

**Invitation to comment prepared by BG Group plc**

**4 April 2003**

**ED 3 – Business Combinations**

**Question 1 – Scope**

The Exposure Draft proposes:

- (a) to exclude from the scope of the IFRS business combinations in which separate entities or operations of entities are brought together to form a joint venture, and business combinations involving entities under common control (see proposed paragraphs 2 and 3 and paragraphs BC9-BC11 of the Basis for Conclusions).

Are these scope exclusions appropriate? If not, why not?

- (b) to include in the IFRS a definition of business combinations involving entities under common control, and additional guidance on identifying such transactions (see proposed paragraphs 9-12 and Appendix A, and paragraphs BC12-BC15 of the Basis for Conclusions).

Are the definition and additional guidance helpful in identifying transactions within the scope exclusion? If not, what additional guidance would you suggest, and why?

**BG's response**

- (a) The exclusions from the scope of the exposure draft are appropriate.
- (b) The definition and additional guidance are helpful.

**Question 2 – Method of accounting for business combinations**

The Exposure Draft proposes to eliminate the use of the pooling of interests method and require all business combinations within its scope to be accounted for by applying the purchase method (see proposed paragraphs 13-15 and paragraphs BC18-BC35 of the Basis for Conclusions).

Is this appropriate? If not, why not? If you believe the pooling of interests method should be applied to a particular class of transactions, what criteria should be used to distinguish those transactions from other business combinations, and why?

**BG's response**

In the majority of business combinations the identification of the acquirer and the acquiree is straightforward. However, in those combinations where it is not clear, given the choice between the 'pooling of interests' method where no fair value accounting is undertaken or the purchase method where the acquirees balance sheet is subject to a fair value exercise, the purchase method is more appropriate. However, this approach is not satisfactory when there has been a true merger of equals.

### Question 3 – Reverse acquisitions

Under IAS 22 *Business Combinations*, a business combination is accounted for as a reverse acquisition when an entity (the legal parent) obtains ownership of the equity of another entity (the legal subsidiary) but, as part of the exchange transaction, issues enough voting equity as consideration for control of the combined entity to pass to the owners of the legal subsidiary. In such circumstances, the legal subsidiary is deemed to be the acquirer. The Exposure Draft:

- (a) proposes to modify the circumstances in which a business combination could be regarded as a reverse acquisition by clarifying that for all business combinations effected through an exchange of equity interests, the acquirer is the combining entity that has the power to govern the financial and operating policies of the other entity (or entities) so as to obtain benefits from its (or their) activities. As a result, a reverse acquisition occurs when the legal subsidiary has the power to govern the financial and operating policies of the legal parent so as to obtain benefits from its activities (see proposed paragraph 21 and paragraphs BC37-BC41 of the Basis for Conclusions).

Is this an appropriate description of the circumstances in which a business combination should be accounted for as a reverse acquisition? If not, under what circumstances, if any, should a business combination be accounted for as a reverse acquisition?

- (b) proposes additional guidance on the accounting for reverse acquisitions (see proposed paragraphs B1-B14 of Appendix B).

Is this additional guidance appropriate? If not, why not? Should any additional guidance be included? If so, what specific guidance should be added?

#### BG's response

- (a) The description of the circumstances in which a business combination should be accounted for as a reverse acquisition i.e. identification of the party that has 'control' i.e. 'the power to govern the financial and operating policies of another so as to obtain benefits from its activities' is appropriate.
- (b) The additional guidance on the accounting for reverse acquisitions is appropriate.

### Question 4 – Identifying the acquirer when a new entity is formed to effect a business combination

The Exposure Draft proposes that when a new entity is formed to issue equity instruments to effect a business combination, one of the combining entities that existed before the combination should be adjudged the acquirer on the evidence available (see proposed paragraph 22 and paragraphs BC42-BC46 of the Basis for Conclusions).

Is this appropriate? If not, why not?

#### BG's response

When a new entity is formed to effect a business combination it is appropriate to identify an acquirer as one of the combining entities. The proposal is therefore appropriate.

### **Question 5 – Provisions for terminating or reducing the activities of the acquiree**

Under IAS 22, an acquirer must recognise as part of allocating the cost of a business combination a provision for terminating or reducing the activities of the acquiree (a 'restructuring provision') that was not a liability of the acquiree at the acquisition date, provided the acquirer has satisfied specified criteria. The Exposure Draft proposes that an acquirer should recognise a restructuring provision as part of allocating the cost of a business combination only when the acquiree has, at the acquisition date, an existing liability for restructuring recognised in accordance with IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* (see proposed paragraph 40 and paragraphs BC55-BC66 of the Basis for Conclusions).

Is this appropriate? If not, what criteria should an acquirer be required to satisfy to recognise a restructuring provision that was not a liability of the acquiree as part of allocating the cost of a combination, and why?

#### **BG's response**

The proposal for recognition of a restructuring provision only when the acquiree has an existing liability for restructuring is appropriate.

### **Question 6 – Contingent liabilities**

The Exposure Draft proposes that an acquirer should recognise separately the acquiree's contingent liabilities at the acquisition date as part of allocating the cost of a business combination, provided their fair values can be measured reliably (see proposed paragraphs 36 and 45 and paragraphs BC80-BC85 of the Basis for Conclusions).

Is this appropriate? If not, why not?

#### **BG's response**

BG considers that the proposal to recognise contingent liabilities of the acquiree at the balance sheet date is not appropriate. There are two main objections to this approach:

- (a) It is inconsistent with IAS 37 (and FRS 12) in which contingent liabilities are not recognised on the balance sheet as it is not probable that an obligation exists.
- (b) It is inconsistent with the argument in respect of recognition of a restructuring provision.

### **Question 7 – Measuring the identifiable assets acquired and liabilities and contingent liabilities assumed**

IAS 22 includes a benchmark and an allowed alternative treatment for the initial measurement of the identifiable net assets acquired in a business combination, and therefore for the initial measurement of any minority interests. The Exposure Draft proposes requiring the acquirer's identifiable assets, liabilities and contingent liabilities recognised as part of allocating the cost to be measured initially by the acquirer at their fair values at the acquisition date. Therefore, any minority interest in the acquiree will be stated at the minority's proportion of the net fair values of those items. This proposal is consistent with the allowed alternative treatment in IAS 22 (see proposed paragraphs 35 and 39 and paragraphs BC88-BC95 of the Basis for Conclusions).

Is this appropriate? If not, how should the acquirer's identifiable assets, liabilities and contingent liabilities recognised as part of allocating the cost of a business combination be measured when there is a minority interest in the acquiree, and why?

#### **BG response**

Whilst BG disagrees with the proposal to recognise contingent liabilities acquired in a business combination, the principle of measuring assets and liabilities at fair value at the acquisition date, and therefore any minority interest at the minority interest's proportion of net fair values is appropriate.

### **Question 8 – Goodwill**

The Exposure Draft proposes that goodwill acquired in a business combination should be recognised as an asset and should not be amortised. Instead, it should be accounted for after initial recognition at cost less any accumulated impairment losses (see proposed paragraphs 50-54 and paragraphs BC96-BC108 of the Basis for Conclusions).

Do you agree that goodwill acquired in a business combination should be recognised as an asset? If not, how should it be accounted for initially, and why? Should goodwill be accounted for after initial recognition at cost less any accumulated impairment losses? If not, how should it be accounted for after initial recognition, and why?

#### **BG response**

BG agrees with the approach of recognition of goodwill as an asset. However, we do not agree with the approach of not amortising this asset. Almost all fixed assets (with the exception of land) have to be allocated a useful economic life. In most circumstances, it should be possible to estimate a useful economic life for goodwill (along with the fixed assets associated with it). We would therefore prefer to amortise goodwill based on its useful economic life.

### **Question 9 – Excess over the cost of a business combination of the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities**

In some business combinations, the acquirer's interest in the net fair value of the acquiree's identifiable assets, liabilities and contingent liabilities recognised as part of allocating the cost of the combination exceeds that cost. The Exposure Draft proposes that when such an excess exists, the acquirer should:

- (a) reassess the identification and measurement of the acquiree's identifiable assets, liabilities and contingent liabilities and the measurement of the cost of the combination; and
- (b) recognise immediately in profit or loss any excess remaining after that reassessment.

(See proposed paragraphs 55 and 56 and paragraphs BC109-BC120 of the Basis for Conclusions.)

Is this treatment appropriate? If not, how should any such excess be accounted for, and why?

#### **BG's response**

The treatment of crediting any negative goodwill to the profit and loss account as a one-off gain is reasonable although it is unlikely that any company will use this accounting treatment. Instead, it is likely that the fair values of the assets and liabilities acquired will be adjusted to reflect the value of the business to the acquiring entity.

#### **Question 10 – Completing the initial accounting for a business combination and subsequent adjustments to that accounting**

The Exposure Draft proposes that:

- (a) if the initial accounting for a business combination can be determined only provisionally by the end of the reporting period in which the combination occurs because either the fair values to be assigned to the acquiree's identifiable assets, liabilities or contingent liabilities or the cost of the combination can be determined only provisionally, the acquirer should account for the combination using those provisional values. Any adjustment to those values as a result of completing the initial accounting is to be recognised within twelve months of the acquisition date (see proposed paragraphs 60 and 61 and paragraphs BC123-BC126 of the Basis for Conclusions).

Is twelve months from the acquisition date sufficient time for completing the accounting for a business combination? If not, what period would be sufficient, and why?

- (b) with some exceptions carried forward as an interim measure from IAS 22, adjustments to the initial accounting for a business combination after that accounting is complete should be recognised only to correct an error (see proposed paragraphs 62 and 63 and paragraphs BC127-BC132 of the Basis for Conclusions).

Is this appropriate? If not, under what other circumstances should the initial accounting be amended after it is complete, and why?

#### **BG's response**

BG considers that 12 months is sufficient time to complete the accounting for a business combination (although the accounting for contingent liabilities may be more problematic).

BG considers that the proposal that any adjustments should be allowed to correct errors only is appropriate.

## **Revision to IAS 36 – Invitation to comment**

### **Question 1 – Frequency of impairment tests**

Are the proposals relating to the frequency of impairment testing intangible assets with indefinite useful lives and acquired goodwill appropriate (see proposed paragraphs 8 and 8A and paragraphs C6, C7 and C41 of the Basis for Conclusions)? If not, how often should such assets be tested for impairment, and why?

#### **BG response**

The proposals relating to frequency (once each year or more frequently if there is an indication of impairment) are appropriate.

### **Question 2 – Intangible assets with indefinite useful lives**

The Exposure Draft proposes that the recoverable amount of an intangible asset with an indefinite useful life should be measured, and impairment losses (and reversals of impairment losses) for such assets accounted for, in accordance with the requirements in IAS 36 for assets other than goodwill (see paragraphs C10-C11 of the Basis for Conclusions).

Is this appropriate? If not, how should the recoverable amount be measured, and impairment losses (and reversals of impairment losses) be accounted for?

#### **BG response**

The proposals are appropriate.

### **Question 3 – Measuring value in use**

The Exposure Draft proposes additional guidance on measuring the value in use of an asset. Is this additional guidance appropriate? In particular:

- (a) should an asset's value in use reflect the elements listed in proposed paragraph 25A? If not, which elements should be excluded or should any additional elements be included? Also, should an entity be permitted to reflect those elements either as adjustments to the future cash flows or adjustments to the discount rate (see proposed paragraph 26A and paragraphs C66 and C67 of the Basis for Conclusions)? If not, which approach should be required?
- (b) should the assumptions on which cash flow projections are based take into account both past actual cash flows and management's past ability to forecast cash flows accurately (see proposed paragraph 27(a)(ii) and paragraphs C66 and C67 of the Basis for Conclusions)? If not, why not?
- (c) is the additional guidance in proposed Appendix B to [draft] IAS 36 on using present value techniques in measuring an asset's value in use appropriate? If not, why not? Is it sufficient? If not, what should be added?

#### **BG response**

BG considers that the guidance on the measurement of value in use is too prescriptive. The approach adopted in FRS 11 is preferable.

#### **Question 4 – Allocating goodwill to cash-generating units**

The Exposure Draft proposes that for the purpose of impairment testing, acquired goodwill should be allocated to one or more cash-generating units.

- (a) Should the allocation of goodwill to one or more cash-generating units result in the goodwill being tested for impairment at a level that is consistent with the lowest level at which management monitors the return on the investment in that goodwill, provided such monitoring is conducted at or below the segment level based on an entity's primary reporting format (see proposed paragraphs 73-77 and paragraphs C18-C20 of the Basis for Conclusions)? If not, at what level should the goodwill be tested for impairment, and why?
- (b) If an entity disposes of an operation within a cash-generating unit to which goodwill has been allocated, should the goodwill associated with that operation be included in the carrying amount of the operation when determining the gain or loss on disposal (see proposed paragraph 81 and paragraphs C21-C23 of the Basis for Conclusions)? If not, why not? If so, should the amount of the goodwill be measured on the basis of the relative values of the operation disposed of and the portion of the unit retained or on some other basis?
- (c) If an entity reorganises its reporting structure in a manner that changes the composition of one or more cash-generating units to which goodwill has been allocated, should the goodwill be reallocated to the units affected using a relative value approach (see proposed paragraph 82 and paragraphs C24 and C25 of the Basis for Conclusions)? If not, what approach should be used?

#### **BG response**

BG agrees with the approach adopted in (a), (b) and (c).

#### **Question 5 – Determining whether goodwill is impaired**

The Exposure Draft proposes:

- (a) that the recoverable amount of a cash-generating unit to which goodwill has been allocated should be measured as the higher of the unit's value in use and net selling price (see proposed paragraphs 5 (definition of recoverable amount) and 85 and paragraph C17 of the Basis for Conclusions).

Is this appropriate? If not, how should the recoverable amount of the unit be measured?

- (b) the use of a screening mechanism for identifying potential goodwill impairments, whereby goodwill allocated to a cash-generating unit would be identified as potentially impaired only when the carrying amount of the unit exceeds its recoverable amount (see proposed paragraph 85 and paragraphs C42-C51 of the Basis for Conclusions).

Is this an appropriate method for identifying potential goodwill impairments? If not, what other method should be used?

- (c) that if an entity identifies goodwill allocated to a cash-generating unit as potentially impaired, the amount of any impairment loss for that goodwill should be measured as the excess of the goodwill's carrying amount over its implied value measured in accordance with proposed paragraph 86 (see proposed paragraphs 85 and 86 and paragraphs C28-C40 of the Basis for

Conclusions).

Is this an appropriate method for measuring impairment losses for goodwill? If not, what method should be used, and why?

#### **BG response**

Whilst BG agrees with the approach adopted in part (a), we do not agree with the two-part test for identification and measurement of goodwill impairments set out in (b) and (c). This is because:

- There is a different impairment test for goodwill compared to other fixed assets, including intangible fixed assets. We are not clear why this should be the case; and
- The requirement to do a full fair value exercise (as would be performed on acquisition of the entity) seems unduly onerous and complex. BG prefers the approach adopted by FRS 11 which has one test, with any impairment being offset against goodwill.

#### **Question 6 – Reversals of impairment losses for goodwill**

The Exposure Draft proposes that reversals of impairment losses recognised for goodwill should be prohibited (see proposed paragraph 123 and paragraphs C62-C65 of the Basis for Conclusions).

Is this appropriate? If not, what are the circumstances in which reversals of impairment losses for goodwill should be recognised?

#### **BG response**

BG agrees that in most cases reversals of impairment losses for goodwill should not be permitted as they are likely to be the result of internally-generated goodwill. However, we think that reversals should be permitted when an external event caused the recognition of the impairment loss and subsequent external events clearly and demonstrably reverse its effects.

#### **Question 7 – Estimates used to measure recoverable amounts of cash-generating units containing goodwill or intangible assets with indefinite useful lives**

The Exposure Draft proposes requiring a variety of information to be disclosed for each segment, based on an entity's primary reporting format, that includes within its carrying amount goodwill or intangible assets with indefinite useful lives (see proposed paragraph 134 and paragraphs C69-C82 of the Basis for Conclusions).

- (a) Should an entity be required to disclose each of the items in proposed paragraph 134? If not, which items should be removed from the disclosure requirements, and why?
- (b) Should the information to be disclosed under proposed paragraph 134 be disclosed separately for a cash-generating unit within a segment when one or more of the criteria in proposed paragraph 137 are satisfied? If not, why not?

#### **BG's response**

- (a) BG considers that the disclosure required in paragraph 134 is very extensive. In particular, companies will be required to provide detail on the key assumptions used for budgets and forecasts and the impact of their change on the calculations. This information may be commercially sensitive. Also, if there are a number of cash generating units within the business with intangibles subject to these disclosure requirements, the narrative could get



extremely complex and confusing to the reader.

(b) For the reasons set out in (a) above BG does not think this disclosure is appropriate.

An alternative approach would be to identify any changes to key assumptions which have occurred each year and why such changes have been made.

## **Revision to IAS 38 – Invitation to comment**

### **Question 1 – Identifiability**

The Exposure Draft proposes that an asset should be treated as meeting the identifiability criterion in the definition of an intangible asset when it is separable or arises from contractual or other legal rights (see proposed paragraphs 10 and 11 and paragraphs B6-B10 of the Basis for Conclusions).

Are the separability and contractual/other legal rights criteria appropriate for determining whether an asset meets the identifiability criterion in the definition of an intangible asset? If not, what criteria are appropriate, and why?

#### **BG response**

BG considers that the criteria are appropriate.

### **Question 2 – Criteria for recognising intangible assets acquired in a business combination separately from goodwill**

This Exposure Draft proposes clarifying that for an intangible asset acquired in a business combination, the probability recognition criterion will always be satisfied and, with the exception of an assembled workforce, sufficient information should always exist to measure its fair value reliably (see proposed paragraphs 29-32 and paragraphs B11-B15 of the Basis for Conclusions). Therefore, as proposed in ED 3, an Exposure Draft of a proposed International Financial Reporting Standard Business Combinations, an acquirer should recognise, at the acquisition date and separately from goodwill, all of the acquiree's intangible assets, excluding an assembled workforce, that meet the definition of an intangible asset (see proposed paragraphs 36, 43 and 44 of ED 3).

Do you agree that, with the exception of an assembled workforce, sufficient information can reasonably be expected to exist to measure reliably the fair value of an intangible asset acquired in a business combination? If not, why not? The Board would appreciate respondents outlining the specific circumstances in which the fair value of an intangible asset acquired in a business combination could not be measured reliably.

#### **BG's response**

BG considers that the measurement of the fair value in a business combination is likely to be less reliable than other assets and liabilities acquired because of the very nature of intangibles.

### **Question 3 – Indefinite useful life**

The Exposure Draft proposes to remove from IAS 38 the rebuttable presumption that an intangible asset's useful life cannot exceed twenty years, and to require its useful life to be regarded as indefinite when, based on an analysis of all of the relevant factors, there is no foreseeable limit on the period of time over which the asset is expected to generate net cash inflows for the entity (see proposed paragraphs 85-88 and paragraphs B29-B32 of the Basis for Conclusions).

Is this appropriate? If not, under what circumstances, if any, should an intangible asset be regarded as having an indefinite useful life?

**BG's response**

BG considers that in most cases intangibles, including goodwill, will have definite economic lives and should be amortised accordingly. However, there may be exceptional cases where intangibles do have indefinite useful lives. A more appropriate approach would be to include in IAS 38 a rebuttable presumption that an intangible asset has a definite useful life without including the time constraint of 20 years.

**Question 4 – Useful life of intangible asset arising from contractual or other legal rights**

The Exposure Draft proposes that if an intangible asset arises from contractual or other legal rights that are conveyed for a limited term that can be renewed, the useful life shall include the renewal period(s) only if there is evidence to support renewal by the entity without significant cost (see proposed paragraphs 91 and 92 and paragraphs B33-B35 of the Basis for Conclusions).

Is this an appropriate basis for determining the useful life of an intangible asset arising from contractual or other legal rights that are conveyed for a limited term that can be renewed? If not, under what circumstances should the useful life include the renewal period(s)?

**BG's response**

BG considers the proposal to be appropriate

**Question 5 – Non-amortisation of intangible assets with indefinite useful lives**

The Exposure Draft proposes that an intangible asset with an indefinite useful life should not be amortised (see proposed paragraphs 103 and 104 and paragraphs B36-B38 of the Basis for Conclusions).

Is this appropriate? If not, how should such assets be accounted for after their initial recognition?

**BG's response**

BG considers that only by rare exception will intangible assets have indefinite useful lives. In these (rare) circumstances intangible assets should not be amortised.