

**INVITATION TO COMMENT ON EFRAG'S ASSESSMENTS OF THE APRIL 2009 IMPROVEMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS**

Comments should be sent to [commentletter@efrag.org](mailto:commentletter@efrag.org) or uploaded via our website by 4 September 2009

EFRAG has been asked by the European Commission to provide it with advice and supporting material on the April 2009 *Improvements to International Financial Reporting Standards* ('the Amendments'). In order to do that, EFRAG has been carrying out a technical assessment of the Amendments against the criteria for endorsement set out in Regulation (EC) No 1606/2002 and has also been assessing the costs and benefits that would arise from their implementation in the EU.

A summary of the Amendments is set out in Appendix 1.

Before finalising its two assessments, EFRAG would welcome your views on the issues set out below. Please note that all responses received will be placed on the public record unless the respondent requests confidentiality. In the interest of transparency EFRAG will wish to discuss the responses it receives in a public meeting, so we would prefer to be able to publish all the responses received.

1 Please provide the following details about yourself:

- (a) Your name or, if you are responding on behalf of an organisation or company, its name:

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- (b) Are you/Is your organisation or company a:

Preparer       User       Other (please specify)

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- (c) Please provide a short description of your activity/ the general activity of your organisation or company:

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- (d) Country where you/your organisation or company is located:

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(e) Contact details including e-mail address:

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2 EFRAG’s initial assessment of the Amendments is that they meet the technical criteria for endorsement. In other words, they are not contrary to the true and fair principle and they meet the criteria of understandability, relevance, reliability and comparability. EFRAG’s reasoning is set out in Appendix 2.

(a) Do you agree with this assessment?

Yes  No

If you do not, please explain why you do not agree and what you believe the implications of this should be for EFRAG’s endorsement advice.

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(b) Are there any issues that are not mentioned in Appendix 2 that you believe EFRAG should take into account in its technical evaluation of the Amendments? If there are, what are those issues and why do you believe they are relevant to the evaluation?

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3 EFRAG is also assessing the costs that will arise for preparers and for users to implement the Amendments, both in year one and in subsequent years. Some initial work has been carried out, and the responses to this Invitation to Comment will be used to complete the assessment.

The results of the initial assessment are set out in Appendix 3. To summarise, EFRAG’s initial assessment is that the Amendments are:

(a) likely to involve some preparers in some additional year one and ongoing costs. Taken individually those costs will, EFRAG believes, generally be insignificant (although for a few companies the costs could be more significant); indeed, some entities will already be applying some IFRSs in a way that is identical or very similar to that required by some or all of the individual amendments and for those entities it is likely that there will be little if any incremental cost involved in implementing those particular amendments. As a result, EFRAG’s assessment is that when considered in aggregate, those costs will be insignificant.

(b) likely to involve users in no year one or ongoing incremental costs.

Do you agree with this assessment?

Yes  No

If you do not, please explain why you do not and (if possible) explain broadly what you believe the costs involved will be?

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- 4 The Amendments are likely to result in improvements in the quality of the information provided. Taken individually, most of these improvements are likely to be relatively small; however, EFRAG’s initial assessment is that taken together the amendments are likely to have a noticeable effect on the quality of the information provided. Its initial assessment furthermore is that the benefits to be derived from applying the Amendments will exceed the costs involved (Appendix 3, paragraphs 26 and 27).

Do you agree with this assessment?

Yes  No

If you do not, please explain why you do not and what you think the implications should be for EFRAG’s endorsement advice?

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- 5 EFRAG is not aware of any other factors that should be taken into account in reaching a decision as to what endorsement advice it should give the European Commission on the Amendments.

Do you agree that there are no other factors?

Yes  No

If you do not, please explain why you do not and what you think the implications should be for EFRAG’s endorsement advice?

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## **APPENDIX 1**

### **A SUMMARY OF THE AMENDMENTS**

- 1 The IASB has adopted an annual process to deal with non-urgent, but necessary, amendments to IFRSs (the ‘annual improvements process’). Issues dealt with in this process arise from matters raised by the International Financial Reporting Interpretations Committee (IFRIC) and suggestions from staff or practitioners, and focus on areas of inconsistency in IFRSs or where clarification of wording is required.
- 2 The amendments considered in this Invitation to Comment are the amendments to International Financial Reporting Standards (IFRSs) and the related Bases for Conclusions and guidance made in the International Accounting Standards Board’s annual improvements standard published on 16 April 2009 entitled *Improvements to IFRSs* (the Amendments). The Amendments were issued in draft form in two exposure drafts on Improvements to IFRSs that were issued in 2007 and 2008.
- 3 Set out below is a description of each of the amendments made by the standard.

#### *IFRS 2 Share-based Payment – Scope of IFRS 2 and revised IFRS 3*

- 4 Business combinations are excluded from the scope of IFRS 2 *Share-based Payment*.
- 5 Prior to the 2008 revision of IFRS 3 *Business Combinations*, ‘business combination’ was defined in a way that meant that the formation of a joint venture was a type of business combination, as were combinations between entities under common control. However, as part of the 2008 revision of IFRS 3, the definition was changed and, as a result, the formation of a joint venture no longer meets the definition. Also, combinations between entities under common control may no longer meet the definition, depending on the level at which the transaction is observed. The result is that such arrangements are no longer exempt from IFRS 2.
- 6 However, the IASB had not intended to change IFRS 2’s scope. This amendment amends IFRS 2 so that the formation of a joint venture and combinations between entities under common control are again exempted from the standard’s scope.

#### *IFRS 5 Non-current Assets Held for Sale and Discontinued Operations – Disclosures of non-current assets (or disposal groups) classified as held for sale or discontinued operations*

- 7 The IASB identified a need to clarify the disclosure requirements for non-current assets (or disposal groups) classified in accordance with IFRS 5 as held for sale or discontinued operations. That need has arisen because some apparently believe that IFRS 5 and other standards that specifically refer to non-current assets (or disposal groups) classified as held for sale or discontinued operations set out all the disclosures required in respect of those assets or operations. Others believe that the other disclosure requirements in IFRS apply unless some or all non-current assets (or disposal groups) classified as held for sale or discontinued operations are specifically excluded from the scope of those requirements.
- 8 This amendment clarifies that disclosures in standards other than IFRS 5 apply only if those standards require either:

- (a) specific disclosures in respect of non-current assets (or disposal groups) classified as held for sale or discontinued operations, or
- (b) disclosures about measurement of assets and liabilities within a disposal group that are not within the scope of the measurement requirement of IFRS 5 and such disclosures are not already provided elsewhere in the notes.

*IFRS 8 Operating Segments – Disclosure of information about segment assets*

- 9 IFRS 8 provides guidance on segment reporting, especially which items to disclose and how to disclose them. There is an apparent inconsistency in the existing standard in that paragraph 23 requires a measure of profit or loss and total assets to be disclosed for each reportable segment, whilst paragraph 25 states that information about segment assets should be disclosed only if such information is regularly provided to the chief operating decision maker. This amendment removes this inconsistency by making it clear that IFRS 8 requires measures of assets and of liabilities for each reportable segment to be disclosed only if such amounts are regularly provided to chief operating decision maker. This is also the approach adopted in US GAAP.

*IAS 1 Presentation of Financial Statements – Current/non-current classification of convertible instruments*

- 10 This amendment concerns the classification as either current or non-current of liabilities that can, at the option of the counterparty, be settled by the issue of the entity’s equity instruments (so-called convertible instruments). The purpose of distinguishing current liabilities from non-current liabilities is to help users of the financial information to understand the liquidity and solvency position of the entity. Since settlement of a liability by issuing equity does not affect liquidity or solvency position of the entity, the IASB makes it clear in this amendment that such settlement terms are irrelevant when determining the current/non-current classification of a convertible instrument.

*IAS 7 Statement of Cash Flows – Classification of expenditures on unrecognised assets*

- 11 The IASB has been informed that practice differs as to the classification, in the statement of cash flows, of cash flows for expenditures incurred with the objective of generating future cash flows when those expenditures are not recognised as assets. Examples of such expenditure include research and development expenditure that has not been capitalised and uncapitalised oil and gas exploration and evaluation expenditure. Some entities classify such expenditures as cash flows from operating activities while others classify them as cash flows from investing activities.
- 12 This amendment makes it clear that only expenditures that result in an asset that is recognised in the statement of financial position shall be classified as a cash flow from investing activity.

*IAS 17 Leases – Classification of leases*

- 13 IAS 17 *Leases* requires that in certain situations leases of land and buildings should be bifurcated and accounted for separately. The main circumstance when this is necessary is when, if the lease of the land and the lease of the building were to be classified separately, one (usually the lease of the building) would be classified as a finance lease and the other (usually the lease of the land) as an operating lease.

- 14 The IASB is concerned that the material in IAS 17 might be read to suggest that all leases of land are operating leases. In its view, sometimes a lease of land could be a finance lease. The amendment removes the guidance in IAS 17 that land, having an indefinite economic life, is normally classified as an operating lease unless title is expected to pass to the lessee. The amendment means that the general lease classification criteria will henceforth need to be applied to leases of land. As a result, although the indefinite economic life of most pieces of land is an important consideration for the lease classification, it is not the only consideration.

*IAS 18 Revenue – Determining whether an entity is acting as a principal or as an agent*

- 15 The IASB has been informed that there is some uncertainty as to how to determine whether an entity is acting as a principal or agent for the purposes of applying IAS 18 *Revenue*. The IASB has therefore amended the appendix of IAS 18 to include an example that provides guidance on the subject.

As the appendix of IAS 18 is not part of IFRS as endorsed in the European Union, this amendment will have no impact on EU-endorsed IFRS. Therefore, EFRAG has not analysed it as part of its assessments of the Amendments; and all references henceforth to ‘the Amendments’ are references to the amendments in the standard other than this amendment.

*IAS 36 Impairment of Assets – Unit of accounting for goodwill impairment test*

- 16 According to paragraph 80 of IAS 36, goodwill arising from a business combination shall be allocated to a cash generating unit (CGU), or a group of cash generating units, which is/are expected to benefit from the synergies of the business combination. Paragraph 80 goes on to say that such a unit or group of units shall, inter alia, “not be larger than an operating segment determined in accordance with IFRS 8.” However, paragraph 12 of IFRS 8 permits two or more operating segments to be aggregated into a single segment in certain circumstances, and the IASB has been informed that there is some uncertainty as to whether paragraph 80 of IAS 36 refers to an operating segment before or after aggregation.
- 17 The amendment clarifies that the largest cash-generating unit (CGU) or group of units to which goodwill should be allocated for the purpose of impairment under IAS 36 is an operating segment as defined by paragraph 5 of IFRS 8—that is before aggregation.

*IAS 38 Intangible Assets*

Additional consequential amendments arising from revised IFRS 3

- 18 When the IASB revised IFRS 3, it changed the standard so that it stated that, if an intangible asset acquired in a business combination can be acquired—in other words, if it meets the separability criterion—or arises from contractual or other legal rights, sufficient information exists to measure reliably the fair value of that asset. At the same time, the IASB amended IAS 38 to reflect this decision. However, the IASB subsequently concluded that the amendments it made to IAS 38 do not fully reflect clearly enough the changes to IFRS 3.
- 19 The amendment seeks to address that concern by making it clear that, if an intangible asset acquired in a business combination is separable only together with another related item, it is accounted for separately from goodwill and is recognised

together with the related item (which can be a related contract or an identifiable asset or liability).

Measuring the fair value of an intangible asset acquired in a business combination

- 20 The revised IFRS 3 requires intangible assets acquired in business combinations to be measured at their fair value at the date of the acquisition, and IAS 38 provides some guidance on how to measure such assets at fair value. The IASB has been informed that there are some concerns about that guidance. This amendment clarifies aspects of the guidance that applies to the measurement of intangible assets acquired in a business combination that are not traded in an active market.

*IAS 39 Financial Instruments: Recognition and Measurement*

Treating loan prepayment penalties as closely related embedded derivatives

- 21 IAS 39 requires derivatives embedded in other contracts to be distinguished between those that are closely related to the host contract and those that are not. Only embedded derivatives not closely related to the host contract need to be accounted for separately from the host contract. However, an inconsistency has been identified as to how the ‘closely related’ test should be applied to embedded prepayment options and related loan prepayment penalties.
- 22 The amendment clarifies that an option to repay a loan early would be considered closely related to the host contract if the terms of the option are such that, if it is exercised, the lender would be compensated for the loss of interest on the underlying loan.

Scope exemption for business combination contracts

- 23 A contract between an acquirer and a vendor in a business combination to buy or sell an acquiree at a future date is a forward contract. However, such contracts are specifically excluded from the scope of IAS 39. The IASB has been informed that there is currently diversity of practice as to which types of contract fall within the scope of that exemption.
- 24 The amendment clarifies that IAS 39 does not apply to any forward contracts between an acquirer and a selling shareholder in a business combination to buy or sell an acquiree at a future date within a time frame normally necessary to obtain any required approvals and to complete the transaction.

Cash flow hedge accounting

- 25 If a hedged forecast transaction results in the recognition of a financial asset or a financial liability, paragraph 97 of IAS 39 requires the associated gains or losses on the hedging instruments to be reclassified from equity to profit or loss as a reclassification adjustment (ie recycling) in the same period or periods during which the asset acquired or liability assumed affects profit or loss.
- 26 It has been noted that this wording might be problematical in situations when, for example, an entity applies hedge accounting to hedges of cash flows associated with a time period that is shorter than the time to maturity of the instrument. In such circumstances, paragraph 97 can be interpreted to suggest that the gains and losses on the hedging instrument should be reclassified to profit or loss over the

time until maturity of the instrument rather than a shorter time period when hedged cash flows affect profit or loss. This is not the intention of IAS 39.

- 27 Thus the IASB has amended paragraphs 97 and 100 of IAS 39 to clarify that the gains or losses on the hedging instrument should be reclassified from equity to profit or loss in the period that the hedged forecast cash flows affect profit or loss.

Hedge accounting

- 28 As part of previous set of Improvements to IFRS, the IASB made amendments to IAS 39 to align its hedge accounting requirements with the requirements in IFRS 8 *Operating Segments*. In particular, it removed references in the hedge accounting requirements to segments where such references would be in conflict with IFRS 8’s requirements. Since then, the IASB has identified some further references to segments in IAS 39’s requirements that need to be deleted. This amendment does that.

*IFRIC 9 Reassessment of Embedded Derivatives – Scope of IFRIC 9 and revised IFRS 3*

- 29 When IFRIC 9 was issued in 2006, transactions in business combinations were excluded from its scope. At that time, ‘business combination’ was defined to include, inter alia, the formation of a joint venture and (some) common control transactions. (Thus, this exemption was similar to the IFRS 2 exemption discussed earlier.) However, when IFRS 3 was revised in 2008, the definition of a business combination was changed, and that change meant that the formation of a joint venture and common control transactions no longer meet the definition of a business combination and thus are no longer exempt from IFRIC 9.
- 30 The IASB did not intend to change the scope of IFRIC 9 in this way, and this amendment ensures that the formation of a joint venture and (some) common control transactions remain outside the scope of IFRIC 9.

*IFRIC 16 Hedges of a Net Investment in a Foreign Operation – Amendment to the restriction on the entity that can hold hedging instruments*

- 31 This amendment removes a restriction preventing entities from designating a financial instrument as a hedging instrument of the net investment in a foreign operation that holds the instrument. The reason for removing the restriction is that, if entities are able to designate such a financial instrument as a hedging instrument following all the hedge accounting requirements in IAS 39 *Financial Instruments: Recognition and Measurement* and IFRIC 16, there is no reason to prohibit hedge accounting for such a hedge.

## **APPENDIX 2 EFRAG’S TECHNICAL ASSESSMENT OF THE AMENDMENTS AGAINST THE ENDORSEMENT CRITERIA**

*In its comment letters to the IASB, EFRAG points out that such letters are submitted in EFRAG’s capacity as a contributor to the IASB’s due process. They do not necessarily indicate the conclusions that would be reached by EFRAG in its capacity as advisor to the European Commission on endorsement of the final IFRS or Interpretation on the issue.*

*In the latter capacity, EFRAG’s role is to make a recommendation about endorsement based on its assessment of the final IFRS or Interpretation against the European endorsement criteria, as currently defined. These are explicit criteria which have been designed specifically for application in the endorsement process, and therefore the conclusions reached on endorsement may be different from those arrived at by EFRAG in developing its comments on proposed IFRSs or Interpretations. Another reason for a difference is that EFRAG’s thinking may evolve.*

### **Introduction**

- 1 When evaluating the merits of the Amendments, EFRAG considered the following key questions:
  - (a) Are the requirements of the Amendments consistent with the IASB’s Framework for the Preparation and Presentation of Financial Statements (‘the Framework’)?
  - (b) Would the Amendments’ implementation result in an improvement in accounting?
  - (c) Does the accounting that results from the application of the Amendments meet the criteria for EU endorsement?

### **Are the requirements of the Amendments consistent with the IASB’s Framework?**

- 2 EFRAG considered whether the requirements in the Amendments are consistent with the IASB’s Framework. When EFRAG considered whether existing IFRSs should be endorsed, it considered whether their accounting treatments were consistent with the Framework. As the Amendments involve providing clarification and additional guidance on some aspects of those existing IFRSs—and as a result do not introduce fundamental changes to existing IFRS literature—EFRAG concluded that the Amendments are consistent with the provisions in the Framework.

### **Would the Amendments’ implementation result in an improvement in accounting?**

- 3 EFRAG notes that, of the fifteen amendments in the standard that will affect IFRS as endorsed for use in the EU, eleven are clarifications or corrections of existing IFRS or are amendments that are consequential to changes previously made to IFRS. Those amendments are:
  - IFRS 2 – Scope of IFRS 2 and revised IFRS 3

- IFRS 5 – Disclosures of non-current assets (or disposal groups) classified as held for sale or discontinued
- IAS 1 – Current/non-Current assets classification of convertible instruments
- IAS 7 – Classification of expenditures on unrecognised assets
- IAS 38 – Additional consequential amendments arising from revised IFRS 3
- IAS 38 – Measuring the fair value of an intangible asset acquired in a business combination
- IAS 39 – Treating loan prepayment penalties as closely related embedded derivatives
- IAS 39 – Cash flow hedge accounting
- IAS 39 – Hedge accounting
- IFRIC 9 – Scope of IFRIC 9 and IFRS 3
- IFRIC 16 – Amendment to the restriction on the entity that can hold hedging instruments

In EFRAG’s view, all of these eleven amendments are straightforward and not controversial; by clarifying or correcting existing IFRS in some—albeit small way—they make standards easier to implement consistently, without raising any new concerns. Those amendments are not discussed specifically in this appendix.

4 The other four amendments that will affect IFRS as endorsed for use in the EU involve changes to the existing requirements or additional guidance on the implementation of those requirements.<sup>1</sup> Those amendments are:

- IFRS 8 – Disclosure of information about segment assets
- IAS 17 – Classification of leases
- IAS 36 – Unit of accounting for goodwill impairment test
- IAS 39 – Scope exemption for business combination contracts

These four amendments are discussed in the paragraphs that follow.

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<sup>1</sup> The sixteenth amendment is the IAS 18 amendment described in Appendix 1. As this amendment does not amend material endorsed for use in the EU, it has not been assessed for compliance with the EU endorsement criteria or in cost/benefit terms.

## **IFRS 8 – Disclosure of information about segment assets**

- 5 IFRS 8 contains an apparent inconsistency, in that paragraph 23 requires a measure of total assets to be disclosed for each reportable segment, whilst paragraph 25 states that information about segment assets should be disclosed only if such information is regularly provided to the chief operating decision maker. This amendment eliminates the inconsistency by amending paragraph 23 so that an entity is required to report a measure of assets and of liabilities for each reportable segment only if such an amount is regularly provided to the chief operating decision maker. Thus, the amendment clarifies that the principle underpinning the rest of IFRS 8—that a piece of segment information should not be required to be disclosed if it is not regularly provided to the chief operating decision maker—applies to segment information about assets and liabilities.
- 6 The effect of this amendment on the segment information provided will depend on the circumstances of the entity involved. For example, if an entity has only immaterial amounts of assets the amendment is likely to have no effect on the segment information provided. It is also likely to have no effect if the entity has material amounts of assets and regularly provides information about segment assets to the chief operating decision maker. However, the amendment could result in a reduction in the segment information provided if the entity has material amounts of assets but does not regularly provide information about segment assets to the chief operating decision maker. EFRAG has considered the implications of this potential loss of segment information carefully.
- (a) Some members are concerned that it will mean the omission from the financial statements of relevant information. In their view segment information about assets is always relevant information unless the assets involved are immaterial. Yet empirical evidence suggests that such information is not always regularly provided to the chief operating decision maker.
- (b) However, the majority of EFRAG members do not share that concern. They note that disclosure of segment information about assets only if this information is regularly provided to the chief operating decision maker is consistent with the general principle underlying IFRS 8, and that EFRAG has previously concluded that IFRS 8 meets the EU endorsement criteria. These EFRAG members note that, when an entity with material amounts of assets does not disclose segment assets (because such information is not being provided regularly to the chief operating decision maker), that in itself is useful information that would be obscured were the entity required to disclose segment assets in such circumstances.

## **IAS 17 – Classification of leases**

- 7 In some countries, property rights are obtained through long-term leases of land. Those leases can be so long that the residual value interest is small relative to the other risks and rewards involved. It is therefore important, when determining whether a land lease is an operating lease or a finance lease, that proper weight is given to all the relevant factors and too much emphasis is not given to the residual value interest (in other words, to the fact that land has an indefinite life).
- 8 Some of the wording in existing IAS 17 seems inconsistent with this principle and, as a result, is causing some to treat all land leases as operating leases. The amendment clarifies the position and in doing so makes it clear that some land leases could be finance leases.

- 9 EFRAG believes that this amendment moves the treatment of land leases onto the same basis as other leases and ensures that the way in which they are classified reflects their substance. As such, EFRAG believes the representational faithfulness (and therefore reliability) of the information provided about such leases will be enhanced, and that in turn will enhance the comparability and understandability of the information provided. It ought too to result in users being provided with more relevant information.

#### **IAS 36 – Unit of accounting for goodwill impairment test**

- 10 When a business combination occurs that generates goodwill, IFRS requires the acquirer to allocate the goodwill to its cash-generating units, or groups of cash-generating units (CGUs), and to assess the goodwill for impairment on an annual basis. For the purpose of impairment testing, paragraph 80 of IAS 36 goes on to say that such a unit or group of units shall, inter alia, “represent the lowest level within the entity at which goodwill is monitored for internal management purposes and “not be larger than an operating segment determined in accordance with IFRS 8.”
- 11 Paragraph 12 of IFRS 8 permits two or more operating segments to be aggregated into a single segment in certain circumstances. As a result, there has been some uncertainty as to whether the reference in paragraph 80 of IAS 36 is to the operating segments prior to any disaggregation, or after disaggregation. The amendment clarifies that, for the purpose of impairment testing, goodwill should be allocated based on operating segments identified in accordance with IFRS 8 before aggregation. In others words, at the lowest operating segment level.
- 12 A minority of EFRAG members believe that requiring the impairment testing of goodwill to be carried out at the pre-aggregated segment level rather than at the post-aggregated segment level will not improve the information provided. However, the majority of EFRAG members believe that the amendment will result in impairment testing being done at the appropriate segment level – that is at the operating segment level as defined in IFRS 8 before aggregation. In their view, such an approach is more consistent with the way IAS 36 looks at impairment testing, which is based on the lowest level within the entity at which goodwill is monitored for internal management purposes. Furthermore the amendment will eliminate the current diversity in practice in the way goodwill is allocated to a CGU or a group of CGU’s. As such, EFRAG believes that overall the amendment will provide information that will improve financial reporting and represent more faithfully and therefore more reliably the way management performs impairment tests on goodwill.

#### **IAS 39 – Scope exemption for business combination contracts**

- 13 A general principle in IFRS is that accounting for derivatives at fair value through profit or loss provides relevant information for users of financial statements. As a result, derivatives are generally required by IFRS to be accounted for at fair value. There are some exceptions to this. For example, paragraph 2(g) of IAS 39 exempts “contracts between an acquirer and a vendor in a business combination to buy or sell an acquiree at a future date” even though such contracts meet the definition of a derivative contract.
- 14 There has been some uncertainty as to exactly what kind of contracts fall within the scope of this exemption, with some believing it is applicable not only to binding

contracts between an acquirer and an acquiree (ie contracts that meet the definition of a derivative forward contract) but also to:

- (a) contracts between an acquirer and a vendor to buy or sell an acquiree at a future date that are not binding on one of the parties (ie contracts that meet the definition of a derivative option contract); and/or
- (b) contracts to buy or sell an associate at a future date.

- 15 In view of this uncertainty, the IASB has through this amendment clarified the situation. The IASB concluded that the purpose of paragraph 2(g) was to exempt from the provisions of IAS 39 contracts for business combinations—not contracts for other types of transaction—that both parties are obliged to complete (ie forward contracts that are binding for both parties). The amendment therefore makes it clear that the contracts described in sub-paragraphs (a) and (b) are required to be accounted for as derivative contracts under IAS 39.
- 16 A minority of EFRAG members are concerned about this clarification, because they believe it changes the existing treatment of the contracts described in sub-paragraphs (a) and (b) above in a way that reduces the usefulness of the information provided. In their view, it would not be representationally faithful to account for such contracts as derivatives.
- 17 The majority of EFRAG members believe, however, that the amendment does not change the exemption; it merely clarifies what has always been the IASB’s intention. (For example, the words ‘acquirer’ and ‘business combination’ were used in the wording of the exemption to make it clear that the exemption did not apply to contracts to buy or sell an associate.) In these members view, although there could be valid reasons to extend the exemption to include other types of contracts—such as for example the contracts described in sub-paragraphs (a) and (b) above—that is not a relevant factor in considering whether this amendment should be endorsed. For that purpose, one must assess the amendment made—not the amendment the IASB could have made—against the endorsement criteria. In the view of that majority of EFRAG members, the amendment does not change the existing exemption.

**Does the accounting that results from the application of the Amendments meet the criteria for EU endorsement?**

- 18 As already mentioned, EFRAG has previously concluded that the various IFRSs affected by the Amendments meet the endorsement criteria. Furthermore, as explained above, EFRAG believes that the Amendments are consistent with the Framework. Finally, the assessment of the majority of EFRAG members is that each of the Amendments is likely either to improve the financial information provided or have no effect on that information. It follows that the majority of EFRAG members has concluded that each of the Amendments meets the criteria of understandability, relevance, reliability and comparability required of the financial information needed for making economic decisions and assessing the stewardship of management. A minority of EFRAG members have reached a different conclusion on some of the amendments, and their dissenting view is set out at the end of this appendix.
- 19 EFRAG also concluded that there was no reason to believe that the information resulting from the application of the Amendments would be contrary to the true and

fair view principle or that implementation of the Amendments in the EU would be contrary to the European interest.

### **Conclusion**

- 20 The majority of EFRAG members has therefore concluded that each of the amendments satisfy the criteria for endorsement in the EU and that EFRAG should recommend that each of the amendments be endorsed for use in the EU.

### **Dissenting view**

- 21 A minority of EFRAG members do not share the conclusion set out in the preceding paragraph and have as a result exercised their right to dissent from recommending endorsement of some of the amendments. The amendments involved, and those members’ reasoning for reaching the conclusions they have, are set out in the following paragraphs.

#### *IFRS 8 – Disclosure of information about segment assets*

- 22 As explained earlier, the amendment to IFRS 8 could result in a reduction in the segment information provided if the entity has material amounts of assets but does not regularly provide segment information about those assets to the chief operating decision maker. A minority of EFRAG members believe that this will result in the omission of relevant information from the financial statements and could render the segment information as a whole less understandable. As a result, in their view the amendment does not meet the criteria for endorsement in the EU. That minority of EFRAG members note in particular that:

- (a) empirical evidence indicates that the application of FASB’s equivalent standard to IFRS 8, FAS 131 (which is also based on the chief operating decision maker principle), resulted in the omission of relevant information from the financial statements. Such an omission is to the detriment of users and has caused an increase in entities’ cost of capital;
- (b) even if one accepts the management approach on which IFRS 8 is based, there needs to be a limit on the application of the ‘regularly provided to the chief operating decision maker’ test if users are to be provided with useful segment information on all entities. In the view of these members, the lack of guidance in IFRS 8 as to which assets and liabilities should be disclosed has taken the application of that test too far because, without information about segment assets, the usefulness of other segment information is also affected; and
- (c) the inconsistency identified by the IASB could have been addressed by amending IFRS 8 to make it clear that segment assets and liabilities are required to be disclosed in all cases, and not just when the information is regularly provided to the chief operating decision maker.

#### *IAS 36 – Unit of accounting for goodwill impairment test*

- 23 As explained earlier, the effect of this amendment is to make it clear that the lowest level at which impairment testing of goodwill should be carried out is the pre-aggregated segment level. Previously some interpreted IFRS to mean that the lowest level should be the post-aggregated segment level. A minority of EFRAG members are concerned about the cost/benefit implications of this clarification. In

their view, carrying out impairment testing of goodwill at the pre-aggregated segment level will not result in more useful information than carrying out the testing at the post-aggregated segment level, because segments can be aggregated under IFRS 8 only when they have similar economic characteristics and in such circumstances, the results of the impairment testing will be the same at both levels. Therefore, there will be no benefits arising from the amendment. On the other hand, there will be additional costs.

*IAS 39 – Scope exemption for business combination contracts*

- 24 As explained earlier, there has been some uncertainty as to the scope of the exemption in IAS 39 for “contracts between an acquirer and a vendor in a business combination to buy or sell an acquiree at a future date”. The amendment makes it clear that the exemption does not apply to:
- (a) contracts between an acquirer and a vendor to buy or sell an acquiree at a future date that are not binding on one of the parties (ie contracts that meet the definition of a derivative option contract); or
  - (b) contracts to buy or sell an associate at a future date.
- 25 A minority of EFRAG members are concerned about this clarification, because they believe it changes the existing treatment of the contracts described in subparagraphs (a) and (b) above in a way that reduces the usefulness of the information provided. In particular, they note that it means that forward contracts to buy or sell an acquiree at a future date are not within the scope of IAS 39 whilst option contracts are; in their view this difference in accounting is not justified by the difference in the substance of the two contracts. As a result, they believe the amendment results in a lack of comparability, in information that is more difficult to understand than hitherto, and an accounting treatment for option contracts to buy or sell an acquiree at a future date that is not representationally faithful.

## **APPENDIX 3 EFRAG’S EVALUATION OF THE COSTS AND BENEFITS OF THE AMENDMENTS**

### **General comments**

- 1 EFRAG has also considered whether, and if so to what extent, implementing the Amendments in the EU might involve preparers and users incurring incremental costs, and whether those costs are likely to be exceeded by the benefits to be derived from implementing the Amendments in the EU.
- 2 EFRAG started its assessment of the costs and benefits of implementing the Amendments by considering whether there were likely to be any measurable costs involved for preparers or users in implementing any of the amendments in the standard. EFRAG’s initial assessment is that all but three of the amendments will clearly not involve any measurable change in costs for preparers or users. The three other amendments are discussed further below.

### **IFRS 8 – Disclosure of information about segment assets**

#### *Costs for preparers*

- 3 EFRAG’s initial assessment is that the amendment to IFRS 8 will require no changes to existing practice for some preparers, while for others the amendment could mean that they no longer have to disclose information that they do not use internally. The amendment will therefore not involve any additional ongoing costs for preparers and will in fact involve a decrease in ongoing costs for some preparers. That decrease in costs is however likely to be insignificant.
- 4 EFRAG’s initial assessment is that the amendment will not result in any day one costs for preparers.

#### *Costs for users*

- 5 As already mentioned, for some entities this amendment will involve no change in practice. For some entities the effect will be that less segment information will henceforth be provided. However, as EFRAG’s initial assessment of the amendment is that it will not result in the loss of relevant information (see Appendix 2), EFRAG believes that few users will try to estimate the information no longer provided from other sources. Based on this view, EFRAG’s initial assessment is that there is likely to be only insignificant cost implications for users.

#### *Benefits for preparers and users*

- 6 This amendment achieves two things. First of all, it aligns the reporting of segment information with the entity’s internal reporting and thus means that the segment information more effectively allows users to view the entity through the eyes of management than hitherto. This was seen as one of the key benefits of replacing IAS 14 with IFRS 8, so EFRAG’s initial assessment is that it will involve some benefits for users. Those benefits are however likely to be insignificant.
- 7 The amendment also enables convergence between IFRS and US GAAP on this particular issue. Even though only disclosures are involved, this will still enhance the comparability of financial statements globally, which will benefit users—albeit probably only by a fairly insignificant amount.

*Conclusion*

- 8 EFRAG’s initial assessment is therefore that this amendment will have only insignificant cost implications for preparers, no cost implication for users, and will result in only insignificant benefits.

**IAS 17 – Classification of leases of land and buildings**

*Costs for preparers*

- 9 This amendment will require entities that previously classified all leases of land as operating leases without carrying out any analysis of the facts and circumstances to henceforth analyse such leases fully in order to classify them. EFRAG’s initial assessment is therefore that the amendment will involve year one costs for preparers with lease arrangements that include land.
- (a) Some preparers may have difficulty obtaining certain information that existed at the inception of the lease, such as the fair value of the land, for leases entered into a long time ago. Those preparers may need to use the transitional provisions of the amendment to avoid incurring excessive costs to obtain that information.
- (b) Preparers that only have leases of land that are part of leases of land and buildings where the building is classified as an operating lease are more likely to have information as at the inception of the lease to assess the classification of the building.

EFRAG’s overall initial assessment is that these year one costs are likely to be insignificant.

- 10 If a preparer concludes that a land lease needs to be reclassified as a finance lease, there are likely to be some ongoing incremental costs because applying finance lease treatment requires separate accounting for the leased asset and lease obligation and is therefore more costly than accounting for the same leases as operating leases. However, EFRAG’s initial assessment is that those ongoing costs will also usually be insignificant.

*Costs for users*

- 11 EFRAG does not believe that the amendment will increase the costs incurred by users in analysing the financial statements as a result of its adoption.

*Benefits for preparers and users*

- 12 In issuing the amendment, the IASB is addressing a significant issue in certain countries in which property rights are obtained through long-term leases. Applying the general lease classification criteria to these leases results in the classification of a lease of land that reflects its economic substance. EFRAG’s initial assessment is that the amendment will improve the quality of the financial reporting for entities that lease land on a long-term basis, albeit probably only to an insignificant degree.

*Conclusion*

- 13 EFRAG’s initial assessment is therefore that this amendment will have only insignificant cost implications for preparers, no cost implication for users, and will result in only insignificant benefits.

**IAS 36 Impairment of Assets – Unit of accounting for goodwill impairment test**

*Costs for preparers*

- 14 This amendment clarifies the lowest level at which goodwill impairment testing should be carried out under IAS 36. EFRAG’s initial assessment is that this amendment could require some entities to change their existing practice and henceforth to carry out their goodwill impairment tests on smaller cash-generating units than hitherto. For those preparers there is likely to be some incremental costs arising from such a change, both when the amendment is implemented and thereafter.
- 15 EFRAG members have differing views as how significant these costs will be, with a minority believing that for some preparers the costs could be significant. However, EFRAG’s initial assessment is that these costs will not be significant.

*Costs for users*

- 16 EFRAG does not believe that the amendment will create any additional costs for users analysing the financial statements.

*Benefits for preparers and users*

- 17 The objective of the amendment is to clarify the unit for goodwill allocation used for impairment testing and thereby eliminate the current diversity in practice in accounting for the allocation. EFRAG members have differing views as to the benefits that will arise from the way IFRS has been clarified, with a minority believing that there will be no benefits because the lower level of impairment testing as required by the amendment will, in their view, not produce a different accounting outcome. However, EFRAG’s initial assessment is that the amendment will eliminate diversity in existing practice and result in IAS 36 being implemented appropriately.
- 18 This will benefit all stakeholders, albeit probably not significantly.

*Conclusion*

- 19 EFRAG’s initial assessment is therefore that this amendment will have only insignificant cost implications for preparers and no cost implication for users, will result in benefits, and those benefits are likely to outweigh the costs involved.

**IAS 39 – Scope exemption for business combination contracts**

*Costs for Preparers*

- 20 This amendment clarifies the scope of an existing exemption in IAS 39. It will as a result require change for some preparers, but not all. However, the transitional provisions require prospective application to all unexpired contracts for annual periods beginning on or after 1 January 2010, which will minimise the year one

costs for those preparers having to change. As a result, EFRAG’s initial assessment is that the year one costs of implementing the amendment will be insignificant.

- 21 Going forward, there will be costs involved in reporting contracts that do not fall under the exemption: such contracts would need to be reported at fair value with fair value changes reported in profit or loss. However, such costs are due to the existing IFRS requirements to report all derivatives at fair value and therefore are not incremental as such.

*Cost for users*

- 22 We do not expect users to incur any year one or incremental ongoing costs as a result of this Amendment.

*Benefits for preparers and users*

- 23 The amendment eliminates the uncertainty in the application of IFRS and this should be of benefit to all stakeholders, albeit probably not significantly.

*Conclusion*

- 24 EFRAG’s initial assessment is therefore that this amendment will have only insignificant cost implications for preparers and no cost implication for users, will result in benefits, and those benefits are likely to outweigh the costs involved.

**Transitional arrangements**

- 25 Entities are required to apply some of the Amendments retrospectively. Although in theory this could be quite an extensive exercise EFRAG believes that the accounting policies that will generally be used will mean that, across all preparers as a whole, the year one costs of doing this will not be significant.

**Conclusion**

- 26 Summarising the comments above, EFRAG’s initial assessment is as follows.
- (a) The Amendments are likely to involve some preparers in some additional year one and ongoing costs. Taken individually those costs will, EFRAG believes, generally be insignificant (although for a few companies the costs could be more significant); indeed, some entities will already be applying some IFRSs in a way that is identical or very similar to that required by some or all of the individual amendments and for those entities it is likely that there will be little if any incremental cost involved in implementing those particular amendments. As a result, EFRAG’s assessment is that when considered in aggregate, those costs will still be insignificant.
  - (b) The Amendments are likely to involve users in no year one or ongoing incremental costs.
  - (c) The Amendments are likely to result in improvements in the quality of the information provided. Taken individually, most of these improvements are likely to be relatively small; however, EFRAG’s initial assessment is that taken together the amendments are likely to have a noticeable effect on the quality of the information provided.

- 27 EFRAG’s initial assessment is therefore that the benefits arising from the implementation of the Amendments in the EU are likely to outweigh the costs involved.