IFRS Accounting

Staff paper

Agenda reference: 18

IASB® Meeting

Date	**February 2023**
Project	**Business Combinations—Disclosures, Goodwill and Impairment**
Topic	**Cover paper**
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Purpose and structure

1. In December 2022 the International Accounting Standards Board (IASB) added the Business Combinations—Disclosures, Goodwill and Impairment project to its standard-setting work plan. The project's objective is to provide users of financial statements (users) with more useful information about the business combinations entities make, at a reasonable cost. To meet this objective, the IASB is considering:

   (a) the disclosure requirements about business combinations; and

   (b) the subsequent accounting for goodwill—in particular, potential changes to the impairment test in IAS 36 *Impairment of Assets*.

2. The Discussion Paper *Business Combinations—Disclosures, Goodwill and Impairment* included the IASB's preliminary views.

3. The purpose of this meeting to ask the IASB to make tentative decisions about some aspects of its proposed package of new disclosure requirements in IFRS 3 *Business Combinations*.

4. This paper summarises:

   (a) the IASB's proposals and preliminary views (paragraphs 5–9);

   (b) papers for this meeting (paragraph 10);

(c) next steps (paragraphs 11–12); and

(d) preliminary views, feedback and tentative decisions to date (Appendix).

The IASB's proposals and preliminary views

5. In September 2022 the IASB tentatively decided to propose adding to IFRS 3 a requirement for an entity to disclose, for 'strategically important' business combinations, information about:

   (a) management's objectives for the business combination;

   (b) the metrics and targets management will use to monitor whether those objectives are being met; and

   (c) in subsequent periods, the extent to which management's objectives are being met, using those metrics, for as long as management monitors the business combination against its objectives.

6. We refer to these items of information as 'information about the subsequent performance of a business combination'.

7. Applying the tentative decisions, entities would disclose information about the subsequent performance of business combinations applying a 'management approach'—that is, the information an entity would be required to disclose is the information the entity's management uses in assessing the subsequent performance of business combinations.

8. The IASB's preliminary view in the Discussion Paper also followed a 'management approach'. Paragraph 2.36 of the Discussion Paper explains that the IASB's preliminary view is that the information provided by an entity would be the objectives the entity's chief operating decision maker (CODM)[1] has set for the business

[1] Paragraph 7 of IFRS 8 *Operating Segments* discusses the meaning of the term 'chief operating decision maker'.

combination and the information the CODM uses to monitor whether those objectives are being met.

9. Paragraph 2.44 of the Discussion Paper explains that the IASB's preliminary view is that, if an entity's CODM continues to monitor whether the objectives of the acquisition are being met, the entity should be required to provide information about the subsequent performance of a business combination for as long as the information remains necessary for users of financial statements to assess whether the original objectives of an acquisition are being met. If management stops monitoring the business combination before the end of the second full year after the year of the business combination, the entity should be required to disclose that fact and the reasons why it stopped monitoring the business combination.

Papers for this meeting

10. At this meeting we ask the IASB to make tentative decisions about the management approach. There are two papers for this meeting:

    (a) Agenda Paper 18A—The management approach; and

    (b) Agenda Paper 18B—Other aspects of the management approach.

Next steps

11. In the coming months we plan to ask the IASB to tentatively decide on:

    (a) Remaining detailed aspects of the package of disclosure requirements—for example other aspects raised in feedback such as the scope of entities subject to the proposed disclosure requirements about the subsequent performance of business combinations.

    (b) The IASB's preliminary views on simplifying the application of the impairment test of cash generating units containing goodwill in IAS 36. This includes the preliminary views to remove the requirement to perform the impairment test annually and to make changes to how an entity calculates value in use. See Agenda Paper 18D to the IASB's May 2021 meeting for feedback on the IASB's preliminary views.

(c) The feasibility of improving the effectiveness of the impairment test of cash-generating units containing goodwill in IAS 36. For example:

(i) the feasibility of designing a more effective impairment test than the test in IAS 36—see Agenda Paper 18B to the IASB's July 2021 meeting.

(ii) amending IAS 36 to improve the application of the impairment test—see Agenda Paper 18C to the IASB's July 2021 meeting.

12. Once the IASB has made tentative decisions on all aspects of the project, we will ask the IASB whether the package as a whole meets the project objective and whether it would like to publish an exposure draft setting out its proposals.

Appendix—Summary of preliminary views, feedback and tentative decisions

Topic	Summary of the IASB's preliminary view	Summary of feedback	Tentative decisions
Objective and scope	The project's objective is to explore whether an entity can, at a reasonable cost, provide users of financial statements (users) with more useful information about the business combinations those entities make.	See Agenda Paper 18A to the IASB's March 2021 meeting. Most respondents who commented on the project's objective agreed. However, some respondents, notably in Germany and Japan, disagreed. Many respondents commenting on the scope agreed with it. However, many respondents commenting on the project's scope said that they did not view the IASB's preliminary views as a package of views with a unifying objective. Many of those respondents suggested considering disclosures separately from the subsequent accounting for goodwill.	June 2021 The IASB tentatively decided to leave the objective of the project unchanged from that described in the Discussion Paper and to make no changes to the project's scope at this stage. December 2022 The IASB decided not to consider additional topics suggested by respondents in this project, except for two topics related to possible improvements to the effectiveness of the impairment test of cash-generating units containing goodwill.

Topic	Summary of the IASB's preliminary view	Summary of feedback	Tentative decisions
		Paragraphs 34–45 of Agenda Paper 18E to the IASB's May 2021 meeting includes other topics respondents suggested the IASB consider within this project.	
Disclosure on the subsequent performance of business combinations	The IASB's preliminary view is that it should develop proposals to: a. amend IFRS 3 Business Combinations to replace the requirement to disclose the primary reasons for a business combination with a requirement for an entity to disclose the strategic rationale for undertaking a business combination and management's objectives for the business combination. b. add a requirement for companies to disclose in the year in which a business combination occurs, the metrics that	See Agenda Paper 18C to the IASB's April 2021 meeting. Many respondents, including almost all users, agreed that an entity should be required to provide additional information about the subsequent performance of business combinations and with basing that information on what an entity's management review. However, many respondents, including many preparers, had concerns about the cost of providing this information.	October 2021 The IASB tentatively decided that, based on the Conceptual Framework for Financial Reporting, information can be required in financial statements about the benefits an entity's management expects from a business combination and the extent to which management's objectives are being met—such as information about the subsequent performance of a business combination, and quantitative information about expected synergies. September 2022 The IASB tentatively decided to propose:

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	management will use to monitor whether its objectives are being met and in subsequent years the extent to which management's objectives are being met using those metrics.	In addition, many respondents said information about the performance of business combinations should be provided in an entity's management commentary rather than financial statements.	a. replacing the requirement in IFRS 3 for an entity to disclose the 'primary reasons for the business combination' in paragraph B64(d) of IFRS 3 with a requirement to disclose the 'strategic rationale for undertaking the business combination'. b. adding to IFRS 3 a requirement for an entity to disclose, for 'strategically important' business combinations, (i) information about management's objectives for a business combination and the metrics and targets management will use to monitor whether the objectives for the business combination are being met and (ii) actual performance in subsequent periods. c. providing an exemption in specific circumstances that would permit an entity not to disclose information about management's objectives for a business combination and the metrics and targets management will use to monitor whether the objectives for the business combination are being met.

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			January 2023 The IASB tentatively decided on the design of the exemption.
Improvements to existing IFRS 3 disclosure requirements	The IASB's preliminary view is that it should develop proposals to add additional disclosure objectives to IFRS 3.	See Agenda Paper 18D to the IASB's April 2021 meeting. Of the IASB's other preliminary views on disclosures, the requirement to disclose additional quantitative information about synergies attracted most comment. The IASB received mixed feedback on this preliminary view. Respondents generally agreed with the IASB's preliminary views that it should add new disclosure objectives and a requirement to disclose debt and	October 2021 The IASB tentatively decided that, based on the Conceptual Framework for Financial Reporting, information can be required in financial statements about the benefits an entity's management expects from a business combination and the extent to which management's objectives are being met—such as information about the subsequent performance of a business combination, and quantitative information about expected synergies. September 2022 The IASB tentatively decided to propose adding the disclosure objectives described in the Discussion Paper to IFRS 3.

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Improvements to existing IFRS 3 disclosure requirements	The IASB's preliminary view is that it should develop proposals to amend paragraph B64(e) of IFRS 3 to require a company to disclose the estimated amount or range of amounts of expected synergies arising from the business combination.	pension liabilities obtained in a business combination. There was mixed feedback on the IASB's preliminary views on information about the contribution of the acquired business.	October 2021 The IASB tentatively decided that, based on the Conceptual Framework for Financial Reporting, information can be required in financial statements about the benefits an entity's management expects from a business combination and the extent to which management's objectives are being met—such as information about the subsequent performance of a business combination, and quantitative information about expected synergies. November 2021 The IASB tentatively decided: a. not to define 'synergies'. b. not to make changes to its preliminary view as a result of feedback on other specific aspects of its preliminary view.

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			For the purpose of testing staff examples the IASB decided that the examples should illustrate disclosure of information about: a. total expected synergies disaggregated by nature; for example, total revenue, total cost and totals for other types of synergies; and b. when the benefits expected from the synergies are expected to start and how long they will last (which would require an entity to identify whether those synergies are expected to be one-off or recurring). September 2022 The IASB tentatively decided to propose: a. adding to IFRS 3 a requirement for an entity to disclose in the year of a business combination quantitative information about expected synergies; and b. providing an exemption from disclosing that information in specific circumstances.

			January 2023 The IASB tentatively decided on the design of the exemption. The IASB also tentatively decided to require an entity: a. to disclose quantitative information about expected synergies by category (for example, total revenue synergies, total cost synergies and the total for each other type of synergy). b. to consider, for any case in which a disclosure of totals by category would qualify for an exemption, whether disclosure as a total for all categories could remove the reason for applying the exemption to the total by category. c. to describe the synergies by specifying each category of expected synergy. d. to disclose when the benefits expected from the synergies are expected to start and how long they will last. This disclosure would require an entity to identify whether the synergies are expected to be finite or indefinite.

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Improvements to existing IFRS 3 disclosure requirements	The IASB's preliminary view is that it should develop proposals to amend paragraph B64(i) of IFRS 3 to specify that liabilities arising from financing activities and defined benefit pension liabilities are major classes of liabilities.		November 2021 The IASB tentatively decided to achieve the objective of its preliminary view by not specifying that these liabilities are major classes of liabilities but instead by proposing to amend: a. paragraph B64(i) of IFRS 3 to remove the term 'major'; and b. paragraph IE72 of the Illustrative Examples accompanying IFRS 3 to illustrate liabilities arising from financing activities and defined benefit pension liabilities as classes of liabilities assumed.
Improvements to existing IFRS 3 disclosure requirements	The IASB's preliminary view is that it should retain the requirement for an entity to disclose information about the contribution of the acquired business, with some amendments to the requirements.		November 2021 The IASB tentatively decided: a. to retain the requirement in paragraph B64(q) of IFRS 3. b. to explain the objective of the requirement in paragraph B64(q)(ii) of IFRS 3 but not to provide guidance on how the information required by paragraph B64(q)(ii) should be prepared.

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			c. to specify in paragraph B64(q)(ii) of IFRS 3 that the basis that an entity applies in preparing the information required by that paragraph is an accounting policy. d. to replace the term 'profit or loss' in paragraph B64(q) of IFRS 3 with 'operating profit or loss'. 'Operating profit or loss' will be as defined in the IASB's Primary Financial Statements project. e. not to add a requirement to disclose information about cash flows arising from operating activities.
Effectiveness of the impairment test	The IASB's preliminary view is that it is not feasible to design a different impairment test for cash-generating units containing goodwill that is significantly more effective than the impairment test in IAS 36 at recognising impairment losses on goodwill on a timely basis and at a reasonable cost.	See Agenda Paper 18B to the IASB's May 2021 meeting. Most respondents agreed with the IASB's preliminary view that it is not feasible to design a different impairment test that is significantly more effective than the impairment test of cash-generating units containing	N/A

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		goodwill in IAS 36 at a reasonable cost. However, many of those respondents suggested how the IASB could improve the application of the impairment test in IAS 36. In particular, many respondents suggested ideas for additional disclosure requirements to combat management over-optimism and suggested the IASB develop additional guidance to improve the level at which goodwill is allocated to cash-generating units to reduce the 'shielding' effect described in the Discussion Paper.	
Subsequent accounting for goodwill	By a small majority (eight out of 14 IASB members), the IASB reached a preliminary view that the IASB should retain the	See Agenda Paper 18C to the IASB's May 2021 meeting. Respondents remain divided on whether the IASB should reintroduce	November 2022 The IASB tentatively decided to maintain its preliminary view to retain the impairment-only model for the subsequent accounting for goodwill.

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	impairment-only model rather than reintroduce amortisation of goodwill.	amortisation of goodwill. Many respondents agreed with the IASB's preliminary view to retain the impairment-only model but many other respondents disagreed with the IASB's preliminary view and instead advocated reintroducing amortisation of goodwill.	
Simplifying the impairment test	The IASB's preliminary view is that it should develop proposals to: a. reduce the cost and complexity of performing the impairment test by providing entities with relief from having to perform an annual quantitative impairment test for cash-generating units containing goodwill if there is no indication that an impairment may have occurred; and b. reduce cost and complexity, and to provide more useful and understandable	See [Agenda Paper 18D]() to the IASB's May 2021 meeting. Most respondents, including some preparers, did not support the IASB's preliminary view that it should implement an indicator-based impairment test for goodwill. However, many of those who disagreed also said that the cost-benefit could be re-evaluated if the IASB decides to	N/A

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	information by simplifying the requirements for estimating value in use.	amortise goodwill. Respondents generally welcomed the IASB's preliminary views on simplifying and improving how value in use should be estimated.	
Presenting total equity excluding goodwill	In the IASB's preliminary view, it should develop a proposal to require an entity to present on its statement of financial position the amount of total equity excluding goodwill. This amount would likely be presented as a free-standing item, and not as a subtotal, or line item, within the structure of the statement of financial position.	See Agenda Paper 18E to the IASB's May 2021 meeting. Almost all respondents disagreed with the IASB's preliminary view that it should require an entity to present in its statement of financial position an amount representing total equity excluding goodwill. In their view, users can easily calculate that amount and presenting that amount could cast doubt on whether goodwill is an asset.	December 2022 The IASB tentatively decided against proceeding with its preliminary view and therefore tentatively decided not to require an entity to present the amount of total equity excluding goodwill as a separate line item on its statement of financial position.
Intangible assets acquired in a	The IASB's preliminary view is that it should not change the recognition criteria for	See Agenda Paper 18E to the IASB's May 2021 meeting.	December 2022

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business combination	identifiable intangible assets that are acquired in a business combination.	Most respondents who commented on the question, including many users, agreed with the IASB's preliminary view not to develop such a proposal. In their view, goodwill and other intangible assets acquired in a business combination are different in nature and recognising these assets separately provides users with better and more useful information.	The IASB tentatively decided to maintain its preliminary view and therefore to make no changes to the recognition criteria in IFRS 3 for identifiable intangible assets acquired in a business combination.

A1. In addition, we provided the IASB with a summary of feedback from users (Agenda Paper 18B to the IASB's April 2021 meeting) and a summary of academic evidence (Agenda Paper 18F to the IASB's May 2021 meeting).