

## STAFF PAPER

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IASB<sup>®</sup> Meeting

<b>Project</b>	<b>Goodwill and Impairment research project</b>		
<b>Paper topic</b>	Improving disclosures about goodwill and impairment		
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**Purpose**

1. The purpose of this paper is to set out the staff's current thoughts on the possible improvements to the disclosure requirements in the light of the feedback received from the Board's consultative groups.
2. The paper does not ask the Board to make any decisions.

The main changes in this paper from Agenda Paper 18D of the May 2017 meeting are:

- the staff analysis has been updated based on feedback from the Board's consultative groups and
- the staff view has been removed from the paper for now.

**Structure of the paper**

3. This paper is structured as follows:
  - (a) objectives of improving disclosure requirements; | paragraph 4
  - (b) possible approaches to improving disclosures; | paragraphs 5–36

## Objective of improving disclosure requirements

4. The objective of considering possible improvements to the disclosure requirements is to determine whether better and more timely information about goodwill and impairment can be provided to users of financial statements without imposing costs on preparers that exceed the benefits.

## Possible approaches to improving disclosures

5. The Board could consider one or more of the following approaches to improve disclosures:
  - (a) responding to investor feedback by requiring an entity to disclose one or both of the following:
    - (i) the reasons for payment of a premium over and above the value of the net identifiable assets acquired in a business combination, together with key assumptions or targets supporting the purchase consideration and comparison of actual performance with those assumptions or targets.
    - (ii) breakdown of the carrying amount of goodwill by business combination, with an explanation for each combination, of why management considers that the goodwill is recoverable.
  - (b) reviewing current disclosure requirements in IAS 36 *Impairment of Assets* to determine whether any of those requirements should be modified or removed.

### ***Reasons for payment of premium, key assumptions or targets supporting the purchase consideration and comparison of actual performance with targets***

6. The Board could require an entity to disclose:
  - (a) the reasons for payment of premium over and above the value of the net identifiable assets acquired in a business combination;
  - (b) key assumptions or targets supporting the purchase consideration and consequently the goodwill acquired in a business combination; and

- (c) comparison of actual performance vis-à-vis the targets for a specified number of years following a business combination.
7. Key assumptions or targets might include, for example:
- (a) the expected revenue of the acquiree (if the acquiree is not integrated);
  - (b) a specified level of increase in revenue for an existing operating segment that benefits from the acquisition because of access to new markets;
  - (c) increased operating margins on a product line through removing a competitor from the market; and
  - (d) identified cost savings through economies of scale etc.
8. The entity would also identify the periods over which it expects to achieve these targets (for example an increase in revenue of five per cent per year for three years).
9. The number of years for which an entity should continue to provide the comparison of actual performance vis-à-vis the targets could be driven by the time horizon used by the entity's management when making the assumptions or targets. The Board could also consider requiring a minimum period, for example three years after the business combination.

*Staff analysis*

10. Paragraph B64 of IFRS 3 *Business Combinations* requires an acquirer to disclose:
- (a) the primary reasons for the business combination and a description of how the acquirer obtained control of the acquiree; and
  - (b) 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.
11. The Board learned from the Post-Implementation Review (PIR) of IFRS 3 that the disclosures in financial statements are either limited or boilerplate repetition of phrases used in IFRS 3. Investors said that the disclosures do not provide any

insight into the real economic reasons for the business combination or the key drivers that support the valuation.

12. The requirement in paragraph B64 of IFRS 3 could be expanded to require an entity to disclose the information described in paragraph 6 of this paper. This is likely to make entities disclose information specific to the business combination instead of boilerplate repetition of the Standard. The expanded disclosure would provide investors with useful information (a) about the key drivers that justified the valuation of the acquiree; and (b) that will help them make their own assessments of whether the level of goodwill is reasonable. Comparison of actual performance vis-à-vis the targets would inform the investors about the subsequent performance of the business combination and whether the entity is realising any synergies that it targeted.

*Feedback from recent discussions with the Board's consultative groups*

13. CMAC members generally supported the possible requirement to disclose more information about acquired business. However, many GPF members expressed concerns that for those disclosures to be meaningful an entity would have to disclose commercially sensitive information. Consequently, if the Board requires those disclosures, entities are likely to disclose only boilerplate information.
14. A few GPF members argued that providing the disclosures for each individual acquisition would be difficult because post-acquisition integration could make it difficult for management to track those targets or assumptions vis-à-vis actual performance.

*Staff thoughts on availability of information*

15. As stewards of an entity, management is responsible for:
- (a) ensuring that there is a rational basis for paying premium in a business combination;
  - (b) setting key performance targets that reflect the synergies expected to be realised by management; and
  - (c) monitoring the subsequent performance of a business combination both for internal purposes and for reporting to existing and potential investors, lenders and other creditors.

16. The staff expect that the information described in paragraph 6 of this paper is usually readily available. For large combinations, management is often subject to a legal or regulatory requirement to seek approval from shareholders. In most cases, in documents seeking that approval, management explains the basis for paying a premium and identifies the key performance targets. This information would have also been included in regulatory filings.
17. Furthermore, if entities prepare a management commentary, the staff believe that it is probably common practice for entities to disclose some or all of the information described in paragraph 6 of this paper. (The Board could consider whether to allow the entity to incorporate the information by cross-reference from the financial statements to the management commentary (see discussion in the Discussion Paper *Disclosure Initiative—Principles of Disclosure*)).
18. The staff expect that requiring the disclosure in the financial statements would encourage entities to prepare the information more rigorously so that it stands up to scrutiny by the auditors. In addition, not all entities may be subject to a requirement to produce a management commentary.
19. In respect of subsequent performance after a business combination, the staff considered whether it would be complex and subjective to identify or isolate data, especially when the acquired business is integrated into the acquirer's existing business. In the staff's view, this is not likely to be a concern. The acquirer's management's decision to integrate the acquired business with existing business would be reflected in the key performance targets. The targets in such situation are likely to relate to both the acquired business and the existing business affected by the business combination.
20. The staff expect that an entity would consider materiality in disclosing this information. For smaller combinations, the staff presume that goodwill and impairment issues are less likely to have a material effect.

### ***Breakdown of goodwill and explanation justifying recoverability***

21. The Board could consider requiring an entity to:
  - (a) disclose a disaggregation of the carrying amount of goodwill at the reporting date by each past business combination; and

- (b) explain, for each significant business combination, why the carrying amount of goodwill is recoverable.

### *Staff analysis*

22. Disclosure of disaggregation of goodwill by each past combination was suggested by members of the Capital Markets Advisory Committee (CMAC) at its November 2015 meeting, and by other investors during the PIR of IFRS 3. The disaggregation would highlight goodwill acquired in combinations that investors consider as unsuccessful combinations. Consequently, there may be pressure on the entity to justify why that goodwill is recoverable and to perform a more rigorous impairment test of that goodwill.
23. Disaggregation of goodwill by each past combination together with information described in paragraph 6 of this paper would help users make their own assessment of whether goodwill acquired in a past combination is recoverable.
24. The Board could also require a reconciliation of this disaggregation with goodwill allocated to cash-generating units (CGUs).

### *Feedback from recent discussions with the Board's consultative groups*

25. CMAC members stated that disclosing a breakdown of goodwill by past acquisition can provide useful information. That information helps them in identifying the carrying amount of goodwill relating to acquisitions that they consider unsuccessful. However, GPF members questioned the usefulness of this information, especially long after an acquisition.

### *Staff thoughts on availability of information*

26. IAS 36 does not require tracking of goodwill by each past business combination. For impairment testing, goodwill acquired in a business combination is allocated to a CGU or group of CGUs expected to benefit from the synergies of the combination. Consequently, if a CGU (or CGUs) contains goodwill allocated from different acquisitions, the goodwill in the CGU (or CGUs) will be regarded as a single asset for impairment testing.
27. However, in applying IAS 21 *The Effects of Changes in Foreign Exchange Rates*, an entity would be tracking goodwill acquired in past combinations of foreign operations with a functional currency that is different from the presentation

currency. Consequently, the entity may have to incur some costs to track goodwill acquired in other past combinations.

28. To explain why goodwill is still recoverable, an entity would be required to consider whether there is evidence that synergies from a past acquisition still exist and can be identified. For old combinations, the evidence gathering would be costly because it may become very difficult to identify or isolate the benefits arising from those combinations. Consequently, an entity's explanation of why management considers goodwill recoverable may end up being boilerplate and of no use to investors.

### ***Reviewing current disclosure requirements in IAS 36***

29. The feedback from the PIR on IFRS 3 and subsequent outreach provided some evidence that the current disclosure requirements in IAS 36 are not being well applied.
30. In 2013 the European Securities and Markets Authority (ESMA) published a review of accounting practices followed by a sample of European issuers in respect of impairment testing of goodwill and other intangible assets. The review looked into the 2011 financial statements of 235 European issuers from 23 countries. ESMA stated that although the majority of disclosures related to goodwill impairment testing were provided, in many cases these were boilerplate and not entity-specific. ESMA made the following recommendations to issuers to improve their disclosures:
- (a) better specify the key assumptions used in the impairment test;
  - (b) include sensitivity analyses with sufficient detail and transparency, especially in situations in which indicators are present that impairment might have occurred;
  - (c) disclose the growth rates used to extrapolate cash flow projections based on budgets and forecasts; and
  - (d) disclose specific discount rates for each material cash-generating unit rather than average discount rates.

31. Some of the large accounting firms have also issued publications that identify common errors when applying the disclosure requirements in IAS 36. For example over aggregating, not disclosing assumptions, not disclosing all reasonably possible changes in key assumptions, etc.

*Feedback from recent discussions of the Board's consultative groups*

32. The staff sought feedback from CMAC and GPF about whether any existing disclosure requirements in IAS 36 are not helpful. We have received very limited feedback on the existing disclosures.
33. CMAC and GPF members generally stated that disclosure of a pre-tax discount rate is not useful as that rate is not observable and is generally not used for valuation purposes.
34. One GPF member suggested that disclosure of sensitivity analysis should be removed because this disclosure could make it easy to derive an entity's budgets. However, other members did not support deletion of disclosure of sensitivity analysis. This feedback is consistent with investors' feedback during PIR of IFRS 3 that sensitivity information is useful.
35. A few CMAC members suggested that the Board could consider requiring an entity to disclose a measure of total assets and liabilities for each reportable segment. That information would allow them to assess the return generated in each reportable segment and compare it with the average cost of capital. Currently, IFRS 8 *Operating Segments* requires an entity to report a measure of total assets and liabilities for each reportable segment if such amounts are regularly provided to the chief operating decision maker. A few GPF members thought that such disclosures would be relevant only in certain industries.
36. A few GPF members suggested that the staff should focus on the headroom (the amount by which the recoverable amount of a cash-generating unit (group of units) exceeds the carrying amount) to improve effectiveness of the impairment test. A simple approach could be to require entities to disclose the headroom annually. Investors can identify whether there is a declining trend in the headroom and perform their own impairment assessment. Currently, the headroom is disclosed only when a reasonably possible change in a key assumption on which management has based its determination of the unit's (group

of units') recoverable amount would cause its (their) carrying amount to exceed its (their) recoverable amount.

### Questions for the Board

1. Do you have any questions or comments on the analysis and any other factors that the staff should consider?
2. Do you think that the staff should further pursue the suggestions for possible additional disclosures explained in paragraphs 35–36 of the paper?