

**IASB documents published to accompany****IAS 28****Investments in Associates and Joint Ventures**

The text of the unaccompanied standard, IAS 28, is contained in Part A of this edition. Its effective date when issued was 1 January 2013. The text of the Accompanying Guidance on IAS 28 is contained in Part B of this edition. This part presents the following documents:

**BASIS FOR CONCLUSIONS****DISSENTING OPINIONS**

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IAS 28 INVESTMENTS IN ASSOCIATES AND JOINT VENTURES**

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## Basis for Conclusions on IAS 28 *Investments in Associates and Joint Ventures*

*This Basis for Conclusions accompanies, but is not part of, IAS 28.*

### Introduction

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- BC1 This Basis for Conclusions summarises the International Accounting Standards Board's considerations in reaching its conclusions on amending IAS 28 *Investments in Associates* in 2011. Individual Board members gave greater weight to some factors than to others.
- BC2 The amendment of IAS 28 resulted from the Board's project on joint ventures. When discussing that project, the Board decided to incorporate the accounting for joint ventures into IAS 28 because the equity method is applicable to both joint ventures and associates.
- BC3 As a result, the title of IAS 28 was changed to *Investments in Associates and Joint Ventures*. Because the Board's intention was not to reconsider the fundamental approach to the accounting for investments in associates established by IAS 28, the Board has incorporated into its Basis for Conclusions on IAS 28 material from the Basis for Conclusions on IAS 28 (as revised in 2003) that the Board has not reconsidered.

### The structure of IAS 28 and the Board's deliberations

- BC4 IAS 28 as amended in 2011 superseded IAS 28 (as revised in 2003 and amended in 2010). As stated in paragraph BC3, in amending IAS 28, the Board did not reconsider all the Standard's requirements. The requirements in paragraphs 5–11, 15, 22–23, 25–28 and 32–43 relate to the assessment of significant influence and to the equity method and its application, and paragraphs 12–14 relate to the accounting for potential voting rights. With the exception of the Board's decision to incorporate the accounting for joint ventures into IAS 28, those paragraphs were carried forward from IAS 28 and from the Guidance on Implementing IAS 27 *Consolidated and Separate Financial Statements*, IAS 28 *Investments in Associates* and IAS 31 *Interests in Joint Ventures* that was withdrawn when IFRS 10 *Consolidated Financial Statements*, IFRS 11 *Joint Arrangements* and IAS 28 (as amended in 2011) were issued. As a result, those paragraphs were not reconsidered by the Board.
- BC5 When revised in 2003 IAS 28 was accompanied by a Basis for Conclusions summarising the considerations of the Board, as constituted at the time, in reaching its conclusions. That Basis for Conclusions was subsequently updated to reflect amendments to the Standard.
- BC6 The Board has incorporated into its Basis for Conclusions on IAS 28 (as amended in 2011) material from the previous Basis for Conclusions because it discusses matters that the Board has not reconsidered. That material is contained in paragraphs denoted by numbers with the prefix BCZ. In those paragraphs cross-references have been updated accordingly and minor necessary editorial changes have been made.
- BC7 One Board member dissented from an amendment to IAS 28 issued in May 2008, which has been carried forward to IAS 28 (as amended in 2011). His dissenting opinion is also set out after this Basis for Conclusions.
- BC8 The requirements in paragraphs 2, 16–21, 24 and 29–31 relate to matters addressed within the joint ventures project that led to amendments to IAS 28. Paragraphs describing the Board's considerations in reaching its conclusions on IAS 28 are numbered with the prefix BC.
- BC9 As part of its project on consolidation, the Board is examining how an investment entity accounts for its interests in subsidiaries, joint ventures and associates. The outcome might affect how organisations such as venture capital organisations, or mutual funds, unit trusts and similar entities account for their interests in joint ventures and associates. The Board expects to publish later in 2011 an exposure draft on investment entities.<sup>1,2</sup>

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<sup>1</sup> In October 2012 the Board issued *Investment Entities* (Amendments to IFRS 10, IFRS 12 and IAS 27), which required investment entities, as defined in IFRS 10 *Consolidated Financial Statements*, to measure their investments in subsidiaries, other than those providing investment-related services or activities, at fair value through profit or loss. The amendments did not introduce any new accounting requirements for investments in associates or joint ventures.

<sup>2</sup> In December 2014, the IASB issued *Investment Entities: Applying the Consolidation Exception* (Amendments to IFRS 10, IFRS 12 and IAS 28). The amendments introduced relief to permit a non-investment entity investor in an associate or joint venture that is an investment entity to retain the fair value through profit or loss measurement applied by the associate or joint venture to its subsidiaries (see paragraphs BC46A–BC46G).

## Scope

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- BC10 During its redeliberation of the exposure draft ED 9 *Joint Arrangements*, the Board reconsidered the scope exception of IAS 31 that had also been proposed in ED 9. The Board concluded that the scope exception in ED 9 for interests in joint ventures held by venture capital organisations, or mutual funds, unit trusts and similar entities, including investment-linked insurance funds, that are measured at fair value through profit or loss in accordance with IFRS 9 *Financial Instruments* is more appropriately characterised as a measurement exemption, and not as a scope exception.
- BC11 The Board observed that IAS 28 had a similar scope exception for investments in associates held by venture capital organisations, or mutual funds, unit trusts and similar entities, including investment-linked insurance funds, that are measured at fair value through profit or loss in accordance with IFRS 9.
- BC12 The Board observed that the scope exception in ED 9 and IAS 28 related not to the fact that these arrangements do not have the characteristics of joint arrangements or those investments are not associates, but to the fact that for investments held by venture capital organisations, or mutual funds, unit trusts and similar entities including investment-linked insurance funds, fair value measurement provides more useful information for users of the financial statements than would application of the equity method.
- BC13 Accordingly, the Board decided to maintain the option that permits venture capital organisations, or mutual funds, unit trusts and similar entities including investment-linked insurance funds to measure their interests in joint ventures and associates at fair value through profit or loss in accordance with IFRS 9, but clarified that this is an exemption from the requirement to measure interests in joint ventures and associates using the equity method, rather than an exception to the scope of IAS 28 for the accounting for joint ventures and associates held by those entities.
- BC14 As a result of that decision and of the decision to incorporate the accounting for joint ventures into IAS 28, the Board decided that IAS 28 should be applied to the accounting for investments held by all entities that have joint control of, or significant influence over, an investee.

## Significant influence

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### Potential voting rights

- BC15 In its deliberation of the amendments to IAS 28, the Board considered whether the requirements now in paragraphs 7–9 of IAS 28 regarding potential voting rights when assessing significant influence should be changed to be consistent with the requirements developed in the consolidation project.
- BC16 The Board observed that the definition of significant influence in IAS 28 (ie ‘the power to participate in the financial and operating policy decisions of the investee but is not control or joint control of those policies’) was related to the definition of control as it was defined in IAS 27. The Board had not considered the definition of significant influence when it amended IAS 28 and concluded that it would not be appropriate to change one element of significant influence in isolation. Any such consideration should be done as part of a wider review of the accounting for associates.

## Equity method

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### Long-term interests in associates and joint ventures

- BC16A The Board received a submission relating to long-term interests in an associate or joint venture that, in substance, form part of the net investment in the associate or joint venture (long-term interests). The submission asked whether long-term interests are within the scope of IFRS 9 and, if so, whether the impairment requirements in IFRS 9 apply to such long-term interests.
- BC16B In considering the submission, the Board and the IFRS Interpretations Committee discussed the accounting for long-term interests applying the requirements in IFRS 9 and IAS 28, without reconsidering those requirements. The submission was narrowly and clearly defined, and both bodies concluded they could respond to the submission most efficiently by considering only the submission received. Any reconsideration of the accounting for long-term interests could not be undertaken as a narrow-scope project and would be likely to involve reconsideration of the equity method, a topic included in the Board’s pipeline of future research projects. Consequently, the Board limited the amendments to clarifying its intentions when it issued the requirements in IFRS 9 and IAS 28.

- BC16C The Board concluded that with respect to interests in an associate or joint venture, paragraph 2.1(a) of IFRS 9 excludes from the scope of IFRS 9 only interests to which the equity method is applied. Accordingly, the scope exclusion in that paragraph does not include long-term interests (as described in paragraph 38 of IAS 28). In reaching this conclusion, the Board noted that IAS 28 mentions long-term interests and the net investment, which includes long-term interests, only in the context of recognising losses of an associate or joint venture and impairment of the net investment in the associate or joint venture. IAS 28 does not specify requirements for other aspects of recognising or measuring long-term interests. Thus, long-term interests are not accounted for in accordance with IAS 28, as envisaged in paragraph 2.1(a) of IFRS 9. The Board also noted that paragraph 14 of IAS 28 states that ‘IFRS 9 *Financial Instruments* does not apply to interests in associates and joint ventures that are accounted for using the equity method’.
- BC16D The Board clarified in paragraph 14A of IAS 28 that IFRS 9, including its impairment requirements, applies to long-term interests. The Board also deleted paragraph 41 as part of the amendments. That paragraph had merely reiterated requirements in IFRS 9, and had created confusion about the accounting for long-term interests.
- BC16E Respondents to the Board’s Exposure Draft on long-term interests suggested that it further clarify how the requirements in IAS 28 and IFRS 9 apply to long-term interests because, in the respondents’ view, the benefits of the amendments would be limited without such clarifications. Respondents also suggested including an illustrative example.
- BC16F In response, the Board clarified that an entity applies IFRS 9, rather than IAS 28, in accounting for long-term interests. Thus, when applying IFRS 9, it does not take account of any losses of the associate or joint venture, or any impairment losses on the net investment, recognised as adjustments to the net investment in the associate or joint venture applying IAS 28.
- BC16G In addition, at the same time it issued the amendments, the Board published an example that illustrates how entities apply the requirements in IAS 28 and IFRS 9 with respect to long-term interests.

## Effective date and transition

- BC16H The Board proposed to align the effective date of the amendments with the effective date of IFRS 9—annual reporting periods beginning on or after 1 January 2018. Some respondents said an effective date of 1 January 2018 would not allow sufficient time to implement the amendments. In particular, the respondents mentioned entities in jurisdictions that have a translation or endorsement process for IFRS Standards.
- BC16I In the light of these concerns, the Board set an effective date of annual reporting periods beginning on or after 1 January 2019, with earlier application permitted. The Board noted that if an entity elects to apply the amendments when it first applies IFRS 9, then it would benefit from applying the transition requirements in IFRS 9 to long-term interests.
- BC16J Considering the effective date of 1 January 2019 and the requirement to apply the amendments retrospectively, the Board also provided transition requirements similar to those in IFRS 9 for entities that apply the amendments after they first apply IFRS 9. This is because retrospective application may not have been possible without the use of hindsight. When the Board developed IFRS 9, it provided transition requirements for scenarios in which it would have been impracticable for an entity to apply particular requirements retrospectively. Consequently, the Board provided similar transition requirements in the amendments to IAS 28 for long-term interests because the effect of the amendments might be that an entity applies IFRS 9 for the first time to those interests. Accordingly, for example, such an entity would assess its business model for such long-term interests based on the facts and circumstances that exist on the date it first applies the amendments (for example, 1 January 2019 for an entity applying the amendments from that date).
- BC16K The Board noted that at the date of initial application of the amendments an entity would be able to use these transition requirements only for long-term interests and not for other financial instruments to which the entity has already applied IFRS 9. Accordingly, for example, an entity is not permitted (or required) to reconsider any of its fair value option elections for financial instruments to which the entity has already applied IFRS 9.
- BC16L The Board also decided to provide relief from restating prior periods for entities electing, in accordance with IFRS 4 *Insurance Contracts*, to apply the temporary exemption from IFRS 9. The Board observed that the effect of the amendments for such entities might be that they apply IAS 39 for the first time to long-term interests.

## Application of the equity method

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### Temporary joint control and significant influence (2003 revision)

BCZ17 In IFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* the Board decided not to exempt an entity from applying the equity method for accounting for its investments in joint ventures and associates when joint control of, or significant influence over, an investee is intended to be temporary.

### Severe long-term restrictions impairing ability to transfer funds to the investor (2003 revision)

BCZ18 The Board decided not to exempt an entity from applying the equity method for accounting for its investments in joint ventures or associates when severe long-term restrictions impaired a joint venture or an associate's ability to transfer funds to the investor. It did so because such circumstances may not preclude the entity's joint control of, or significant influence over, the joint venture or the associate. The Board decided that an entity should, when assessing its ability to exercise joint control of, or significant influence over, an investee, consider restrictions on the transfer of funds from the joint venture or from the associate to the entity. In themselves, such restrictions do not preclude the existence of joint control or significant influence.

### Non-coterminous year-ends (2003 revision)

BCZ19 The exposure draft that preceded the revision of IAS 28 in 2003 proposed to limit to three months any difference between the reporting dates of an entity and its associate or its joint venture when applying the equity method. Some respondents to that exposure draft believed that it could be impracticable for the entity to prepare financial statements as of the same date when the date of the entity's financial statements and those of the associate or joint venture differ by more than three months. The Board noted that a three-month limit operates in several jurisdictions and it was concerned that a longer period, such as six months, would lead to the recognition of stale information. Therefore, it decided to retain the three-month limit.

### Exemption from applying the equity method: subsidiary of an investment entity

BC19A In December 2014, the Board amended IFRS 10 to confirm that the exemption from preparing consolidated financial statements set out in paragraph 4(a) of IFRS 10 is available to a parent entity that is a subsidiary of an investment entity. The Board also decided to amend paragraph 17 of IAS 28 for the same reasons. Paragraph 17 of IAS 28 uses the same criteria as paragraph 4(a) of IFRS 10 to provide an exemption from applying the equity method for entities that are subsidiaries and that hold interests in associates and joint ventures.

### Exemption from applying the equity method: measuring an associate or joint venture at fair value (amendments issued in December 2016)

BC19B When an investment in an associate or joint venture is held by, or is held indirectly through, a venture capital organisation, or a mutual fund, unit trust and similar entities including investment-linked insurance funds, the entity may elect, in accordance with paragraph 18 of IAS 28, to measure that investment at fair value through profit or loss. The Board received a request to clarify whether the entity is able to choose between applying the equity method or measuring the investment at fair value for each investment, or whether instead the entity applies the same accounting to all of its investments in associates and joint ventures.

BC19C The Board noted that, before it was revised in 2011, IAS 28 *Investments in Associates* permitted a venture capital organisation, or a mutual fund, unit trust and similar entities to elect to measure investments in an associate at fair value through profit or loss separately for each associate. However, after the revision, it had become less clear whether such an election was still available to those entities. The Board noted that it did not consider changing these requirements when revising IAS 28 in 2011, and any lack of clarity that arose as a consequence of the amendments in 2011 was unintentional.

BC19D Accordingly, in *Annual Improvements to IFRS Standards 2014–2016 Cycle*, the Board amended paragraph 18 of IAS 28 to clarify that a venture capital organisation, or a mutual fund, unit trust and similar

entities may elect, at initial recognition, to measure investments in an associate or joint venture at fair value through profit or loss separately for each associate or joint venture.

- BC19E In addition, paragraph 36A of IAS 28 permits an entity that is not an investment entity to retain the fair value measurement applied by its associates and joint ventures (that are investment entities) when applying the equity method. The Board also decided to amend that paragraph to clarify that this choice is available, at initial recognition, for each investment entity associate or joint venture.
- BC19F Some respondents to the Board's proposals said that it was not clear whether, in its separate financial statements, a venture capital organisation or a mutual fund, unit trust and similar entities:
- (a) could choose to measure investments in an associate or joint venture at fair value through profit or loss for each associate or joint venture; or
  - (b) would be required to measure all such investments at fair value through profit or loss, on the grounds that paragraph 10 of IAS 27 *Separate Financial Statements* requires the same accounting for each category of investments and paragraph 11 of IAS 27 requires investments measured at fair value in accordance with IAS 28 to be measured at fair value in separate financial statements. If this were to be the case, those respondents note that such an outcome would appear to be inconsistent with the objective of the amendments to IAS 28.
- BC19G The Board noted that 'category' is not defined in IFRS Standards, but is used in a number of Standards. For example, IFRS 7 *Financial Instruments: Disclosures* uses 'category' to refer to groupings of financial assets and financial liabilities that are measured in different ways—for example, financial assets measured at fair value through profit or loss is one category of financial asset and financial assets measured at amortised cost is another category of financial asset. The Board observed that paragraph 10 of IAS 27 should not be read to mean that, in all circumstances, all investments in associates are one 'category' of investment and all investments in joint ventures are one 'category' of investment. The issue raised by respondents arises only if the requirement in paragraph 10 of IAS 27 were to be interpreted in that way. An entity that elects to measure some associates or joint ventures at fair value through profit or loss in accordance with paragraph 18 of IAS 28 would retain that measurement basis for those associates and joint ventures in its separate financial statements, as required by paragraph 11 of IAS 27. The entity could then choose to measure its remaining associates and joint ventures either at cost, in accordance with IFRS 9 or using the equity method in accordance with paragraph 10 of IAS 27.
- BC19H In response to the Board's proposal to apply the amendments retrospectively, some respondents questioned whether the information needed would be available without the use of hindsight. Others suggested providing transition relief for entities that previously interpreted IAS 28 as requiring the same accounting for all investments in associates and joint ventures. They suggested that, when first applying the amendments, such entities should be allowed to elect to measure each existing investment either at fair value through profit or loss or using the equity method.
- BC19I The Board decided to retain retrospective application of the amendments because the amendments are expected to affect only a narrow population of entities, and such entities (being venture capital organisations, or mutual funds, unit trusts and similar entities) would typically be expected to have fair value information for their investments for management purposes. In addition, if the costs of applying the amendments retrospectively are considered excessive, an entity can choose not to change any of its previous decisions regarding measurement. This is because retrospective application of a choice of measurement for each associate or joint venture, in effect, means that an entity is not required to reassess its previous decisions. The Board also noted that retrospective application in accordance with IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors* means that an entity will not use hindsight when first applying the amendments—paragraph 53 of IAS 8 states that hindsight should not be used when applying a new accounting policy to a prior period, either in making assumptions about what management's intentions would have been in a prior period or in estimating the amounts recognised, measured and disclosed in a prior period.

### **Exemptions from applying the equity method: partial use of fair value measurement of associates**

- BC20 The Board received a request to clarify whether different measurement bases can be applied to portions of an investment in an associate when part of the investment is not accounted for using the equity method in accordance with paragraph 18 of IAS 28, but it is instead measured at fair value through profit or loss in accordance with IFRS 9. The Board initially deliberated this amendment to IAS 28 as part of the *Improvements to IFRSs* issued in April 2010; however, at its meeting in February 2010 the Board decided to address this issue within the joint ventures project.

- BC21 The Board noted that two views exist with respect to measurement. The first view identifies all direct and indirect interests held in the associate either by the parent or through any of its subsidiaries, and then applies IAS 28 to the entire investment in the associate. In accordance with this view, there is only one investment in the associate and it should be accounted for as a single unit. The second view identifies all direct and indirect interests held in an associate, but then allows the use of the measurement exemption to portions of an investment in an associate if the portion is held by a venture capital organisation, or a mutual fund, unit trust and similar entities including investment-linked insurance funds, regardless of whether those entities have significant influence over their portion of the investment in the associate. The Board agreed with the second view and therefore amended IAS 28. The Board decided that equivalent guidance on the partial use of fair value for the measurement of investments in joint ventures should not be provided because the Board thought that such events would be unlikely in practice.
- BC22 The Board also discussed whether the partial use of fair value should be allowed only in the case of venture capital organisations, or mutual funds, unit trusts and similar entities including investment-linked insurance funds, that have designated their portion of the investment in the associate at fair value through profit or loss in their own financial statements. The Board noted that several situations might arise in which those entities do not measure their portion of the investment in the associate at fair value through profit or loss. In those situations, however, from the group's perspective, the appropriate determination of the business purpose would lead to the measurement of this portion of the investment in the associate at fair value through profit or loss in the consolidated financial statements. Consequently, the Board decided that an entity should be able to measure a portion of an investment in an associate held by a venture capital organisation, or a mutual fund, unit trust and similar entities including investment-linked insurance funds, at fair value through profit or loss regardless of whether this portion of the investment is measured at fair value through profit or loss in those entities' financial statements.

### **Classification as held for sale**

- BC23 ED 9 proposed that an entity should account for an interest in a joint venture that is classified as held for sale in accordance with IFRS 5.
- BC24 During its redeliberation of ED 9 the Board noted that the exposure draft *Improvements to IFRSs* published in August 2009 had proposed to amend IFRS 5 so as to require an entity to classify as held for sale its interest in an associate, or in a jointly controlled entity, when it is committed to a sale plan involving loss of significant influence or loss of joint control. Those proposals aimed to clarify that all the interest ('the whole interest') an entity had in an associate or a joint venture had to be classified as held for sale if the entity was committed to a sale plan involving loss of, significant influence over, or joint control of that interest.
- BC25 The Board observed that those proposals were not aligned with the decisions made during the Board's redeliberation of ED 9 to remove all descriptions that associated the loss of joint control and the loss of significant influence with the term 'significant economic event' as introduced in the second phase of the Board's project on business combinations (see paragraphs BC28–BC31).
- BC26 The Board decided that classifying an interest as held for sale should be on the basis of whether the intended disposal meets the criteria for classification as held for sale in accordance with IFRS 5, rather than on whether the entity had lost joint control of, or significant influence over, that interest. As a result, the Board concluded that when the disposal of an interest, or a portion of an interest, in a joint venture or an associate fulfilled the criteria for classification as held for sale in accordance with IFRS 5, an entity should classify the whole interest, or a portion of the interest, as held for sale.
- BC27 The Board decided that, in the case of a partial disposal, an entity should maintain the use of the equity method for the retained interest in the joint venture or associate until the portion classified as held for sale is finally disposed of. The Board reasoned that even if the entity has the intention of selling a portion of an interest in an associate or a joint venture, until it does so it still has significant influence over, or joint control of, that investee. After the disposal, an entity should measure the retained interest in the joint venture or associate in accordance with IFRS 9 or in accordance with IAS 28 if the entity still has significant influence over, or joint control of, the retained interest.

### **Discontinuing the use of the equity method**

- BC28 During its redeliberation of ED 9, the Board reconsidered whether its decision in the second phase of the business combinations project to characterise loss of joint control or loss of significant influence as a significant economic event (ie in the same way that loss of control is characterised as a significant economic event) was appropriate. If it were, the Board thought that the entity should be required to recalibrate the accounting as required by IFRS 10. However, the Board concluded that, although



significant, the events are fundamentally different. In the case of loss of control, the cessation of the parent-subsidary relationship results in the derecognition of assets and liabilities because the composition of the group changes. If joint control or significant influence is lost the composition of the group is unaffected.

- BC29 The Board also noted that retaining the characterisation of significant economic event in the case of loss of joint control or significant influence when the retained interest is a financial asset is unnecessary. IFRS 9 already requires that in such cases the retained interest (ie a financial asset) must be measured at fair value.
- BC30 In the case of loss of joint control when significant influence is maintained, the Board acknowledged that the investor-investee relationship changes and, consequently, so does the nature of the investment. However, in this instance, both investments (ie the joint venture and the associate) continue to be measured using the equity method. Considering that there is neither a change in the group boundaries nor a change in the measurement requirements, the Board concluded that losing joint control and retaining significant influence is not an event that warrants remeasurement of the retained interest at fair value.
- BC31 Consequently, the Board removed all descriptions that characterise loss of joint control or significant influence as a significant economic event as introduced in the second phase of the Board's project on business combinations.

### **Incorporation of SIC- 13**

- BC32 In the joint ventures project, the Board decided to extend the requirements and guidance in IAS 28 for the accounting for 'downstream' and 'upstream' transactions between an entity and its associate to the accounting for transactions between an entity and its joint venture.
- BC33 In ED 9, the Board proposed to incorporate into the standard on joint arrangements the consensus of SIC- 13 *Jointly Controlled Entities—Non-Monetary Contributions by Venturers*. Because the Board relocated all the requirements for the accounting for joint ventures into IAS 28, the Board incorporated the consensus of SIC- 13 into IAS 28 and extended it to associates.
- BC34 The Board noted that the consensus of SIC- 13 regarding non-monetary contributions made by a venturer<sup>3</sup> to a joint venture is consistent with IAS 28, except for the following aspect. SIC- 13 established three exceptions for the recognition of gains or losses attributable to the equity interests of the other parties. In response to comments raised by some respondents to ED 9, the Board redeliberated the need to incorporate into IAS 28 the exceptions included in SIC- 13 for the recognition by an entity of the portion of a gain or loss attributable to the interests of other unrelated investors in the investee.
- BC35 The Board concluded that only when the transaction lacks commercial substance should there be an exception for the recognition of gains or losses to be carried forward from the consensus of SIC- 13 into IAS 28, because the other two exceptions in SIC- 13 (ie 'the significant risks and rewards of ownership of the contributed non-monetary asset(s) have not been transferred to the jointly controlled entity' and 'the gain or loss on the non-monetary contribution cannot be measured reliably') either relate to requirements that are not aligned with the principles and requirements of IFRS 11 or relate to a criterion for the recognition of gain or losses (ie 'reliability of measurement') that is already included in the *Conceptual Framework for Financial Reporting*.<sup>4</sup>
- BCZ36 To the extent that the entity also receives monetary or non-monetary assets dissimilar to the assets contributed in addition to equity interests in the investee, the realisation of which is not dependent on the future cash flows of the investee, the earnings process is complete. Accordingly, an entity should recognise in full in profit or loss the portion of the gain or loss on the non-monetary contribution relating to the monetary or non-monetary assets received.
- BC37 Additionally, the Board considered whether the requirements in IAS 31 for recognition of losses when downstream or upstream transactions provide evidence of a reduction in the net realisable value or impairment loss of the assets transacted or contributed were still relevant and decided to bring them forward to IAS 28.

BC37A–BC37J [These paragraphs refer to amendments that are not yet effective, and are therefore not included in this edition.]

<sup>3</sup> IFRS 11 *Joint Arrangements*, issued in May 2011, uses the term 'joint venturers' to designate parties that have joint control of a joint venture.

<sup>4</sup> The reference is to the *Conceptual Framework for Financial Reporting*, issued in 2010 and in effect when the Standard was amended.

## Recognition of losses (2003 revision)

- BCZ38 The 2000 version of IAS 28 and SIC- 20 *Equity Accounting Method—Recognition of Losses* restricted application of the equity method when, in accounting for the entity's share of losses, the carrying amount of the investment is reduced to zero.
- BCZ39 The Board decided that the base to be reduced to zero should be broader than residual equity interests and should also include other non-equity interests that are in substance part of the net investment in the associate or joint venture, such as long-term receivables. Therefore, the Board decided to withdraw SIC- 20.
- BCZ40 The Board also noted that if non-equity investments are not included in the base to be reduced to zero, an entity could restructure its investment to fund the majority in non-equity investments to avoid recognising the losses of the associate or joint venture under the equity method.
- BCZ41 In widening the base against which losses are to be recognised, the Board also clarified the application of the impairment provisions of IAS 39 *Financial Instruments: Recognition and Measurement*<sup>5</sup> to the financial assets that form part of the net investment.

## Impairment losses (2008 amendment)

- BCZ42 In 2008 the Board identified unclear guidance in IAS 28 regarding the extent to which an impairment reversal should be recognised as an adjustment to the carrying amount of an investment in an associate or in a joint venture.
- BCZ43 The Board noted that applying the equity method involves adjusting the entity's share of the impairment loss recognised by the associate or joint venture on assets such as goodwill or property, plant and equipment to take account of the acquisition date fair values of those assets. The Board proposed in the exposure draft *Improvements to International Financial Reporting Standards* published in October 2007 that an additional impairment recognised by the entity, after applying the equity method, should not be allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Therefore, such an impairment should be reversed in a subsequent period to the extent that the recoverable amount of the investment increases.
- BCZ44 Some respondents to the exposure draft expressed the view that the proposed amendment was not consistent with IAS 39 (regarding reversal of an impairment loss on an available-for-sale equity instrument<sup>6</sup>), or with IAS 36 *Impairment of Assets* (regarding the allocation of an impairment loss to goodwill and any reversal of an impairment loss relating to goodwill).
- BCZ45 In its redeliberations, the Board affirmed its previous decisions but, in response to the comments made, decided to clarify the reasons for the amendments. The Board decided that an entity should not allocate an impairment loss to any asset that forms part of the carrying amount of the investment in the associate or joint venture because the investment is the only asset that the entity controls and recognises.
- BCZ46 The Board also decided that any reversal of this impairment loss should be recognised as an adjustment to the investment in the associate or joint venture to the extent that the recoverable amount of the investment increases. This requirement is consistent with IAS 36, which permits the reversal of impairment losses for assets other than goodwill. The Board did not propose to align the requirements for the reversal of an impairment loss with those in IAS 39<sup>7</sup> relating to equity instruments, because an entity recognises an impairment loss on an investment in an associate or joint venture in accordance with IAS 36, rather than in accordance with IAS 39.

## Retaining the fair value measurement applied by an associate or joint venture that is an investment entity

- BC46A In October 2012, the Board issued *Investment Entities* (Amendments to IFRS 10, IFRS 12 and IAS 27), which required investment entities, as defined in IFRS 10, to measure most investments in subsidiaries at fair value through profit or loss. The amendments did not introduce any new accounting requirements for investments in associates or joint ventures. This is because paragraphs 18–19 of IAS 28 already allowed an investment entity to measure its investments in associates and joint ventures at fair value through profit or loss in accordance with IFRS 9. A wider range of entities, including venture capital organisations, or

<sup>5</sup> IFRS 9 *Financial Instruments* replaced IAS 39. IFRS 9 applies to all items that previously were within the scope of IAS 39.

<sup>6</sup> IFRS 9 *Financial Instruments* eliminated the category of available-for-sale financial assets.

<sup>7</sup> IFRS 9 *Financial Instruments* replaced IAS 39. IFRS 9 applies to all items that previously were within the scope of IAS 39.

mutual funds, unit trusts and similar entities including investment-linked insurance funds, may also elect to measure their investments in associates and joint ventures in the same way.

- BC46B Paragraph 33 of IFRS 10 requires a non-investment entity parent of an investment entity to consolidate all entities that it controls, including those controlled through an investment entity subsidiary. This is consistent with the proposal contained in the Exposure Draft *Investment Entities* (the '*Investment Entities ED*'), which was published in August 2011. Some respondents to the *Investment Entities ED* noted that this seemed inconsistent with paragraphs 18–19 of IAS 28, which allow a wider group of entities than only investment entities to measure their investments in associates and joint ventures at fair value through profit or loss. The Board acknowledged this inconsistency, and explained its reasons for not amending IAS 28 in line with IFRS 10, in paragraph BC283 of IFRS 10.
- BC46C Subsequently, the IFRS Interpretations Committee (the '*Interpretations Committee*') received a request to clarify whether an entity that is not an investment entity should, when applying the equity method of accounting for its investment in an associate or joint venture that is an investment entity, retain the fair value measurement that is applied by that associate or joint venture to its subsidiaries or, instead, 'unwind' that treatment and apply consolidation procedures. Members of the Interpretations Committee had mixed views on the matter and, because of the need to provide clarity before the end of 2014, the matter was passed to the Board.
- BC46D The Board noted that the scope of the amendment in the *Investment Entities ED* was restricted to providing an exception to the consolidation requirements for investment entity parents. This exception reflects the unique business model of an investment entity, for which fair value information is more relevant than consolidation. This unique business model is not applicable to a non-investment entity parent. Consequently, paragraph 33 of IFRS 10 requires a non-investment entity parent of an investment entity to consolidate all entities that it controls, both directly and indirectly through an investment entity. This requires the non-investment entity parent to unwind the fair value through profit or loss measurement used by its investment entity subsidiaries for indirectly held subsidiaries.
- BC46E The Board also noted that paragraphs 35–36 of IAS 28, which require the use of uniform accounting policies, would apply for a non-investment entity investor and its investment entity associates or joint ventures. This would mean that the subsidiaries of those investment entity associates and joint ventures should be consolidated into the financial statements of those associates and joint ventures prior to the equity method being applied. The Board noted that this is conceptually consistent with the requirement in IFRS 10 for a non-investment entity parent to consolidate subsidiaries held through an investment entity subsidiary.
- BC46F However, some Board members raised concerns about the potentially significant practical difficulties or additional costs that may arise for an entity in unwinding the fair value through profit or loss measurement applied by an investment entity associate or joint venture for their interests in subsidiaries. Some Board members noted that the degree of practical difficulty is different depending on whether the investee is an associate or joint venture. In addition, some Board members noted the structuring risks highlighted in paragraph BC280 of IFRS 10 and noted that an investor's ability to achieve different accounting outcomes by holding investments through an investment entity investee is different depending on whether the investee is an associate or a joint venture. Consequently, in the Exposure Draft *Investment Entities: Applying the Consolidation Exception* (Proposed amendments to IFRS 10 and IAS 28) (the '*Consolidation Exception ED*'), which was published in June 2014, the Board proposed to provide relief to non-investment entity investors for their interests in investment entity associates, but not for their interests in investment entity joint ventures.
- BC46G The practicality and cost concerns were noted by the majority of respondents to the *Consolidation Exception ED*. However, the majority of respondents disagreed with the proposal to limit the relief to interests in investment entity associates, noting that the practicality and cost issues also applied to interests in joint ventures. In addition, some respondents disagreed with the concerns about the risk of structuring, noting that the difference between significant influence and joint control is much smaller than the difference between control and joint control. Consequently, the Board decided to provide relief to non-investment entity investors in both investment entity associates and joint ventures and to retain the consistency in treatment in applying the equity method to both associates and joint ventures. This relief permits, but does not require, a non-investment entity investor to retain the fair value through profit or loss measurement applied by an investment entity associate or joint venture for their subsidiaries when applying the equity method.

## Effective date and transition

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- BC47 The Board decided to align the effective date for the Standard with the effective date for IFRS 10, IFRS 11, IFRS 12 *Disclosure of Interests in Other Entities* and IAS 27 *Separate Financial Statements*. When making

this decision, the Board noted that the five IFRSs all deal with the assessment of, and related accounting and disclosure requirements about, a reporting entity's special relationships with other entities (ie when the reporting entity has control or joint control of, or significant influence over, another entity). As a result, the Board concluded that applying IAS 28 without also applying the other four IFRSs could cause unwarranted confusion.

- BC48 The Board usually sets an effective date of between twelve and eighteen months after issuing an IFRS. When deciding the effective date for those IFRSs, the Board considered the following factors:
- (a) the time that many countries require for translation and for introducing the mandatory requirements into law.
  - (b) the consolidation project was related to the global financial crisis that started in 2007 and was accelerated by the Board in response to urgent requests from the leaders of the G20, the Financial Stability Board, users of financial statements, regulators and others to improve the accounting and disclosure of an entity's 'off balance sheet' activities.
  - (c) the comments received from respondents to the Request for Views *Effective Date and Transition Methods* that was published in October 2010 regarding implementation costs, effective date and transition requirements of the IFRSs to be issued in 2011. Most respondents did not identify the consolidation and joint arrangements IFRSs as having a high impact in terms of the time and resources that their implementation would require. In addition, only a few respondents commented that the effective dates of those IFRSs should be aligned with those of the other IFRSs to be issued in 2011.
- BC49 With those factors in mind, the Board decided to require entities to apply the five IFRSs for annual periods beginning on or after 1 January 2013.
- BC50 Most respondents to the Request for Views supported early application of the IFRSs to be issued in 2011. Respondents stressed that early application was especially important for first-time adopters in 2011 and 2012. The Board was persuaded by these arguments and decided to permit early application of IAS 28 but only if an entity applies it in conjunction with the other IFRSs (ie IFRS 10, IFRS 11, IFRS 12 and IAS 27 (as amended in 2011)) to avoid a lack of comparability among financial statements, and for the reasons noted in paragraph BC47 that triggered the Board's decision to set the same effective date for all five IFRSs. Even though an entity should apply the five IFRSs at the same time, the Board noted that an entity should not be prevented from providing any information required by IFRS 12 early if by doing so users gained a better understanding of the entity's relationships with other entities.
- BC50A The Board decided that no specific transition guidance was needed and, therefore, an entity should apply *Investment Entities: Applying the Consolidation Exception* (Amendments to IFRS 10, IFRS 12 and IAS 28) retrospectively in accordance with IAS 8 *Accounting Policies, Changes in Accounting Estimates and Errors*.

## General

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### Withdrawal of IAS 28 (2003 revision)

- BC51 IAS 28 *Investments in Associates and Joint Ventures* replaces IAS 28 *Investments in Associates* (as revised in 2003 and amended in 2010). IAS 28 (as amended in 2011) incorporates the accounting for joint ventures and includes some amendments discussed by the Board during its redeliberation of the exposure draft ED 9.

### Disclosure

- BC52 IAS 28 does not address the disclosure requirements for entities with joint control of, or significant influence over, an investee. As part of its redeliberation of ED 9 and ED 10 *Consolidated Financial Statements*, the Board identified an opportunity to integrate and make consistent the disclosure requirements for subsidiaries, joint arrangements, associates and unconsolidated structured entities, and to present those requirements in a single IFRS.
- BC53 The Board observed that IAS 27, IAS 28 and IAS 31 contained many similar disclosure requirements. ED 9 had already proposed amendments to the disclosure requirements for joint ventures and associates to align the disclosure requirements for those two types of investments more closely. The Board noted that the majority of respondents agreed with the proposals in ED 9 to align the disclosures for joint ventures with the disclosures in IAS 28 for associates.

- BC54 As a result, the Board combined the disclosure requirements for interest with subsidiaries, joint arrangements, associates and unconsolidated structured entities within a single comprehensive standard, IFRS 12.
- BC55 The Basis for Conclusions accompanying IFRS 12 summarises the Board's considerations in developing that IFRS, including its review of responses to the disclosure proposals in ED 9. Accordingly, IAS 28 does not include disclosure requirements and this Basis for Conclusions does not incorporate the Board's considerations of responses to the proposed disclosure requirements in ED 9.

### **Summary of main changes from IAS 28 (2003 revision)**

- BC56 The main changes from the previous version of IAS 28 are as follows:
- (a) The accounting for joint ventures has been incorporated into the Standard.
  - (b) The scope exception for venture capital organisations, or mutual funds, unit trusts and similar entities, including investment-linked insurance funds has been eliminated and has been characterised as a measurement exemption from the requirement to measure investments in associates and joint ventures in using the equity method.
  - (c) IAS 28 now permits an entity that has an investment in an associate, a portion of which is held indirectly through venture capital organisations, or mutual funds, unit trusts and similar entities including investment-linked insurance funds, to elect to measure that portion of the investment in the associate at fair value through profit or loss in accordance with IFRS 9 regardless of whether these entities have significant influence over that portion of the investment.
  - (d) IAS 28 requires a portion of an investment in an associate or a joint venture to be classified as held for sale if the disposal of that portion of the interest would fulfil the criteria to be classified as held for sale in accordance with IFRS 5.
  - (e) The consensus of SIC- 13 has been incorporated into IAS 28. As a result, gains and losses resulting from a contribution of a non-monetary asset to an associate or a joint venture in exchange for an equity interest in an associate or a joint venture are recognised only to the extent of unrelated investors' interests in the associate or joint venture, except when the contribution lacks commercial substance, as that term is described in IAS 16 *Property, Plant and Equipment*.
  - (f) The disclosure requirements have been placed in IFRS 12.

## Dissenting opinion on amendment issued in May 2008

### Dissent of Tatsumi Yamada

- DO1 Mr Yamada voted against one of the amendments to IAS 28 *Investments in Associates* issued in *Improvements to IFRSs* in May 2008.
- DO2 Mr Yamada believes it is inappropriate not to allocate any additional impairment losses to the goodwill and other assets that form part of the carrying amount of the investment in the associate. In his view, because he believes that an investor can identify attributable goodwill when it makes an investment, all impairment losses recognised with respect to the investor's investment in an associate should be allocated to the goodwill and other assets that form part of the carrying amount of the investment.
- DO3 Mr Yamada also believes that all impairment losses allocated to goodwill should not be subsequently reversed. In his view the non-allocation of impairment losses to goodwill as required by the amendment and the subsequent reversal of such impairment losses in substance leads to the recognition of internally generated goodwill. He believes that the amendment to IAS 28 is not consistent with paragraphs 124 and 125 of IAS 36 *Impairment of Assets*, which prohibit the reversal of impairment losses related to goodwill.

**Dissent of Mr Takatsugu Ochi from *Long-term Interests in Associates and Joint Ventures* (Amendments to IAS 28)**

- DO1 Mr Ochi voted against the publication of *Long-term Interests in Associates and Joint Ventures* (Amendments to IAS 28). The reasons for his dissent are set out below.
- DO2 Mr Ochi believes that interests in an associate or joint venture should be subject to either the requirements in IFRS 9 or the requirements in IAS 28, but not both. Accordingly, he disagrees with amending IAS 28 without also specifying the types of interests in an associate or joint venture that an entity accounts for using the equity method, and the types of interests in such entities that an entity accounts for applying IFRS 9.
- DO3 Mr Ochi notes that the amendments would result in ‘dual application’ of accounting requirements to the same asset, which he thinks is contrary to basic principles of accounting standards. He believes that such dual application of accounting requirements might result in double counting and, therefore, could undermine the quality of financial statements.

