

# **IAS 32 Financial Instruments: Presentation**

Last updated: March 2017

#### SCOPE

### Apply to:

- **(1)** All **financial instrument (FI)** types (i.e., contract that gives rise to *FA* of one entity and *FL/EI* of another entity).
- (2) Contracts to buy/sell non-financial items that can be settled net in cash/another FI/by exchanging FIs, as if contracts were FIs, EXCEPT contracts entered into & still held for receipt/delivery of non-financial item based on entity's expected purchase/sale/usage requirements.
- **(3)** Certain financial guarantee contracts/derivatives.

### Does NOT apply to:

- Interests in subsidiaries/associates/joint ventures accounted for in accordance with IFRS 10, IAS 27/28.
- Employers' rights and obligations under employee benefit plans (see IAS 19)
- Insurance contracts (see IFRS 4).
- Fls with discretionary participation features (see IFRS 4) are exempt from applying certain paragraphs of IAS 32.
- Fls, contracts and obligations under share-based payment transactions (see IFRS 2) EXCEPT for treasury shares purchased/sold/issued/cancelled in connection with employee share option/purchase plans & all other share-based payment arrangements AND contracts within scope of point (2).
- Tax assets/liabilities (see IAS 12), prepaid expenses/accrued revenue & constructive obligations under IAS 37.

# CLASSIFY (COMPONENTS OF) FI ON INITIAL RECOGNITION BASED ON SUBSTANCE OF CONTRACT & DEFINITIONS:

# FINANCIAL ASSET (FA) FINANCIAL LIABILITY (FL)

#### **FA** = any asset that is:

- Cash/EI of another entity.
- Contractual right to: receive cash/ FA OR exchange FA/FL under potentially favourable conditions.
- Contract that will/may be settled in entity's own Els and is a:
  - Non-derivative for which entity is/may be obliged to receive variable # of own Els; OR
  - Derivative that will/may be settled other than by exchange of fixed amount of cash/another FA for fixed # of own EIs.
     For this purpose, own EIs ≠ contracts for future receipt/delivery (\*) of own EIs OR the exceptions to the FA/FL definitions that are classified as EIs (\*\*).

### **FL** = any liability that is:

- Contractual obligation to: deliver cash/FA OR exchange FA/FL under potentially unfavourable conditions.
- Contract that will/may be settled in own Els and is a:
  - Non-derivative for which entity is/may be obliged to deliver variable # of own Els;
     OR
  - Derivative that will/may be settled other than by exchange of fixed amount of cash/ another FA for fixed # of own Els.
    For this purpose the entity's own Els does NOT include contracts for future receipt/delivery (\*) of entity's own Els OR the exceptions to the FA/FL definitions that are classified as Els (\*\* and \*\*\*).

# EQUITY INSTRUMENT (EI)

- **EI** = contract that evidences residual interest in assets of entity after deducting all liabilities.
- E.g. issued share option where counterparty has right to buy fixed # of entity's shares for fixed price/stated principal amount of bond, preference share where issuer has option to redeem, etc.
- \* A contract that contains an obligation to deliver its own equity instruments for cash/FA →reclassify PV of redemption amount from equity to liability even if # of shares to repurchase is not fixed.
- \*\* The following are classified as *EIs* and are **exceptions** to the *FL* definition:
- Puttable instruments that have features and meet conditions in 16A-B (e.g., entitlements at issuer's liquidation).
- Components of) instruments that impose an obligation on liquidation and have features & meets conditions in 16C-D. If these instruments are received/delivered on settlement of contract → the FI = FA/FL, even if fixed amount of cash/FA is exchange for fixed # of the instruments.
- \*\*\*Another **exception** to the *FL* definition is rights/options/ warrants to acquire fixed # of entity's own *Els* for fixed amount of any currency, if offered pro rata to all its existing owners of same class of its own non-derivative *Els* → classified as *Els*.

## **COMPOUND FIS**

**Derivative** = FI/other contract within scope of IFRS 9 with ALL the following characteristics:

Value Δs in response to Δ in 'underlying' (e.g., interest rate /commodity price etc.) if non-fin.

variable → variable is NOT specific to contract party AND no initial investment/smaller than

for similar contracts AND settled at a future date (e.g., forwards/futures, options, caps/floors

Issuer of non-derivative FI evaluates terms of FI; if contains both a liability and an equity component  $\rightarrow$  classify separately as FL/FA/EI.

- Classification not revised if  $\Delta$  in likelihood of conversion.
- Determine FV of FL component (including non-equity derivative features). El component = FV of whole instrument MINUS FV of FL component (including derivative features).
- Example: debt instrument with embedded conversion option. On conversion → FL transferred to equity and no gain/loss recognized.
- Note there are requirements on inducing early conversion/ extinguishment before maturity.

# INTEREST/DIVIDEND/LOSS/GAIN

- Interest/dividends/losses/gains relating to an FI (or FL component) → recognized in P/L.
- Distributions to EI holders → recognized directly in equity.
- Transaction costs of equity transactions → deduction from equity (also consideration paid/(received) for EI is deducted/(added) from/(to) equity).
- Income tax to be accounted for in accordance with IAS 12.
- Δ in FV of Els → NOT recognized.

## **TREASURY SHARES**

- Entity reacquires own EIs → deduct those 'treasury shares' from equity.
- No gain/loss recognized in P/L on purchase/sale/issue/cancellation of own Els.
- May be acquired and held by entity /other members of group.
- Consideration paid/received → recognized directly in equity.

### **OFFSETTING**

- Offset FA & FL and present net amounts when current legally enforceable right to set off AND intention to net settle/realize simultaneously.
- When transfer of FA does NOT qualify for derecognition → do NOT offset transferred FA and associated FL.

## **SETTLEMENT OPTIONS**

- If derivative FI gives one party settlement choice → FA/FL UNLESS all settlement alternatives result in = EI.
- If either cash/FA/own shares whose value substantially > the value of cash/FA → FL as value of share settlement alternative is such that will settle in cash.

### **CONTINGENT SETTLEMENT PROVISIONS**

- Settlement provisions may require settling in way that instrument = FL, in event of occurrence/non-occurrence of uncertain future events/outcome of uncertain circumstances BEYOND control of both issuer and holder (e.g., change in a stock market index) → FL as issuer does NOT have unconditional right to avoid settling in such a way that FI = FL.
- Instrument = FL of issuer UNLESS contingent settlement provision is NOT genuine (e.g., very unlikely to occur) OR issuer can be required to settle obligation only at its liquidation OR FI has all features and meets conditions of puttable instruments in IAS 32.16A & 16B.

This communication contains a general overview of the topic and is current as of March 31, 2017. The application of the principles addressed will depend upon the particular facts and circumstances of each individual case. Accordingly, this publication is not a substitute for professional advice and we recommend that any decisions you take about the application or not of any of the information presented be made in consultation with a qualified professional, who can address any variance that may be required to reflect your circumstances. Please contact your local MNP representative for customized assistance with the application of this material. MNP LLP accepts no responsibility or liability for any loss related to any person's use of or reliance upon this material. MNP LLP 2017. All rights reserved.