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IFRS

STAFF PAPER

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IASB® meeting

Project	**Supplier Finance Arrangements**
Paper topic	Feedback Summary—Background and overview

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Introduction and purpose

1. In November 2021, the IASB published the Exposure Draft *Supplier Finance Arrangements* that proposes to amend IAS 7 *Statement of Cash Flows* and IFRS 7 *Financial Instruments: Disclosures*. The comment period ended on 28 March 2022.

2. The purpose of Agenda Papers 12A–12E is to provide the IASB with a summary of feedback on the Exposure Draft. We are not asking IASB members to make decisions at this meeting. However, to help us develop papers for future meetings, we will ask for your initial thoughts on the feedback and to comment on any feedback that was unclear, that provides new information or that needs further research.

Structure of the papers

3. This paper includes:

   (a) background (paragraphs 7–11);

   (b) overview of feedback (paragraphs 12–16); and

   (c) next steps (paragraph 17).

4. There is one appendix to this paper: Agenda Decision December 2020.

5. Agenda Papers 12B–12E for this meeting provide more information on the feedback:

   (a) Agenda Paper 12B summarises respondents' comments on the proposed scope of the proposals;

   (b) Agenda Paper 12C summarises respondents' comments on the proposed disclosure objective and requirements;

   (c) Agenda Paper 12D summarises respondents' comments on examples added to disclosure requirements; and

   (d) Agenda Paper 12E summarises respondents' other comments on the proposals.

6. The Agenda Papers use the following terms to describe the extent to which feedback was provided by respondents:

Term	*Extent of response among respondents*
Almost all	all except a very small minority
Most	a large majority, with more than a few exceptions
Many	a small majority or large minority
Some	a small minority, but more than a few
A few	a very small minority

Background

7. The IFRS Interpretations Committee (Committee) considered a question about the information required to be provided in financial statements about supply chain finance (reverse factoring) arrangements. The Committee was asked:

   (a) how an entity is required to present liabilities to pay for goods or services received when the related invoices are part of a reverse factoring arrangement; and

(b) what information about reverse factoring arrangements an entity is required to disclose in its financial statements.

8. In response to that question, in December 2020 the Committee published the Agenda Decision *Supply Chain Financing Arrangements—Reverse Factoring* (see the appendix). Although IFRS Accounting Standards do not make any explicit reference to supply chain finance (or reverse factoring) arrangements, the Agenda Decision explains the requirements applicable to such arrangements for the:

   (a) presentation of liabilities in the statement of financial position;

   (b) presentation of cash flows in the statement of cash flows; and

   (c) disclosure of financing activities, liquidity risk and risk management in the notes.

9. IFRS Accounting Standards already include requirements that meet some of the information needs of users of financial statements (investors) with respect to reverse factoring arrangements. To the extent that doing so is relevant to an understanding of its financial statements, an entity is already required to present separately liabilities that are part of reverse factoring arrangements, and disclose the accounting policy it applies to such liabilities. An entity is also required to disclose information in the notes about its exposure to liquidity risk arising from those arrangements that enables investors to evaluate the nature and extent of risks to which the entity is exposed.

10. The IASB expects the Agenda Decision to help entities in providing relevant information about supplier finance arrangements when applying the current requirements in IFRS Accounting Standards. The IASB has been informed, however, that without targeted amendments to the current disclosure requirements, investors may be unable to obtain from financial statements some of the information they need to understand the effects of the arrangements. The IASB therefore decided to propose adding disclosure requirements about those arrangements to meet user needs.

11. The proposed amendments are discussed in more detail within Agenda Papers 12B–12E.

Overview of feedback

12. The IASB received 94 comment letters. All comment letters received are available on our website. The chart below groups the responses by type of respondent and geographical region.

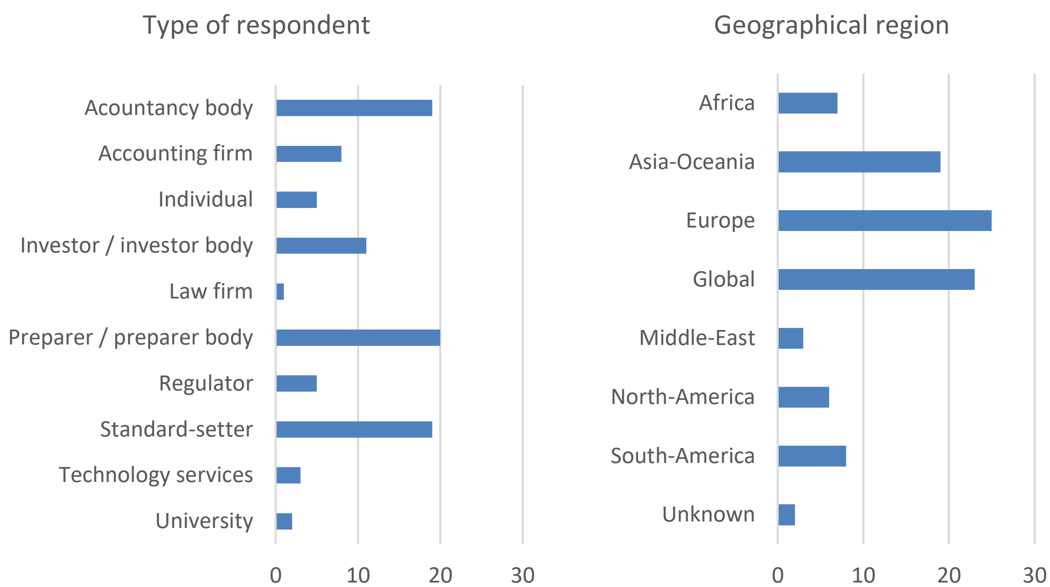

Chart 1— Response to proposals by type of respondent and geographical region

13. The feedback summary also includes input we received from:

(a) the Accounting Standards Advisory Forum (April 2022), the Capital Markets Advisory Committee (November 2021 and March 2022), and the Global Preparers Forum (March 2022); and

(b) two preparers, an investor body, two accountancy bodies, and two investors in outreach meetings.

14. Most respondents say there is a need to improve disclosure about supplier finance arrangements. Many respondents support aspects of the proposals, while also suggesting that the IASB require additional or alternative disclosures about supplier finance arrangements. Some of these respondents ask the IASB to also pursue a broader project to address requirements on presentation, classification and labelling in the statements of

financial position and cash flows—either for supplier finance arrangements specifically or more broadly for an entity's sources of financing.

15. A few respondents disagree with the need for, or express concerns about, the project. Some of these respondents say there are sufficient disclosure requirements already within IFRS Accounting Standards (as referred to in the Agenda Decision), or are concerned about disclosure overload or competitive harm or burden on entities. Some of these respondents say adding new disclosure requirements each time there is a 'gap' in the requirements may not be the most efficient way to proceed. A few of these respondents suggest that the IASB undertake a more comprehensive project on the disclosure of information about an entity's working capital management.

16. Agenda Papers 12B–12E provides more detail about respondents' comments on various aspects of the proposals.

Next steps

17. We plan to bring papers to a future IASB meeting analysing the feedback and providing recommendations on the project direction.

Appendix—Agenda Decision December 2020

A1. This appendix reproduces the Agenda Decision *Supply Chain Financing Arrangements—Reverse Factoring* published in December 2020.

Supply Chain Financing Arrangements—Reverse Factoring

The Committee received a request about reverse factoring arrangements. Specifically, the request asked:

a. how an entity presents liabilities to pay for goods or services received when the related invoices are part of a reverse factoring arrangement; and
b. what information about reverse factoring arrangements an entity is required to disclose in its financial statements.

In a reverse factoring arrangement, a financial institution agrees to pay amounts an entity owes to the entity's suppliers and the entity agrees to pay the financial institution at the same date as, or a date later than, suppliers are paid.

Presentation in the statement of financial position

IAS 1 *Presentation of Financial Statements* specifies how an entity is required to present its liabilities in the statement of financial position.

Paragraph 54 of IAS 1 requires an entity to present 'trade and other payables' separately from other financial liabilities. 'Trade and other payables' are sufficiently different in nature or function from other financial liabilities to warrant separate presentation (paragraph 57 of IAS 1). Paragraph 55 of IAS 1 requires an entity to present additional line items (including by disaggregating the line items listed in paragraph 54) when such presentation is relevant to an understanding of the entity's financial position. Consequently, an entity is required to determine whether to present liabilities that are part of a reverse factoring arrangement:

a. within trade and other payables;
b. within other financial liabilities; or
c. as a line item separate from other items in its statement of financial position.

Paragraph 11(a) of IAS 37 *Provisions, Contingent Liabilities and Contingent Assets* states that 'trade payables are liabilities to pay for goods or services that have been received or supplied and have been invoiced or formally agreed with the supplier'. Paragraph 70 of IAS 1 explains that 'some current liabilities, such as trade payables… are part of the working capital used in the entity's normal operating cycle'. The Committee therefore concluded that an entity presents a financial liability as a trade payable only when it:

a. represents a liability to pay for goods or services;
b. is invoiced or formally agreed with the supplier; and
c. is part of the working capital used in the entity's normal operating cycle.

Paragraph 29 of IAS 1 requires an entity to 'present separately items of a dissimilar nature or function unless they are immaterial'. Paragraph 57 specifies that line items are included in the statement of financial position when the size, nature or function of an item (or aggregation of similar items) is such that separate presentation is relevant to an understanding of the entity's financial position. Accordingly, the Committee concluded that, applying IAS 1, an entity presents liabilities that are part of a reverse factoring arrangement:

a. as part of 'trade and other payables' only when those liabilities have a similar nature and function to trade payables—for example, when those liabilities are part of the working capital used in the entity's normal operating cycle.
b. separately when the size, nature or function of those liabilities makes separate presentation relevant to an understanding of the entity's financial position. In assessing whether it is required to present such liabilities separately (including whether to disaggregate trade and other payables), an entity considers the amounts, nature and timing of those liabilities (paragraphs 55 and 58 of IAS 1).

The Committee observed that an entity assessing whether to present liabilities that are part of a reverse factoring arrangement separately might consider factors including, for example:

a. whether additional security is provided as part of the arrangement that would not be provided without the arrangement.

b. the extent to which the terms of liabilities that are part of the arrangement differ from the terms of the entity’s trade payables that are not part of the arrangement.

Derecognition of a financial liability

An entity assesses whether and when to derecognise a liability that is (or becomes) part of a reverse factoring arrangement applying the derecognition requirements in IFRS 9 *Financial Instruments*.

An entity that derecognises a trade payable to a supplier and recognises a new financial liability to a financial institution applies IAS 1 in determining how to present that new liability in its statement of financial position (see ‘Presentation in the statement of financial position’).

Presentation in the statement of cash flows

Paragraph 6 of IAS 7 *Statement of Cash Flows* defines:

a. operating activities as ‘the principal revenue-producing activities of the entity and other activities that are not investing or financing activities’; and
b. financing activities as ‘activities that result in changes in the size and composition of the contributed equity and borrowings of the entity’.

An entity that has entered into a reverse factoring arrangement determines how to classify cash flows under the arrangement, typically as cash flows from operating activities or cash flows from financing activities. The Committee observed that an entity’s assessment of the nature of the liabilities that are part of the arrangement may help in determining whether the related cash flows arise from operating or financing activities. For example, if the entity considers the related liability to be a trade or other payable that is part of the working capital used in the entity’s principal revenue-producing activities, the entity presents cash outflows to settle the liability as arising from operating activities in its statement of cash flows. In contrast, if the entity considers that the related liability is not a trade or other payable because the liability represents borrowings of the entity, the entity presents cash outflows to settle the liability as arising from financing activities in its statement of cash flows.

Investing and financing transactions that do not require the use of cash or cash equivalents are excluded from an entity's statement of cash flows (paragraph 43 of IAS 7). Consequently, if a cash inflow and cash outflow occur for an entity when an invoice is factored as part of a reverse factoring arrangement, the entity presents those cash flows in its statement of cash flows. If no cash inflow or cash outflow occurs for an entity in a financing transaction, the entity discloses the transaction elsewhere in the financial statements in a way that provides all the relevant information about the financing activity (paragraph 43 of IAS 7).

Notes to the financial statements

Paragraph 31 of IFRS 7 *Financial Instruments: Disclosures* requires an entity to provide information that enables users of its financial statements to evaluate the nature and extent of risks arising from financial instruments to which the entity is exposed. IFRS 7 defines liquidity risk as 'the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset'. The Committee observed that reverse factoring arrangements often give rise to liquidity risk because:

a. the entity has concentrated a portion of its liabilities with one financial institution rather than a diverse group of suppliers. The entity may also obtain other sources of funding from the financial institution providing the reverse factoring arrangement. If the entity were to encounter any difficulty in meeting its obligations, such a concentration would increase the risk that the entity might have to pay a significant amount, at one time, to one counterparty.
b. the entity may have become reliant on extended payment terms or the entity's supplier may have become accustomed to, or reliant on, earlier payment under the reverse factoring arrangement. If the financial institution were to withdraw the reverse factoring arrangement, that withdrawal could affect the entity's ability to settle liabilities when they are due, particularly if the entity were already in financial distress.

Paragraphs 33–35 of IFRS 7 require an entity to disclose how exposures to risk arising from financial instruments, including liquidity risk, arise; the entity's objectives, policies and processes for managing the risk; summary quantitative data about the entity's exposure to liquidity risk at the end of the reporting period (including further information if this data is unrepresentative of the entity's exposure to liquidity risk during the period); and concentrations of risk. Paragraphs 39 and B11F of IFRS 7 specify further requirements and factors an entity might consider in providing liquidity risk disclosures.

An entity applies judgement in determining whether to provide additional disclosures in the notes about the effect of reverse factoring arrangements on its financial position, financial performance and cash flows. The Committee observed that:

a. assessing how to present liabilities and cash flows related to reverse factoring arrangements may involve judgement. An entity discloses the judgements that management has made in this respect if they are among the judgements made that have the most significant effect on the amounts recognised in the financial statements (paragraph 122 of IAS 1).
b. reverse factoring arrangements may have a material effect on an entity's financial statements. An entity provides information about reverse factoring arrangements in its financial statements to the extent that such information is relevant to an understanding of any of those financial statements (paragraph 112 of IAS 1).

The Committee noted that making materiality judgements involves both quantitative and qualitative considerations.

Paragraph 44A of IAS 7 requires an entity to provide 'disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes'. The Committee noted that such disclosure is required for liabilities that are part of a reverse factoring arrangement if the cash flows for those liabilities were, or future cash flows will be, classified as cash flows from financing activities.

The Committee concluded that the principles and requirements in IFRS Standards provide an adequate basis for an entity to determine the presentation of liabilities that are part of reverse factoring arrangements, the presentation of the related cash flows, and the information to disclose in the notes about, for example, liquidity risks that arise in such arrangements. Consequently, the Committee decided not to add a standard-setting project on these matters to the work plan.