GOODWILL AND IMPAIRMENT

EFRAG Board meeting

18 December 2019 Agenda paper 09-02



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What problems is the IASB considering?

What the IASB has heard?

Information on subsequent performance of an acquisition inadequate

Goodwill impairment losses 'too late'

Impairment test costly and complex

Reintroduction of amortisation

Challenges identifying and measuring some intangible assets

What is the objective of the project?

Explore whether companies can provide more useful information about business combinations, enabling users to hold management accountable for their acquisition decisions at a reasonable cost

EFRAG contributed to the PIR and to the debate

Discussion Series Paper Should Goodwill still not be amortised? – Accounting and Disclosure for Goodwill (July 2014)

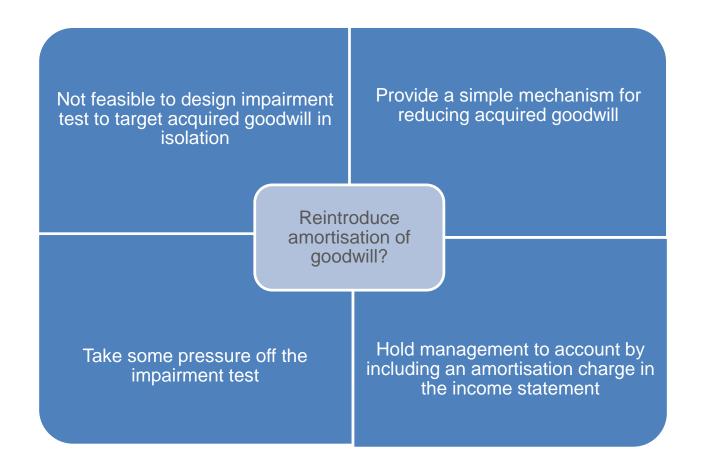
Discussion Paper Goodwill Impairment Test: Can It Be Improved? (June 2017)

Overview of the IASB considerations

- Amortisation of goodwill vs impairment-only model
- Relief from mandatory annual quantitative impairment test
- Value in use calculation
- Better disclosures about business combinations



Reasons for reconsidering amortisation of goodwill



Arguments for reintroducing amortisation and for reitaing impairment only approach

Amortisation

PIR feedback: too late and too costly

Evidence of high failure rate of acquisitions – concerns over carrying amounts of goodwill

Not feasible to devise a more effective impairment test

Amortisation is a cost-effective mechanism that can hold management to account for its acquisition decisions

Goodwill has a limited useful life

Impairment-only approach mislabels consumptions of goodwill as an impairment loss

Retaining impairment-only approach

Information from impairment is useful

Amortisation provides no useful information and can mislabel some impairment losses as consumption

In spite of "shielding" - impairment test is rigorous and operational

Impairment test assesses whether carrying amounts of acquired goodwill and other assets in CGU are recoverable from cash flows generated jointly

If impairment test operated correctly, acquired goodwill balances are not overstated

It is not possible to estimate how goodwill diminishes over time; an arbitrary amortisation charge is not effective at holding management account

New disclosures to provide better information on subsequent performance

Preliminary views

IASB Staff view

Neither amortisation nor impairment-only is perfect answer

No compelling evidence to justify reintroduction of amortisation

IASB tentative decision

Do not reintroduce amortisation of goodwill (with only a slight majority (8/14))

To present total equity before goodwill in balance sheets.

Discussion Paper

Seek new evidence/views to help IASB move the debate on

Explore stakeholder understanding of 'too late' issue and reason for their concern

Discuss whether existing impairment test plus new disclosure sufficiently holds management to account or whether amortisation is necessary.



Relief from mandatory annual impairment test

- Existing requirements mandatory quantitative test for goodwill and some intangible assets
- Feedback received
 - Quantitative annual impairment test is costly and complex
 - Recognition of impairment losses not timely and provides limited information
- **Preliminary view** (slight majority): Revert to an indicator-only approach
 - Permit relief from mandatory annual quantitative test and only test if there are indicators of possible impairment

Revert to an indicator-only approach

Justification for the indicator-only approach

Existing test assesses whether carrying amount of CGU containing goodwill is recoverable

Shielding limits the effectiveness of the impairment test in targeting goodwill

Frequency of quantitative impairment test should not depend on whether CGUs contain goodwill

Pros

Consistent with impairment test for other assets

Reduces the cost and complexity of current test without any significant information loss

Retaining a mandatory annual quantitative test would not meet a cost-benefit analysis

Cons

Could make impairment test slightly less robust

Could further increase management (and auditors) judgement in impairment testing

Risks loss of good governance mechanism and useful disclosures

Result in some limited loss of information



VIU-Future restructuring and future enhancements

Existing Requirement

When estimating value in use, cash flows from future enhancements excluded

Rationale: test assets in current condition (consistent with IAS 37)

Feedback received by the IASB

Causes cost and complexity

Not consistent with management budget/forecast

IASB Preliminary view

Include cash flows from future enhancements

No threshold for including those cash flows

No additional qualitative disclosures

Discussion: If the restriction is removed

Pro: Reduce cost and complexity
Base test on the same unit of account for FV

Con: Risk of unjustifiable optimistic inputs

Value in use -Use of post-tax inputs

Existing Requirement

Pre-tax basis future cash flows and discount rate and disclose the pre-tax discount rate

Rationale: Post tax inputs without specifying the tax attribute could cause double counting of some future tax consequences

Feedback received by the IASB

In practice test is performed on post-tax basis

Pre-tax discount rate not directly observable

IASB Preliminary view

Allow post-tax inputs and discount rates in value in use estimates

Discussion:

Requirement to use post-tax inputs (consistent with other IFRS Standards)

Require entities to use internally consistent assumptions for cash flows and discount rates

Disclosure of post-tax discount rate more useful information



Better disclosures for business combinations

Feedback

Users want to understand:

- Key drivers of the acquisition price
- Subsequent performance of the acquisition

Preparers - IFRS 3 disclosures excessive

IASB preliminary views

Improve disclosure objectives

- Evaluate strategic rationale for business combination
- Understand key drivers of acquisition price
- Evaluate subsequent performance of acquisition

Add subsequent performance disclosure requirements

Targeted disclosure improvements

Better disclosures for business combination

Disclosure at acquisition

Strategic rationale for the business combination (high level strategy)

Key objectives of business combination (detailed targets)

Metrics management will use to monitor performance

Subsequent disclosures

Monitoring performance

- Amounts of metrics (targets)
- If business combination not monitored
- If metrics used changed



Intangibles assets

Problem

Challenges identifying and measuring some intangible assets:

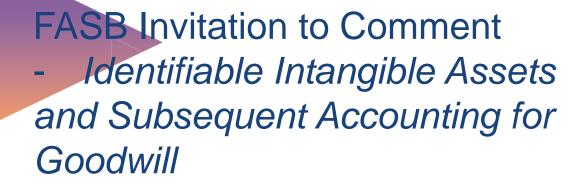
- Cost
- Reliability of fair value

Finding

Mixed views on cost and usefulness of information

Preliminary view

Identifiable intangible assets NOT to be included in goodwill

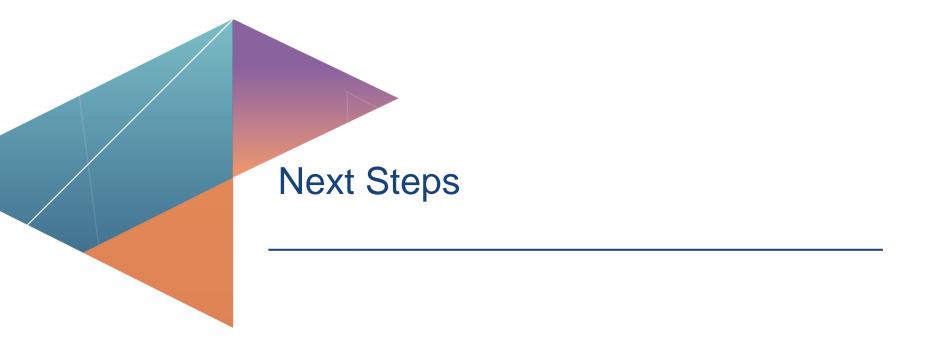


FASB Invitation to Comment (ITC)

 Issued in July 2019 – comments requested by 7 October 2019.

4 main sections

- Section 1: Whether to change the subsequent accounting for goodwill;
- Section 2: Whether to modify the recognition of intangible assets in a business combination;
- Section 3: Whether to add or change disclosures about goodwill and intangible assets; and
- Section 4: Comparability and scope.
- Several approaches to determining the goodwill amortisation period.



Next Steps

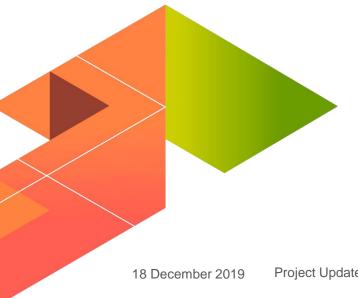
- Discussion Paper expected to be published by February 2020
- Comment period for Discussion Paper of 180 days

Question for EFRAG Board

Do EFRAG Board have any comment on the project update?



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