overlap):
- (a) specified types of intangible assets such as customer relationships, brands and non-compete agreements;
  - (b) intangible assets not already recognised in the acquired company's financial statements;
  - (c) intangible assets that would not have been recognised in the acquirer's financial statements if generated internally;
  - (d) intangible assets that do not meet the contractual-legal criterion;
  - (e) organically replaced intangible assets, as opposed to wasting assets (as suggested by respondents to the UK FRC's research in paragraph 5.6);<sup>47</sup> or
  - (f) intangible assets that have indefinite useful lives and are not already generating cash inflows largely independent of cash flows from other assets or groups of assets.<sup>48</sup>
- 5.19 Changing the requirements would reduce costs and complexity for companies by minimising the need to identify and value particular intangible assets. Given the feedback from some investors (see paragraph 5.5) that recognising some identifiable intangible assets may not provide useful information, some identifiable intangible assets could be included within goodwill. This could save costs for companies while perhaps not resulting in a loss of information for investors.
- 5.20 The Board considered how including in goodwill some intangible assets listed in paragraph 5.18 could resolve the investors' concerns listed in paragraph 5.17. Table 5.1 provides a brief summary.

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<sup>47</sup> The UK Financial Reporting Council's research explains a distinction that investors make between different types of intangible assets. Wasting intangible assets are separable from the company, have finite useful lives and lead to identifiable future revenue streams. Organically replaced intangible assets are not wasting intangible assets and are replenished on an ongoing basis through marketing expenditure.

<sup>48</sup> If an intangible asset has an indefinite useful life, it is not amortised. Goodwill is also not amortised.

**Table 5.1 Would the various approaches resolve investors' concerns?**

Intangible assets to be included in goodwill	Investors' concerns that could be resolved			
	Values uncertain	Similar to goodwill	Double counting	Compare to organic
	5.17(a)	5.17(b)	5.17(c)	5.17(d)
Specified types, such as brands (5.18(a))	✓	✓	✓	✓
Not recognised by acquired business (5.18(b))	✓	✓	✓	✓
Not recognised if internally generated (5.18(c))	✓	✓	✓	✓
Not meeting contractual-legal criterion (5.18(d))	✓		✓	
Organically replaced (5.18(e))	✓	✓	✓	✓
Indefinite useful lives (5.18(f))	✓	✓		

- 5.21 Investors have mixed views on whether separate recognition of identifiable intangible assets provides useful information. Their views also vary on how to determine which intangible assets should be recognised separately to provide useful information. All the approaches listed in paragraph 5.18 could result in some investors losing useful information. Those approaches reflect the variety of concerns in paragraph 5.17 and the different weights different investors place on those concerns.
- 5.22 The Board was not persuaded that concerns about double counting are valid. What some stakeholders perceive as double counting arises because two types of expense are recognised in the same period. Maintenance expenditure arises as a company maintains its assets. In contrast, the amortisation expense reflects the acquisition cost of the asset, and is recognised as the company consumes the asset. A company that has grown organically also recognises the acquisition cost of its assets as an expense, but does so as it is developing the assets rather than later as it consumes them.
- 5.23 The Board also considered the fact that if a company grows organically by generating intangible assets internally, it would recognise the cost of generating those assets as an expense. On the other hand, if a company grows by acquiring similar intangible assets in business combinations, often at a higher cost, and if these assets were recognised as part of goodwill and therefore not subsequently amortised, it would recognise no expense at all for the cost of acquiring the assets.
- 5.24 It is outside the scope of this research project to consider the concerns of investors who want to compare companies that grow by acquisitions more easily with those that grow organically. If stakeholders would like the Board to consider adding to its work plan a broader project on intangible assets,

either those acquired in a business combination or those generated internally, or both, they will have an opportunity to explain why during the Board's 2020 Agenda Consultation.<sup>49</sup>

- 5.25 The Board identified other disadvantages of the approaches listed in paragraph 5.18:
- (a) goodwill would be commingled with identifiable intangible assets with different characteristics, leading to a loss of information about those assets.
  - (b) reducing the proportion of intangible assets recognised separately would not respond to the frequent calls to improve financial reporting by providing more information about intangible assets that are increasingly important in modern economies.
  - (c) if the Board does not reintroduce amortisation of goodwill, then including intangible assets with finite useful lives within goodwill would lead to a loss of information about the consumption of those intangible assets. If the Board reintroduces amortisation of goodwill, commingling these intangible assets with goodwill may make it even more difficult to determine an appropriate useful life for goodwill.
  - (d) some additional complexity could arise. For example, if identifiable intangible assets are included within goodwill and subsequently sold, what profit should a company recognise on sale?
- 5.26 Preparers have expressed varying views on the cost of implementing the current requirements.
- 5.27 Overall, the Board concluded it did not have compelling evidence that it should permit or require some identifiable intangible assets to be included in goodwill.

### **The Board's preliminary view**

- 5.28 The Board's preliminary view is that it should not develop a proposal to change the recognition criteria for identifiable intangible assets acquired in a business combination.

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<sup>49</sup> See [www.ifrs.org/projects/work-plan/2020-agenda-consultation/](http://www.ifrs.org/projects/work-plan/2020-agenda-consultation/).

### Questions for respondents

**Question 12**

Paragraphs 5.4–5.27 explain the Board’s preliminary view that it should not develop a proposal to allow some intangible assets to be included in goodwill.

- (a) Do you agree that the Board should not develop such a proposal? Why or why not?
- (b) If you do not agree, which of the approaches discussed in paragraph 5.18 should the Board pursue, and why? Would such a change mean that investors would no longer receive useful information? Why or why not? How would this reduce complexity and reduce costs? Which costs would be reduced?
- (c) Would your view change if amortisation of goodwill were to be reintroduced? Why or why not?

## Section 6—Other recent publications

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- 6.1 This section summarises the contents of an Invitation to Comment published by the US Financial Accounting Standards Board (FASB) in July 2019 and of a Research Report published by the Australian Accounting Standards Board (AASB) on IAS 36 *Impairment of Assets* in March 2019.

### The FASB's Invitation to Comment

- 6.2 IFRS 3 *Business Combinations* was issued, and subsequently revised, as a result of a joint project between the Board and the FASB. Consequently, IFRS 3 is largely converged with the FASB Accounting Standards Codification® (ASC) Topic 805 *Business Combinations* (Topic 805). However, the standards for the impairment test for goodwill, IAS 36 and ASC Topic 350 *Intangibles—Goodwill and Other* are not converged.
- 6.3 In July 2019 the FASB issued the Invitation to Comment *Identifiable Intangible Assets and Subsequent Accounting for Goodwill*. The Board's research project and the FASB's project are separate and although the boards exchange information, they are not working jointly on the projects. Nevertheless, both boards have been monitoring each other's work because the projects focus on similar topics and because IFRS 3 and Topic 805 are largely converged.
- 6.4 The Invitation to Comment is a FASB staff document in which the FASB itself does not express any preliminary views. Prior to issuing the Invitation to Comment, the FASB received feedback from stakeholders, similar to the feedback the Board has received, that the benefits of information about some intangible assets and impairment losses on goodwill may not justify the cost of obtaining that information.
- 6.5 Feedback from the Post-implementation Review of Statement of Financial Accounting Standards No. 141 (revised 2007) *Business Combinations* in 2013 indicated concerns regarding the cost of performing the goodwill impairment test.<sup>50</sup> To resolve these concerns, the FASB issued several Updates.<sup>51</sup> Some were applicable to all companies and others were applicable only to private companies and not-for-profit entities.
- 6.6 Private companies and, more recently, not-for-profit entities, applying US generally accepted accounting principles (US GAAP) have had the option to amortise goodwill on a straight-line basis over 10 years (or less than 10 years if the company demonstrates that the useful life of goodwill is shorter). For companies that elect to amortise goodwill, impairment testing is performed only when a triggering event occurs, rather than annually. Impairment testing can also be performed at a company level or at a reporting-unit level.

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50 FASB Accounting Standards Codification® Topic 805 *Business Combinations* was originally issued as Statement of Financial Accounting Standards No. 141 (revised 2007) *Business Combinations*.

51 The US Financial Accounting Standards Board (FASB) issues an Accounting Standards Update (Update or ASU) to communicate changes to the authoritative guidance from the FASB Accounting Standards Codification.

- 6.7 Private companies and not-for-profit entities can also elect to include within goodwill the following types of intangible assets acquired in an acquisition, if the company also elects to amortise goodwill:
- (a) customer-related intangible assets not capable of being sold or licensed independently from the other assets of the business; and
  - (b) non-compete agreements.
- 6.8 In its Invitation to Comment, predominantly for public business entities, the FASB sought stakeholders' views about whether to:
- (a) change the subsequent accounting for goodwill;
  - (b) modify the requirements for recognising intangible assets acquired in business acquisitions; or
  - (c) add or change disclosures about goodwill and intangible assets.
- 6.9 On changing the subsequent accounting for goodwill (paragraph 6.8(a)), the FASB sought stakeholders' views on whether to reintroduce goodwill amortisation for public business entities or to further simplify the goodwill impairment test. Potential simplifications could include assessing goodwill for impairment following an event or change in circumstances that indicates goodwill is more likely than not impaired or providing an option to test goodwill at the company level.
- 6.10 With regard to modifying the recognition of intangible assets acquired in an acquisition (paragraph 6.8(b)), the FASB sought stakeholders' views on whether to:
- (a) extend the private company option to public business entities (see paragraph 6.7);
  - (b) establish a new principle-based criterion to determine which identifiable intangible assets should be included in goodwill; or
  - (c) include all intangible assets in goodwill.
- 6.11 As to adding or changing disclosures about goodwill and intangible assets (paragraph 6.8(c)), the Invitation to Comment discussed providing information on the key performance targets supporting an acquisition and information about performance against those targets for several years after the acquisition. However, the Invitation to Comment sought stakeholders' views on other ideas for new or enhanced disclosures because of concerns about:
- (a) the cost of providing such information;
  - (b) the complexity of integration; and
  - (c) the disclosure of forward-looking information.
- 6.12 The Invitation to Comment therefore covered similar topics to the Board's Discussion Paper. The comment period on the Invitation to Comment is now closed.

- 6.13 Some stakeholders have told the Board that maintaining convergence between IFRS Standards and US GAAP is important to them.

### **The AASB's Research Report**

- 6.14 In March 2019 the AASB published Research Report 9 *Perspectives on IAS 36: A case for standard setting activity*. This report considers IAS 36 impairment testing for all assets, not just for goodwill. The recommendations in the report were to:

- (a) review IAS 36 in its entirety with the aim of issuing a new standard that provides principles that enable investors, preparers, auditors and regulators to develop a common understanding of the practical aspects of undertaking the procedures applied to ensure that assets are carried at no more than their recoverable amount;
- (b) clarify the purpose of the impairment testing requirements, and develop guidance explaining what the test is and is not intended to achieve;
- (c) develop a modified single model approach, including specific amendments to:
  - (i) remove the restrictions on value in use regarding future restructurings and asset enhancements and replace those restrictions with guidance on when it would be reasonable to include such cash flows in an impairment model;
  - (ii) reserve the use of a 'fair value less costs of disposal' model for assets expected to be disposed of within the following financial reporting period;
  - (iii) allow the use of a post-tax discount rate; and
  - (iv) specifically permit the use of market-based assumptions within the value in use cash flow model, such as a forward curve for commodity prices and foreign exchange rates;
- (d) redraft the guidance as to what constitutes a cash-generating unit or a group of cash-generating units, to strengthen the link with how a company's results are viewed and decisions are made internally; and
- (e) implement enhanced disclosure proposals to:
  - (i) provide further guidance on the definition of a key assumption, being an assumption to which the impairment model is most sensitive, to encourage more informative disclosure;
  - (ii) revise the disclosure requirements of IAS 36 to provide more coherent disclosure principles regardless of the method chosen to determine recoverable amount; and

- (iii) incorporate an additional disclosure objective in IFRS 3 to provide information to help investors understand the subsequent performance of an acquisition, having regard to the commercially sensitive nature of the information.
- 6.15 The Board’s preliminary views are similar to the report’s recommendations listed in paragraphs 6.14(c)(i), 6.14(c)(iii) and 6.14(e)(iii). Paragraphs 3.12–3.19 set out the Board’s view of the purpose of the impairment test for goodwill. The recommendations listed in paragraphs 6.14(c)(ii) and 6.14(d) are considered in paragraphs 4.55–4.56.
- 6.16 The Board is interested in feedback from stakeholders on whether, as the report recommends, the Board should review IAS 36 in its entirety and issue a new Standard in its place. Such a review is beyond the scope of this project. Therefore, the Board encourages stakeholders to respond to the Board’s 2020 Agenda Consultation to help it decide whether it should add to its work plan a broader project to review IAS 36.<sup>52</sup>

### Questions for respondents

<p><b>Question 13</b></p> <p>IFRS 3 is converged in many respects with US generally accepted accounting principles (US GAAP). For example, in accordance with both IFRS 3 and US GAAP for public companies, companies do not amortise goodwill. Paragraphs 6.2–6.13 summarise an Invitation to Comment issued by the US Financial Accounting Standards Board (FASB).</p> <p>Do your answers to any of the questions in this Discussion Paper depend on whether the outcome is consistent with US GAAP as it exists today, or as it may be after the FASB’s current work? If so, which answers would change and why?</p>
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<p><b>Question 14</b></p> <p>Do you have any other comments on the Board’s preliminary views presented in this Discussion Paper? Should the Board consider any other topics in response to the PIR of IFRS 3?</p>
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<sup>52</sup> See [www.ifrs.org/projects/work-plan/2020-agenda-consultation/](http://www.ifrs.org/projects/work-plan/2020-agenda-consultation/).



## Appendix—Presenting total equity excluding goodwill

This appendix illustrates two ways of presenting total equity excluding goodwill as discussed in paragraphs 3.107–3.115.

The first illustration presents the free-standing amount in parentheses attached to the label for total equity and the second illustration shows a free-standing amount below the total for total equity and liabilities. For ease of reference, both have been shaded.

The illustrations are based on the example in the Guidance on implementing IAS 1 *Presentation of Financial Statements*. They do not reflect any changes that the Board proposes in the Exposure Draft *General Presentation and Disclosures*.

### XYZ Group – Statement of financial position as at 31 December 20X7 (in thousands of currency units)

	31 Dec 20X7	31 Dec 20X6
<b>ASSETS</b>		
<b>Non-current assets</b>		
Property, plant and equipment	350,700	360,020
Goodwill	80,800	91,200
Other intangible assets	227,470	227,470
Investments in associates	100,150	110,770
Investments in equity instruments	142,500	156,000
	901,620	945,460
<b>Current assets</b>		
Inventories	135,230	132,500
Trade receivables	91,600	110,800
Other current assets	25,650	12,540
Cash and cash equivalents	312,400	322,900
	564,880	578,740
<b>Total assets</b>	1,466,500	1,524,200

*continued...*

BUSINESS COMBINATIONS—DISCLOSURES, GOODWILL AND IMPAIRMENT

...continued

	31 Dec 20X7	31 Dec 20X6
<b>EQUITY AND LIABILITIES</b>		
<b>Equity attributable to owners of the parent</b>		
Share capital	650,000	600,000
Retained earnings	243,500	161,700
Other components of equity	10,200	21,200
	<u>903,700</u>	<u>782,900</u>
<b>Non-controlling interests</b>	70,050	48,600
<b>Total equity</b>		
<b>(Total equity excluding goodwill: 31 Dec 20X7: 892,950 31 Dec 20X6: 740,300)</b>	<u>973,750</u>	<u>831,500</u>
<b>Non-current liabilities</b>		
Long-term borrowings	120,000	160,000
Deferred tax	28,800	26,040
Long-term provisions	28,850	52,240
<b>Total non-current liabilities</b>	<u>177,650</u>	<u>238,280</u>
<b>Current liabilities</b>		
Trade and other payables	115,100	187,620
Short-term borrowings	150,000	200,000
Current portion of long-term borrowings	10,000	20,000
Current tax payable	35,000	42,000
Short-term provisions	5,000	4,800
<b>Total current liabilities</b>	<u>315,100</u>	<u>454,420</u>
<b>Total liabilities</b>	<u>492,750</u>	<u>692,700</u>
<b>Total equity and liabilities</b>	<u>1,466,500</u>	<u>1,524,200</u>
<b>Total equity excluding goodwill</b>	<u>892,950</u>	<u>740,300</u>





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