

# Advanced Group Accounting (RIKA)

Block 1

RECHTSWISSENSCHAFT WIRTSCHAFTSWISSENSCHAFTEN

Foto: Thomas Müller Ivan Reimann

# Team



## **Katharina Hombach**

Professor of Financial Accounting and Corporate Governance

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Research interests: financial disclosure, disclosure regulation, sustainability reporting



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Research interests: firms' transparency, sustainability and non-financial reporting, firms' disclosure decisions, firms' learning processes, NGO campaigns, ESG labor market

# Get in touch!

If...

- You cannot access/find material on Moodle;
- You cannot access/find the textbook;
- You need more material on a given topic;
- You have any other questions:

**Get in touch** as soon as possible so we can find a solution!

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# Course Organization

- 6 blocks
  - Lectures and hands-on exercises/case studies

Date	Block	Topic
<i>Preparation: recap double-entry bookkeeping (online, self-study)</i>		
19.4.	1	Key Concepts
26.4.	2	Acquisition Model
03.05.	3	Consolidation
10.05.	4	Subsequent Consolidation, Goodwill Impairment
17.5.	5	Joint Arrangement and Investments at Equity, Changes in Control
24.5.	6	Analyzing Consolidated F/S

- End of semester: summarizing case study with PwC, exam prep session

- Credits: 100% final exam (90 minutes)

- Course can, but does not have to, be combined with PIKA

Dr. Bernd Raese

# Moodle: one-stop shop for all lecture material

<https://moodle.studiumdigitale.uni-frankfurt.de/moodle/>

Rechnungslegung im Konzernabschluss

Startseite / Meine Kurse / RIKA

Navigation

- Startseite
- Dashboard
- Website
- Meine Kurse
  - RIKA**
    - Teilnehmer/innen
    - Badges
    - Bewertungen
      - Welcome to the course!
      - Recap: Double Entry Bookkeeping (Self-Study Material)
      - Block 1: Conceptual Background
      - Block 2: Capital Consolidation
      - Block 3: Revenue/Expense Consolidation, Cash Flow ...
      - Block 4: Subsequent Consolidation and Goodwill Imp...
      - Block 5a: Joint Arrangements and Investments at Eq...
      - Block 5b: Accounting for Changes in Control
      - Block 6: Analyzing Consolidated Financial Statements
      - Goethe meets PwC: Case Study
      - Exam Recap
    - PACC WiSe
    - ACCM
    - Topics in Financial Reporting
    - BA-MA Coll

Welcome to the course!

Ankündigungen

**Learning Goals and Competencies**

- Students learn the basic principles governing the accounting for M&A transactions in firms' financial statements under IFRS and are able to use these statements for decision-making in capital markets.

**Module Description**

This course focuses on consolidated financial statements prepared under International Financial Reporting Standards (IFRS). It will cover the following topics:

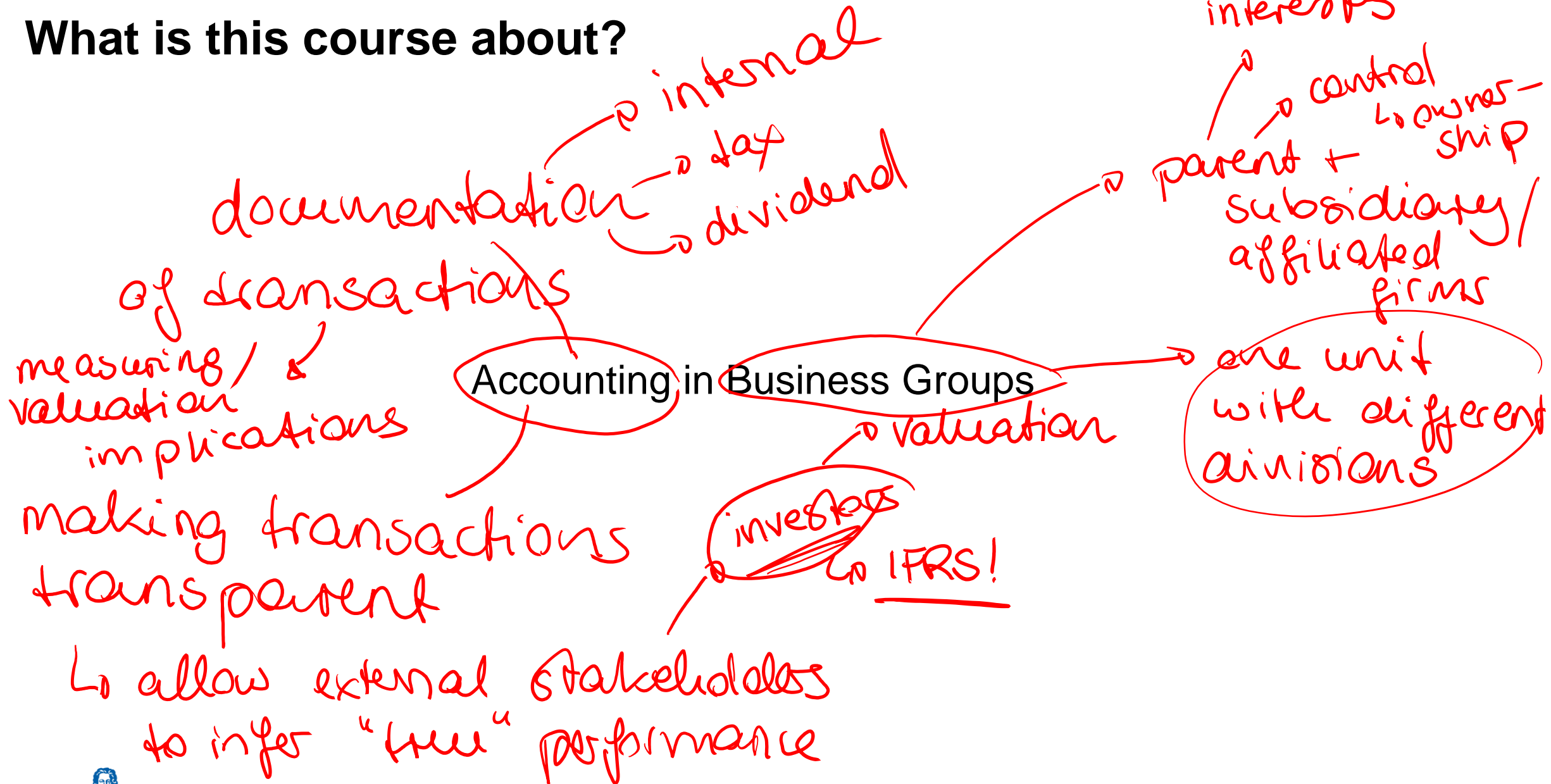
- Introduction to the underlying economics of different types of M&A deals.
- Overview of methodologies relevant for reflecting M&A deals in a firm's financial statements.
- Steps involved in accounting for subsidiaries (full consolidation).
- Steps involved in accounting for joint ventures, associates, and other financial investments.
- Critical evaluation of the effects of M&A deals for the analyses and use of consolidated financial statements.

Please note that we have aligned the modules RIKA and PIKA. Students have the opportunity to complete RIKA, which focuses on accounting for M&A transactions and preparation of consolidated financial statements, in both courses for a cohesive and integrated learning experience.

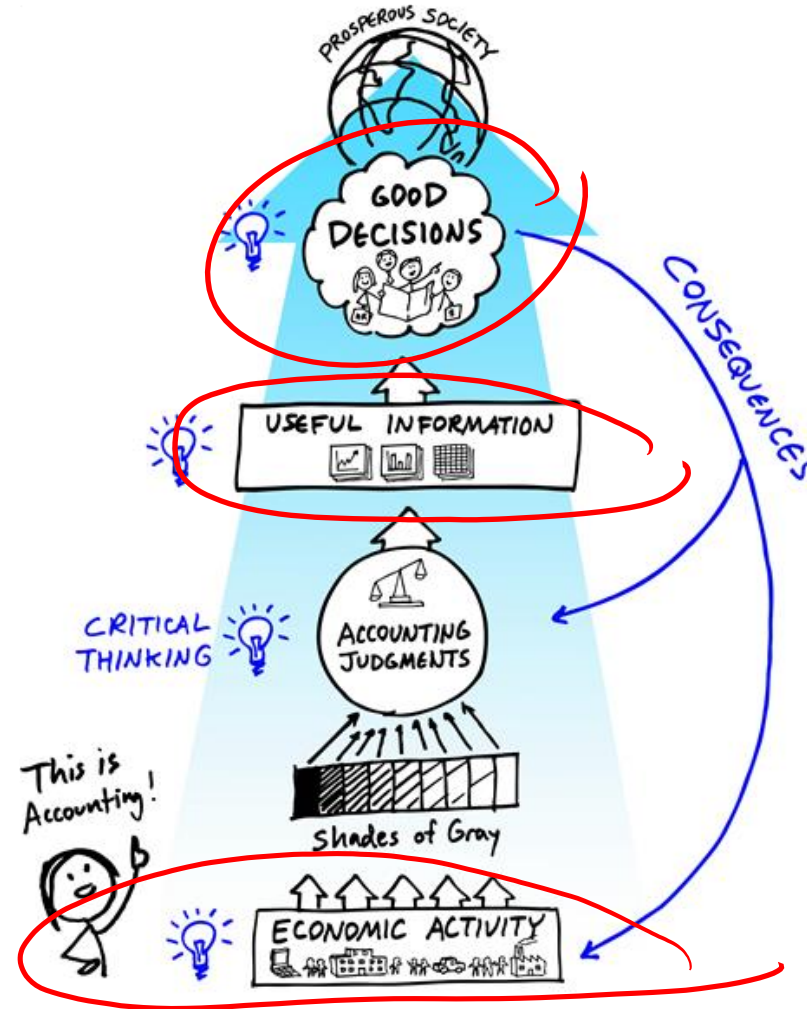
Syllabus

# What is this course about?

Accounting in Business Groups



# “Accounting” ...



investment decisions

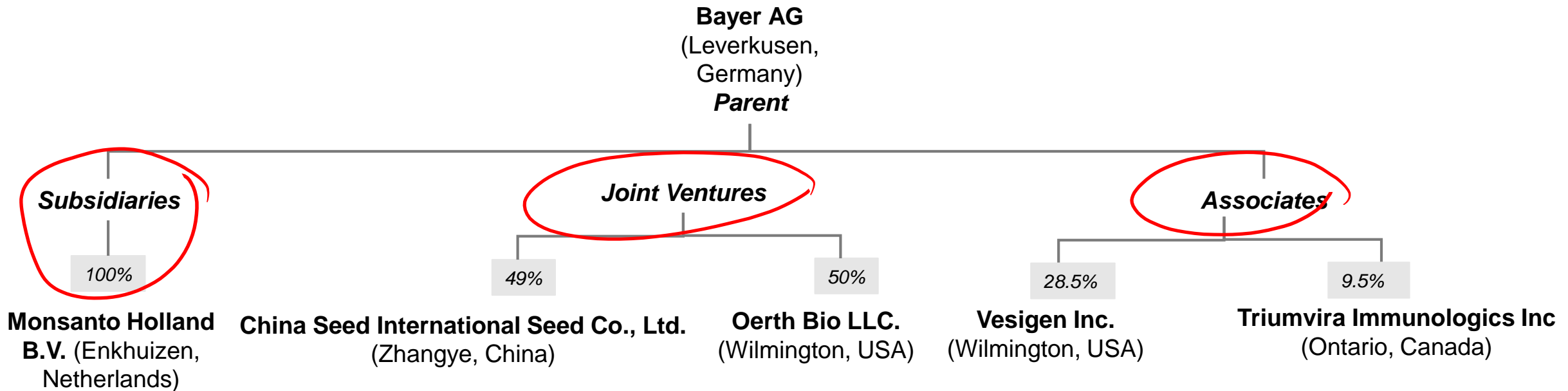
consolidated financial statements

Bayer + subsidiaries  
pharma, crop, agric...

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# ... “in Business Groups”

## Bayer Group 2023



B 5.1/1

**Change in the Number of Consolidated Companies**

Bayer AG and consolidated companies	Germany	Other countries	Total
January 1, 2022	46	328	374
Changes in scope of consolidation	(2)	(12)	(14)
Additions <sup>1</sup>	-	1	1
Retirements	-	(7)	(7)
<b>December 31, 2022</b>	<b>44</b>	<b>310</b>	<b>354</b>


<sup>1</sup> Acquisitions, newly established companies and acquisition of control

▪ \*Selected subsidiaries, joint ventures and associates only; number in italics indicate equity interest in %

▪ Source: Bayer AG Subsidiaries and affiliated companies (2023)



# Course Structure

Block	Topic
	 <i>Preparation: recap double-entry bookkeeping (online, self-study)</i>
1	<u>Key Concepts</u>
2	<u>Acquisition Model</u>
3	<u>Consolidation</u>
4	Subsequent Consolidation, Goodwill Impairment
5	<u>Joint Arrangement and Investments at Equity, Changes in Control</u>
6	Analyzing Consolidated F/S

# Course Structure

Block	Topic
1	Key Concepts
1.1	<b>Economics of M&amp;A Transactions</b>
1.2	Institutional Foundations of M&A Transactions
1.3	Consolidated Financial Statements
1.4	Obtaining Control and Scope of Consolidation



- Why do companies engage in M&A transactions?
- Under which conditions do M&A transactions create value for the acquiring company?

# Bayer's assets in 2018 vs.2017: What happened?

from acquisition: purchase price → fair value acquiree's net asset  
↓ synergies

€ million	Note	Dec. 31, 2017	Dec. 31, 2018
<b>Noncurrent assets</b>			
Goodwill	[14]	14,751	38,146
Other intangible assets	[14]	11,674	36,746
Property, plant and equipment	[15]	7,633	12,944
Investments accounted for using the equity method	[16]	4,007	515
Other financial assets	[17]	1,634	2,212
Other receivables	[20]	400	511
Deferred taxes	[11]	4,915	4,278
		<b>45,014</b>	<b>95,352</b>
<b>Current assets</b>			
Inventories	[18]	6,550	10,961
Trade accounts receivable	[19]	8,582	11,836
Other financial assets	[17]	3,529	1,166
Other receivables	[20]	1,276	1,875
Claims for income tax refunds		474	809
Cash and cash equivalents		7,581	4,052
Assets held for sale	[5.3]	2,081	234
		<b>30,073</b>	<b>30,933</b>
<b>Total assets</b>		<b>75,087</b>	<b>126,285</b>

# Bayer's assets in 2018 vs.2017: What happened?

## 5. Scope of consolidation; subsidiaries and affiliates

### 5.1 Changes in the scope of consolidation

Changes in the scope of consolidation in 2018 were as follows:

B 5.1/1

#### Change in the Number of Consolidated Companies

Bayer AG and consolidated companies	Germany	Other countries	Total
December 31, 2017	50	187	237
Changes in scope of consolidation	+ 4	+ 2	+ 6
Additions	+ 2	+ 194	+ 196
Retirements	- 1	- 18	- 19
December 31, 2018	55	365	420

The increase in the total number of consolidated companies in 2018 was primarily due to the acquisition of the Monsanto Group.

# Bayer's acquisition of Monsanto

- Please describe Bayer's business model (as of 2018).
- What were Bayer's motives for purchasing Monsanto?
- Which risks were stemming from the acquisition?
- What would have been alternative business strategies (other than buying Monsanto)?

The Big Read Bayer AG + Add to myFT

## Lex In Depth: Bayer's €50bn blunder

With the disastrous purchase of Monsanto and plummeting shares, some question if it is time to break up the German group

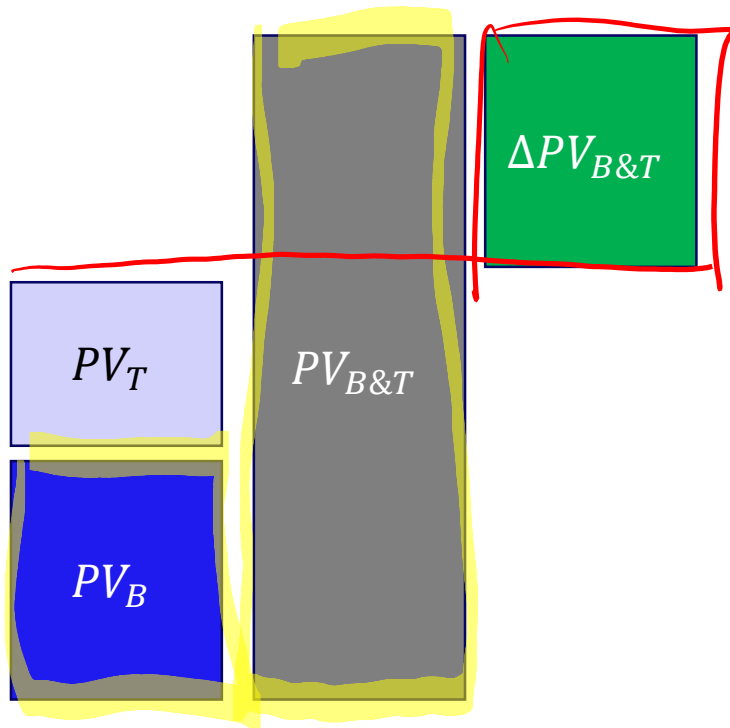
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Article publicly available at: <https://www.ft.com/content/a139ef68-b07c-11e9-bec9-fdcab53d6959> (last accessed 25.03.2024)

# How can M&A transactions create value (and for whom)?

- Acquisition creates benefits if present value (PV) of combined entity (B&T) exceeds the sum of stand-alone values of Buyer (B) and Target (T)

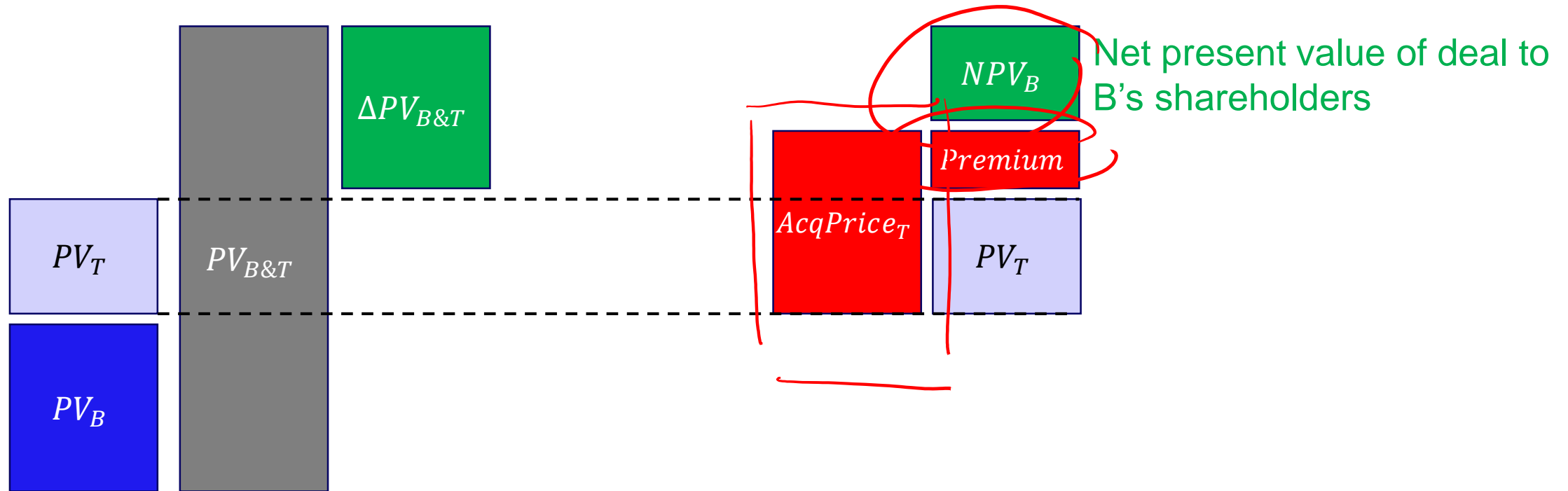
$$\text{Benefit} = PV_{B\&T} - (PV_B + PV_T) = \Delta PV_{B\&T}$$



But: benefits are distributed between B and T's shareholders

# How can M&A transactions create value (and for whom)?

- Target's shareholders participate in the benefit of the transaction via an acquisition premium
- From B' shareholders perspective, the transaction creates value if and only if the benefits exceed the stand-alone value of T **plus the premium**



# Motives for M&A Transactions

- Economies of scale and scope
  - Savings from high volume production
  - Savings from the combination of the marketing and distribution of different types of related products
- Vertical integration
  - Improved coordination by aligning the goals of two or more firms
- Expertise
  - Access to experienced employees (with knowledge on specific markets, technologies etc.)
- Monopoly gains
  - Reduction of competition

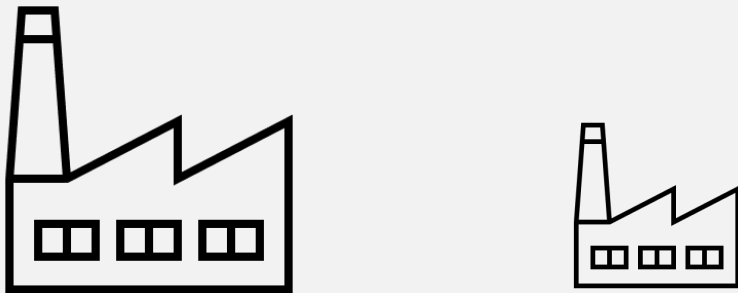


# Motives for M&A Transactions

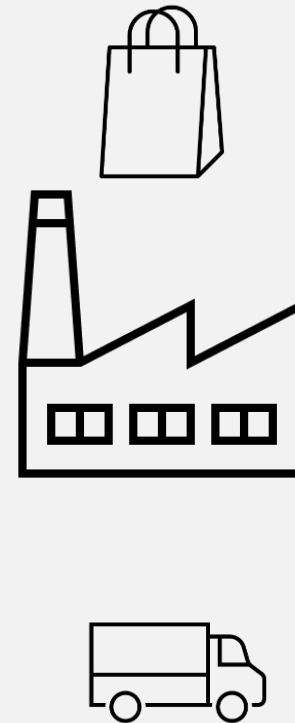
- Efficiency gains
  - Increase in operating efficiency of the target (e.g., through elimination of redundant resources)
- Tax savings from operating losses
  - Loss of one firm might be offset by the profit of another firm
- Diversification
  - Benefits from risk reduction, lower cost of debt, increased debt capacity, or liquidity enhancements
  - But also greater coordination costs
  - Shareholders might be better at diversifying
- Managerial motives
  - Motives resulting from agency conflicts (e.g., incentive for empire-building)
  - Overconfidence

# Types of M&A Transactions – by industrial relations

**Horizontal merger** acquirer and target in **same industry**



**Vertical merger** acquirer and target in **related industries** (customers / suppliers)



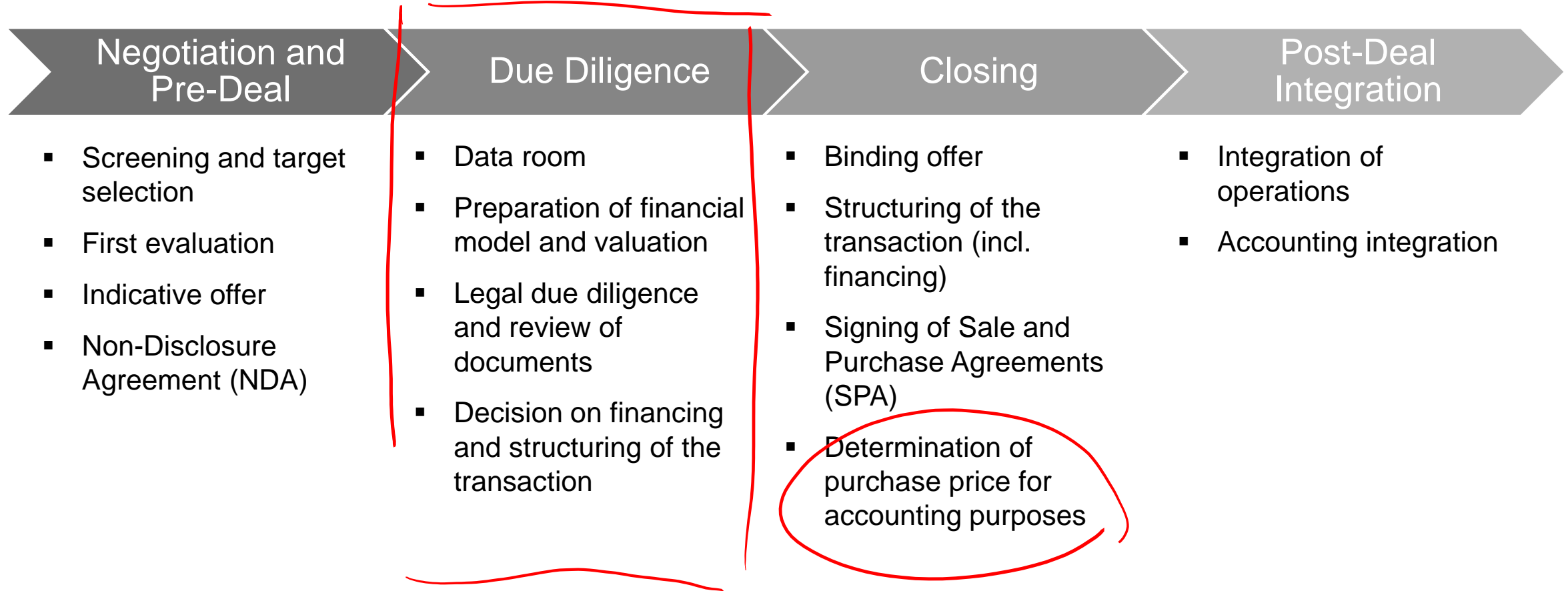
# Course Structure

Block	Topic
1	Key Concepts
1.1	Economics of M&A Transactions
1.2	<b>Deal Structures</b>
1.3	Consolidated Financial Statements
1.4	Obtaining Control and Scope of Consolidation



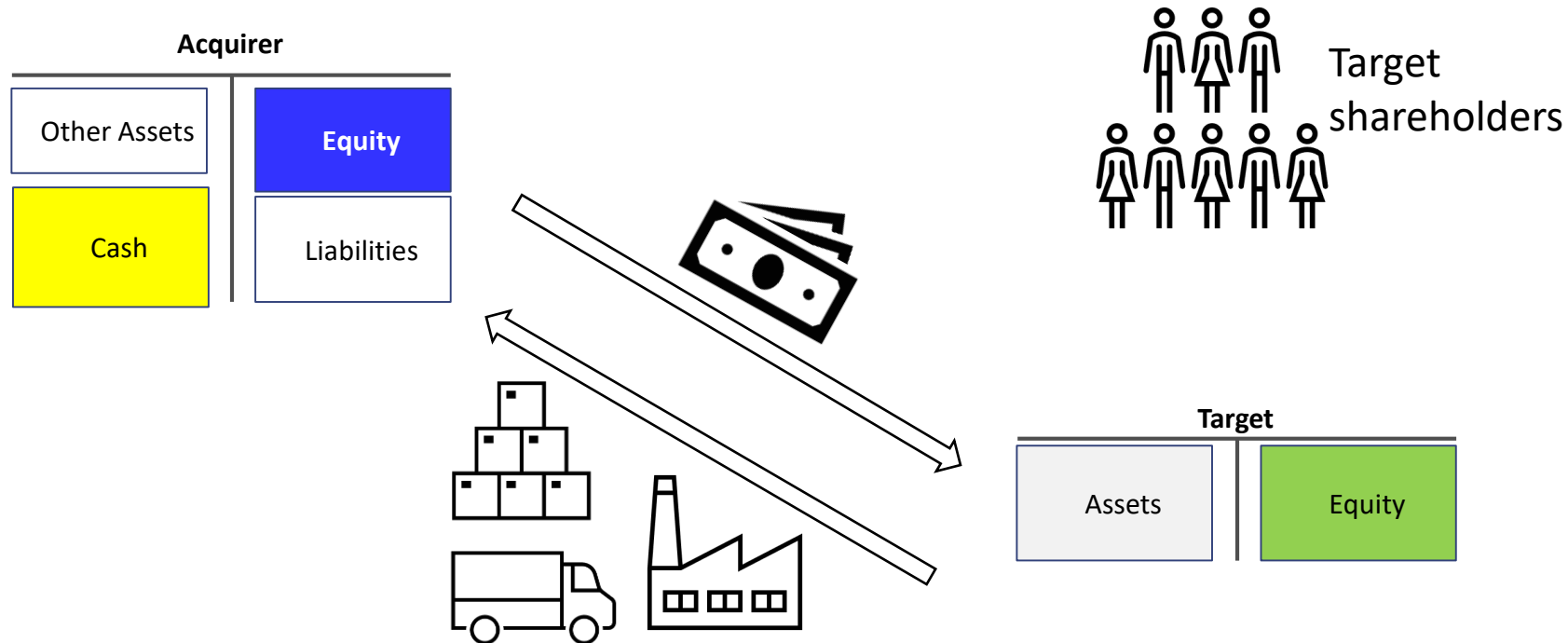
- What does the M&A process look like?
- What are possible financial arrangements for M&A transactions?

# M&A Process



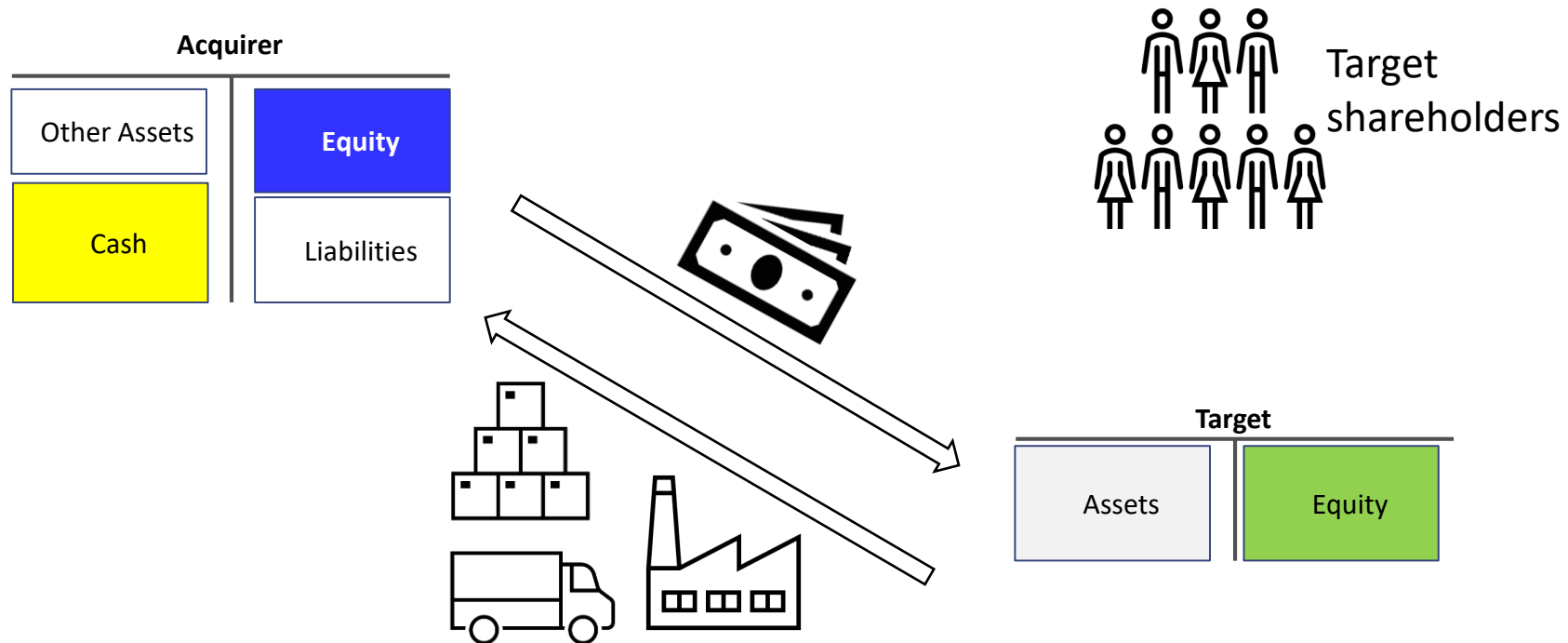
# Types of M&A Transactions – by deal structure

## Asset Deal



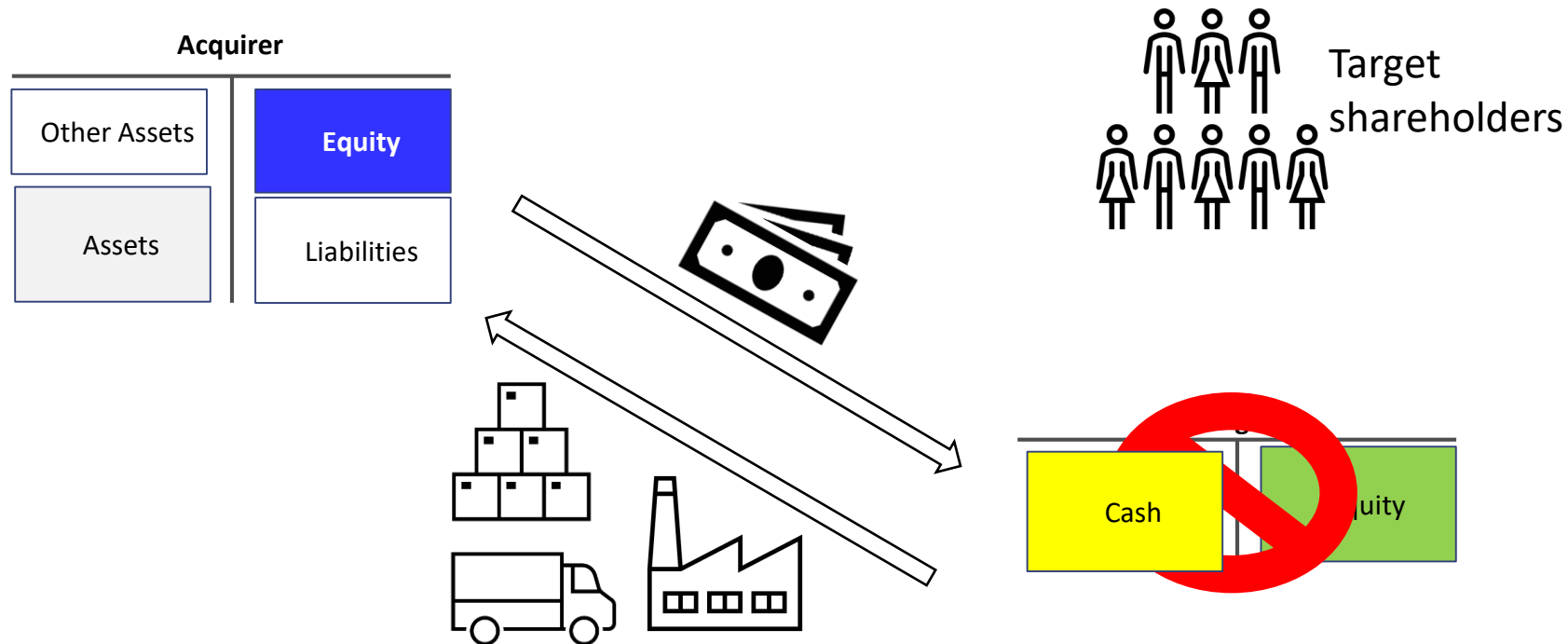
# Types of M&A Transactions – by deal structure

## Asset Deal



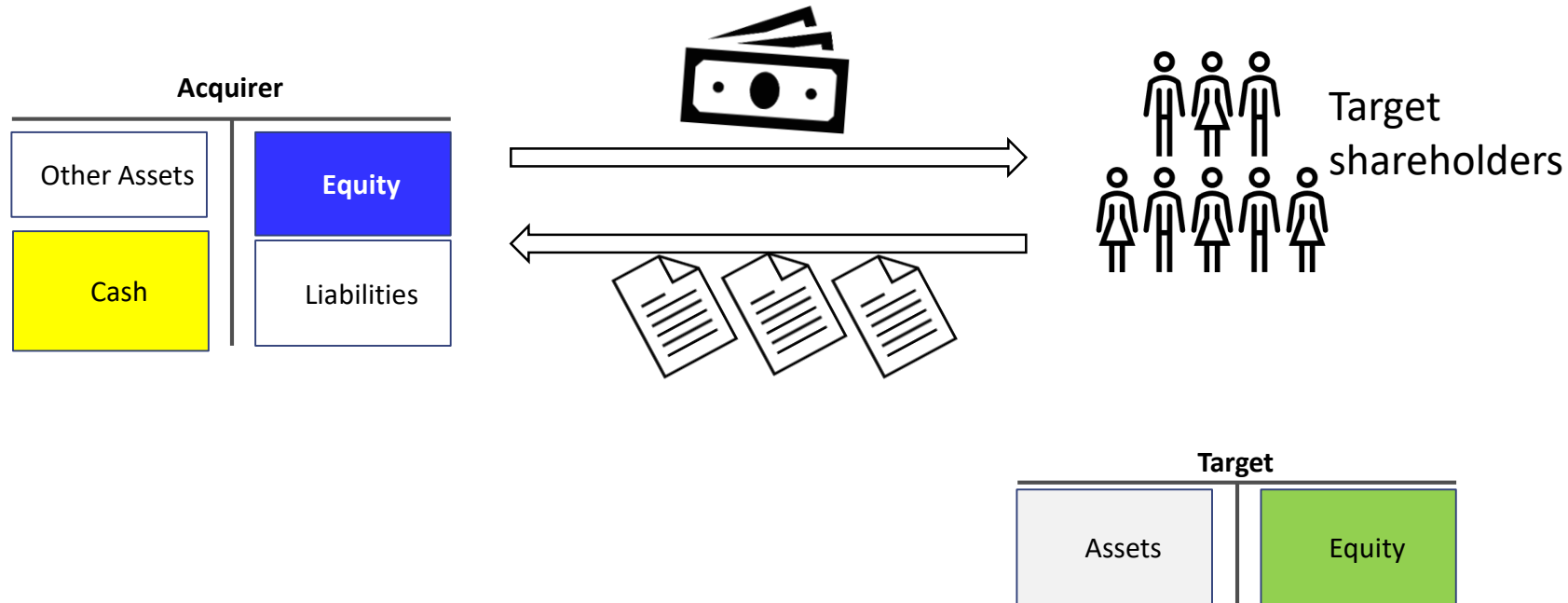
# Types of M&A Transactions – by deal structure

## Asset Deal



# Types of M&A Transactions – by deal structure

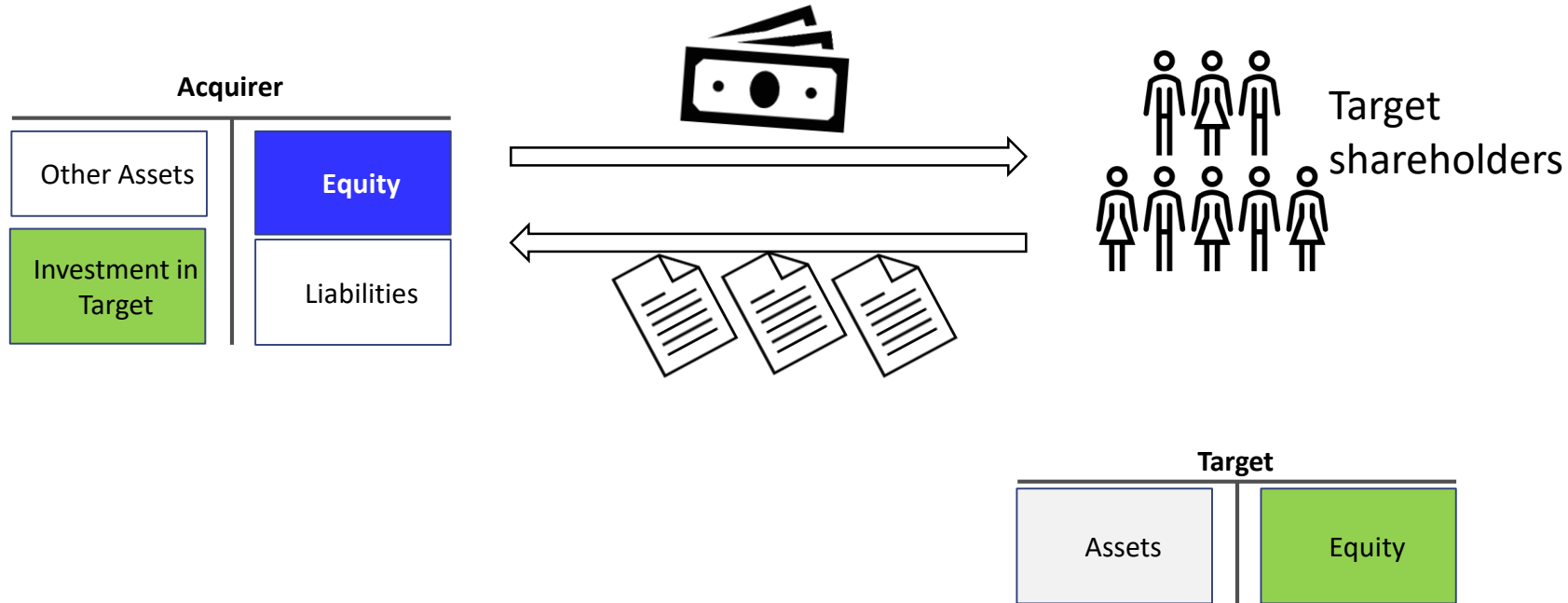
## Share Deal





# Types of M&A Transactions – by deal structure

## Share Deal



# Financing of a Share Deal

Share Deal		
Ways to pay for Target's shares:		
Cash	Cash / stock mix	<u>Acquirer's own shares</u> (stock-for-stock acquisition / stock financing)
		<ul style="list-style-type: none"><li>• Newly issued shares</li><li>• Treasury shares</li></ul>

# Asset Deal versus Share Deal Summary

Asset Deal	Share Deal
Acquirer interacts with <u>Target's management</u>	Acquirer interacts with <u>Target's shareholders</u> (hostile takeover possible)
Acquirer gets ownership of <u>target's assets</u> .	Acquirer obtains <u>control</u> over target (typically, by acquiring the majority of voting rights).
Target typically <u>ceases to exist as</u> a separate legal entity after the transactions.	Target can continue to exist as a legal entity after the transaction.
No need for <u>consolidation</u> – all assets are already on Acquirer's balance sheet	<u>Need for consolidation</u> – investment shown in Acquirer's balance sheet does not reflect economic fundamentals of the business group
Stock financing uncommon	Stock financing possible to mitigate overpayment / undervaluation

# Course Structure

Block	Topic
1	Key Concepts
1.1	Economics of M&A Transactions
1.2	Deal Structures
1.3	<b>Consolidated Financial Statements</b>
1.4	Obtaining Control and Scope of Consolidation



- Why do we need consolidated financial statements?
- What are the accounting differences between consolidated and unconsolidated financial statements?

# Why do we need consolidated financial statements?

- Two balance sheets of L'Oreal – what's the difference?

Unconsolidated (parent)

ASSETS				
€ millions (net values)	Notes	31.12.2023	31.12.2022	31.12.2021
Intangible assets	11	4,258.1	4,876.4	4,607.4
Tangible assets	12	439.2	625.3	573.4
Financial assets	13	20,353.0	17,274.5	19,272.1
<b>Non-current assets</b>		<b>25,050.3</b>	<b>22,776.3</b>	<b>24,452.9</b>
Inventories		0.9	135.6	102.3
Prepayments to suppliers		12.5	11.6	6.4
Trade accounts receivable	15	722.9	1,030.9	770.2
Other current assets	15	347.8	513.6	515.0
Marketable securities and cash instruments	14	72.0	76.8	33.4
Cash and cash equivalents	26	347.1	618.0	0.6
<b>Current assets</b>		<b>1,503.2</b>	<b>2,386.5</b>	<b>1,427.9</b>
Prepaid expenses		61.0	90.8	84.4
Bond redemption premiums		7.4	0.0	0.0
Unrealised exchange losses	20	45.4	59.6	188.2
<b>TOTAL ASSETS</b>		<b>26,667.3</b>	<b>25,313.3</b>	<b>26,153.4</b>

Consolidated (group)

ASSETS				
€ millions	Notes	31.12.2023	31.12.2022	31.12.2021
<b>Non-current assets</b>		<b>35,529.7</b>	<b>32,794.5</b>	<b>30,937.6</b>
Goodwill	7.1	13,102.6	11,717.7	11,074.5
Other intangible assets	7.2	4,287.1	3,640.1	3,462.8
Right-of-use assets	3.2	1,692.4	1,482.7	1,507.6
Property, plant and equipment	3.2	3,867.7	3,481.7	3,266.2
Non-current financial assets	9.3	11,631.6	11,652.8	10,920.2
Investments accounted for under the equity method	8	27.0	18.4	9.9
Deferred tax assets	6.3	921.2	801.1	696.5
<b>Current assets</b>		<b>16,325.4</b>	<b>14,049.6</b>	<b>12,075.8</b>
Inventories	3.3	4,482.4	4,079.4	3,166.9
Trade accounts receivable	3.3	5,092.7	4,755.5	4,021.0
Other current assets	3.3	2,270.6	2,423.2	2,037.9
Current tax assets		191.6	173.9	136.2
Cash and cash equivalents	9.2	4,288.1	2,617.7	2,713.8
<b>TOTAL</b>		<b>51,855.1</b>	<b>46,844.2</b>	<b>43,013.4</b>

# Why do we need consolidated financial statements?

## Unconsolidated / Parent Company F/S (French GAAP)

### ASSETS

€ millions (net values)	Notes	31.12.2023	31.12.2022	31.12.2021
Intangible assets	11	4,258.1	4,876.4	4,607.4
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### Note 13. Financial assets

€ millions	31.12.2021	31.12.2022	Allocation of technical merger losses	Acquisitions/ Subscriptions	Disposals/ Reductions	Partial asset contributions <sup>(5)</sup>	Other movements	31.12.2023
Equity investments <sup>(1)</sup>	11,066.1	17,832.8	-	997.8	-155.9	781.7	-71.8	19,384.6
Loans and other receivables <sup>(2)</sup>	33.6	223.2	-	6,425.6	-2,851.6	-5.5	-38.1	3,753.6
L'Oréal shares <sup>(3)</sup>	8,904.0	0.0	-	500.0	-	-	-500.0	0.0
Others	5.4	4.9	-	4.2	-0.9	-3.9	-	4.3
<b>Gross value</b>	<b>20,009.1</b>	<b>18,060.9</b>	<b>-</b>	<b>7,927.6</b>	<b>-3,008.4</b>	<b>772.3</b>	<b>-609.9</b>	<b>23,142.5</b>
Equity investments <sup>(4)</sup>	736.4	785.6	-	2,107.9	-63.8	-	-40.4	2,789.3
Loans and other receivables	0.4	0.4	-	0.4	-0.4	-0.4	-	0.0
Others	0.2	0.3	-	-	-	-0.1	-	0.2
<b>Impairment</b>	<b>737.0</b>	<b>786.3</b>	<b>-</b>	<b>2,108.3</b>	<b>-64.2</b>	<b>-0.5</b>	<b>-40.4</b>	<b>2,789.5</b>
<b>NET VALUE</b>	<b>19,272.1</b>	<b>17,274.6</b>	<b>-</b>	<b>5,819.3</b>	<b>-2,944.2</b>	<b>771.8</b>	<b>-569.5</b>	<b>20,353.0</b>

(1) Acquisitions essentially corresponded to Aésop UK securities for €968.2 million.

Disposal/reduction: these mainly concerned the capital reduction of L'Oréal Brazil and the disposal of Sanoflore and L'Oréal Venezuela shares.

Other movements included the disposal of L'Oréal Côte d'Ivoire and LOA3 (UTA) securities.

(2) Movements on loans and other receivables correspond to loans granted and repaid during the year to Finval. During the 2023 financial year, L'Oréal S.A. set up long-term loans with Finval for €4,750 million, with maturities ranging from 2025 to 2028. €1,000 million was repaid early in 2023.

(3) On 27 July 2023, the Board of Directors resolved, in connection with the authorisation approved by the Annual General Meeting of 21 April 2023, to buy back L'Oréal shares in the maximum amount of €500 million. The shares thus bought back for €500 million were cancelled in line with the Board of Directors' decision on 7 December 2023.

(4) Mainly corresponds to the provision for impairment of L'Oréal Singapore securities.

(5) Financial assets contributed as part of partial contributions of assets and securities received as remuneration for contributions (L'Oréal France and L'Oréal International Distribution).

The table of subsidiaries and holdings is included at the end of the parent company financial statements.

# Why do we need consolidated financial statements?

## Consolidated / Group F/S (IFRS)

€ million							
2023	31.12.2022	Acquisitions/ Depreciation	Disposals/ Reversals	Changes in the scope of consolidation <sup>(2)</sup>	Other movements <sup>(1)</sup>	Translation difference	31.12.2023
Brands with indefinite useful life <sup>(3)</sup>	2,589.7	0.1		507.3	-0.1	-49.1	3,047.9
Amortisable brands and product ranges	93.9			-8.7	6.0	-2.8	88.4
Licences and patents	771.4	1.8	-6.6	42.1	5.3	-0.5	813.5
Software	1,624.7	46.6	-169.9	16.5	80.8	-32.5	1,566.2
Customer relationships	658.0			-7.4	-13.8	-22.2	614.6
Assets under construction	416.8	296.7			-79.3	-2.4	631.8
Others	32.9	10.0	-2.8	0.8	-1.6	-1.1	38.2
<b>Gross value</b>	<b>6,187.1</b>	<b>355.1</b>	<b>-179.3</b>	<b>550.6</b>	<b>-2.7</b>	<b>-110.7</b>	<b>6,800.1</b>
Brands with indefinite useful life	403.5	19.8		-14.5		-13.8	395.0
Amortisable brands and product ranges	79.6	2.1		-8.7	4.7	-2.8	74.9
Licences and patents	210.3	20.3	-6.6	-12.8	3.0	-0.6	213.6
Software	1,241.3	155.0	-169.7	12.3	7.7	-24.1	1,222.5
Customer relationships	586.8	18.9		-10.0	0.5	-21.3	574.9
Others	25.5	10.0	-2.7	0.8	-0.6	-0.9	32.1
<b>Depreciation and provisions</b>	<b>2,547.0</b>	<b>226.2</b>	<b>-179.0</b>	<b>-32.9</b>	<b>15.3</b>	<b>-63.5</b>	<b>2,513.0</b>
<b>OTHER INTANGIBLE ASSETS - NET</b>	<b>3,640.1</b>	<b>128.9</b>	<b>-0.2</b>	<b>583.5</b>	<b>-18.1</b>	<b>-47.2</b>	<b>4,287.1</b>

(1) Other movements mainly consisted of the reduction in the gross value of the recognized customer relationship following the finalization of the allocation of the price paid for the Skinbetter Science acquisition (-€13.8 million).

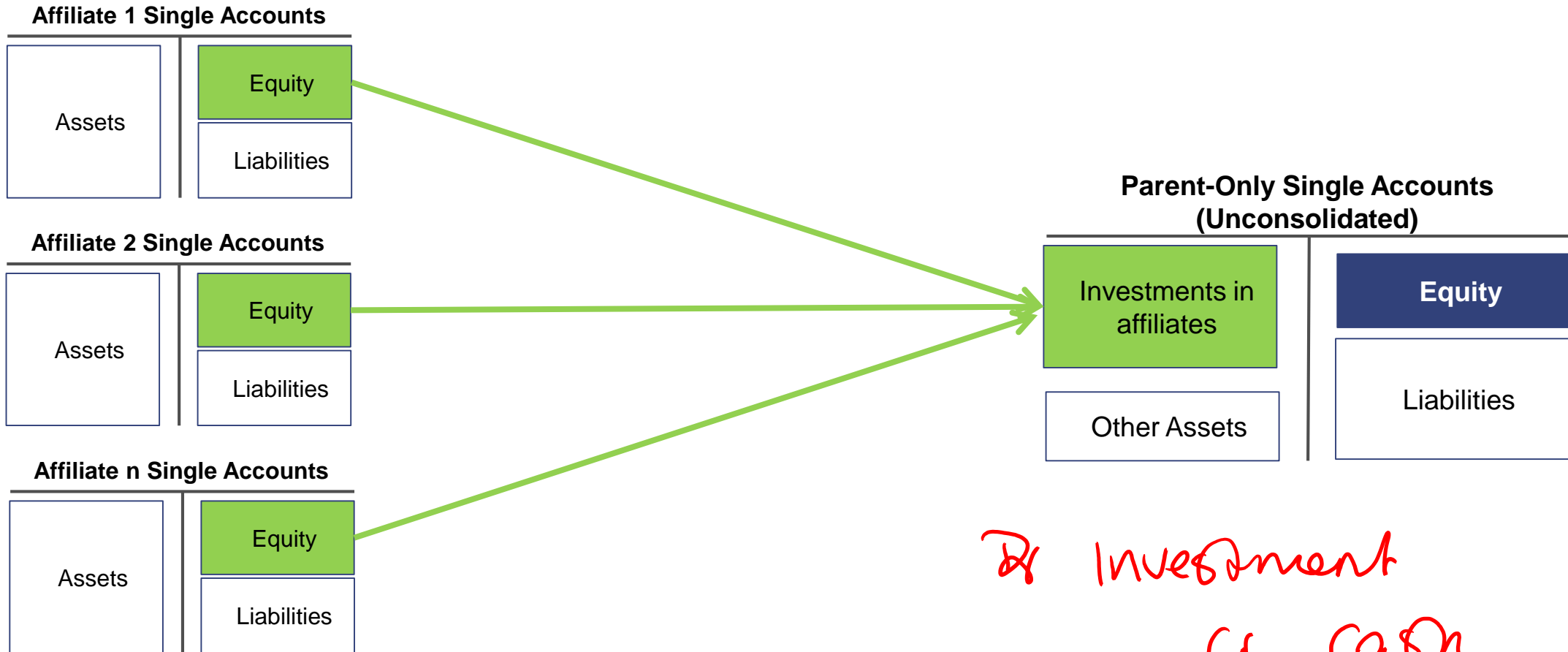
(2) Changes in scope of consolidation mainly correspond to the provisional allocation of Aēsop goodwill to the brand (€521.8 million), technology (€54.9 million) and software for (€4.2 million).

(3) At end-2023, the gross value of brands with an indefinite useful life span breaks down as follows:

## ASSETS

€ millions	Notes	31.12.2023	31.12.2022	31.12.2021
<b>Non-current assets</b>		<b>35,529.7</b>	<b>32,794.5</b>	<b>30,937.6</b>
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Right-of-use assets	3.2	1,692.4	1,482.7	1,507.6
Property, plant and equipment	3.2	3,867.7	3,481.7	3,266.2
Non-current financial assets	9.3	11,631.6	11,652.8	10,920.2
Investments accounted for under the equity method	8	27.0	18.4	9.9
Deferred tax assets	6.3	921.2	801.1	696.5
<b>Current assets</b>		<b>16,325.4</b>	<b>14,049.6</b>	<b>12,075.8</b>
Inventories	3.3	4,482.4	4,079.4	3,166.9
Trade accounts receivable	3.3	5,092.7	4,755.5	4,021.0
Other current assets	3.3	2,270.6	2,423.2	2,037.9
Current tax assets		191.6	173.9	136.2
Cash and cash equivalents	9.2	4,288.1	2,617.7	2,713.8
<b>TOTAL</b>		<b>51,855.1</b>	<b>46,844.2</b>	<b>43,013.4</b>

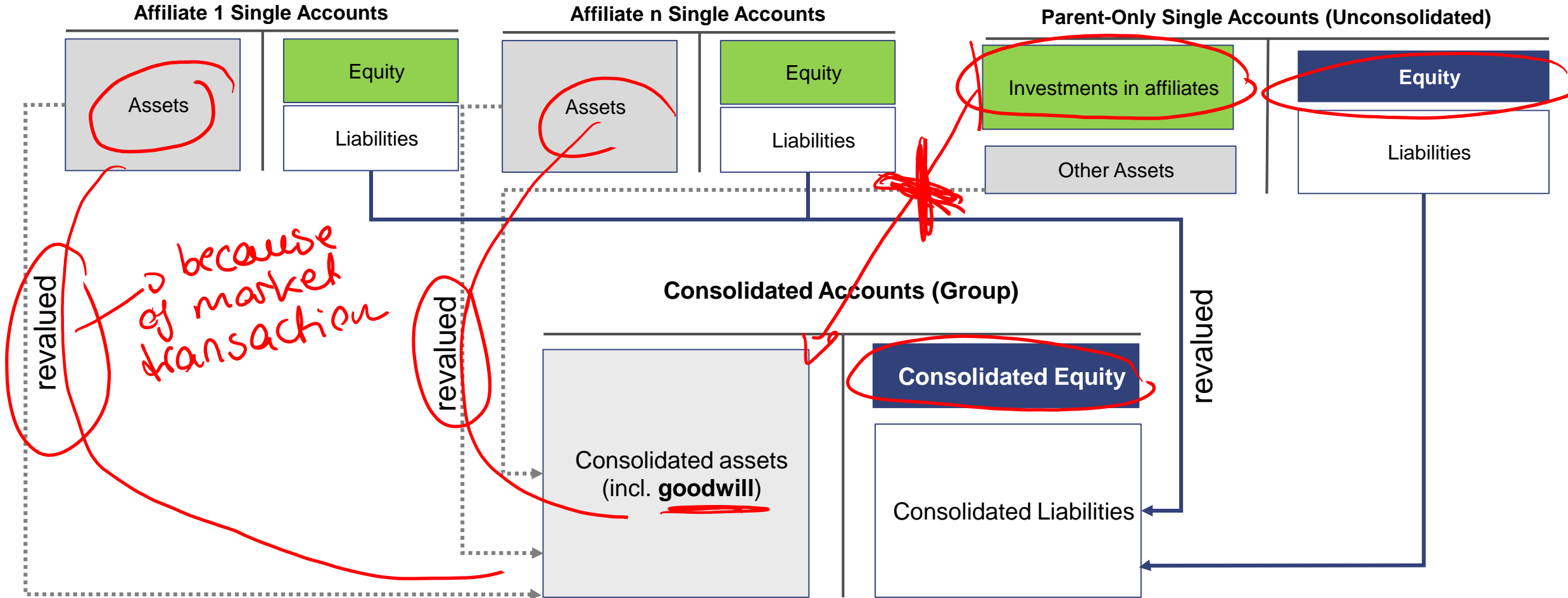
# Accounting for M&A Transactions From Unconsolidated Accounts...



*Investment as cash*



# Accounting for M&A Transactions ... To Consolidated Financial Statements



Consolidated financial statements depict a group's assets, liabilities, equity, income, expenses and cash flows as those of a single economic entity.

# Our focus: consolidated reporting under International Financial Reporting Standards (IFRS)

## What are the IFRS?

- Global accounting standards
- Applicable in more than 100 jurisdictions
- Tool for quick and easy access to standards:



<https://www.ifrs.org/issued-standards/list-of-standards/>

## Who develops IFRS?

- International Accounting Standards Board (IASB)
  - For sustainability: International Sustainability Standards Board (ISSB)
- Private organization (Foundation)



YEAR ENDED 31 DECEMBER 2022

	Note	2022 £'000	2021 £'000
Income			
Contributed revenue	3	32,499	17,325
Earned revenue	4	15,972	11,091
Other income	4	213	370
		<u>48,684</u>	<u>28,786</u>

Quelle: IFRS Foundation, Annual Report 2022

- Due process for standard setting
- EU endorsement

# Who needs to disclose IFRS consolidated financial statements?

					
	Consolidated F/S	Unconsolidated F/S		Consolidated F/S	Unconsolidated F/S
<b>Public* companies</b>	IFRS (mandatory)	IFRS or national GAAP (option)	<b>Public companies</b>	IFRS (mandatory)	<u>Disclosure: IFRS or national GAAP (choice)</u>
<b>Private companies</b>	IFRS or national GAAP (option)	IFRS or national GAAP (option)	<b>Private companies</b>	IFRS or national GAAP (choice)	But: <u>preparation</u> requirement for national GAAP (dividends and other legal consequences)

\* Companies listed on an EU regulated market (e.g., Eurex; not: open market (“Freiverkehr”))

# (Some) relevant accounting standards for preparing consolidated financial statements

## IFRS 10 Consolidated Financial Statements

Follow



Standard 2024 Issued

### Objective

- 1 The objective of this IFRS is to establish principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities.

### Meeting the objective

- 2 To meet the objective in paragraph 1, this IFRS:
- (a) requires an entity (the parent) that controls one or more other entities (subsidiaries) to present consolidated financial statements;
  - (b) defines the principle of control, and establishes control as the basis for consolidation;
  - (c) sets out how to apply the principle of control to identify whether an investor controls an investee and therefore must consolidate the investee;
  - (d) sets out the accounting requirements for the preparation of consolidated financial statements; and
  - (e) defines an investment entity and sets out an exception to consolidating particular subsidiaries of an investment entity.
- 3 This IFRS does not deal with the accounting requirements for business combinations and their effect on consolidation, including goodwill arising on a business combination (see IFRS 3 *Business Combinations*).

## IFRS 3 Business Combinations

Follow



Standard 2024 Issued

### Objective

- 1 The objective of this IFRS is to improve the relevance, reliability and comparability of the information that a reporting entity provides in its financial statements about a business combination and its effects. To accomplish that, this IFRS establishes principles and requirements for how the acquirer:
- (a) recognises and measures in its financial statements the identifiable assets acquired, the liabilities assumed and any non-controlling interest in the acquiree;
  - (b) recognises and measures the goodwill acquired in the business combination or a gain from a bargain purchase; and
  - (c) determines what information to disclose to enable users of the financial statements to evaluate the nature and financial effects of the business combination.

# Course Structure

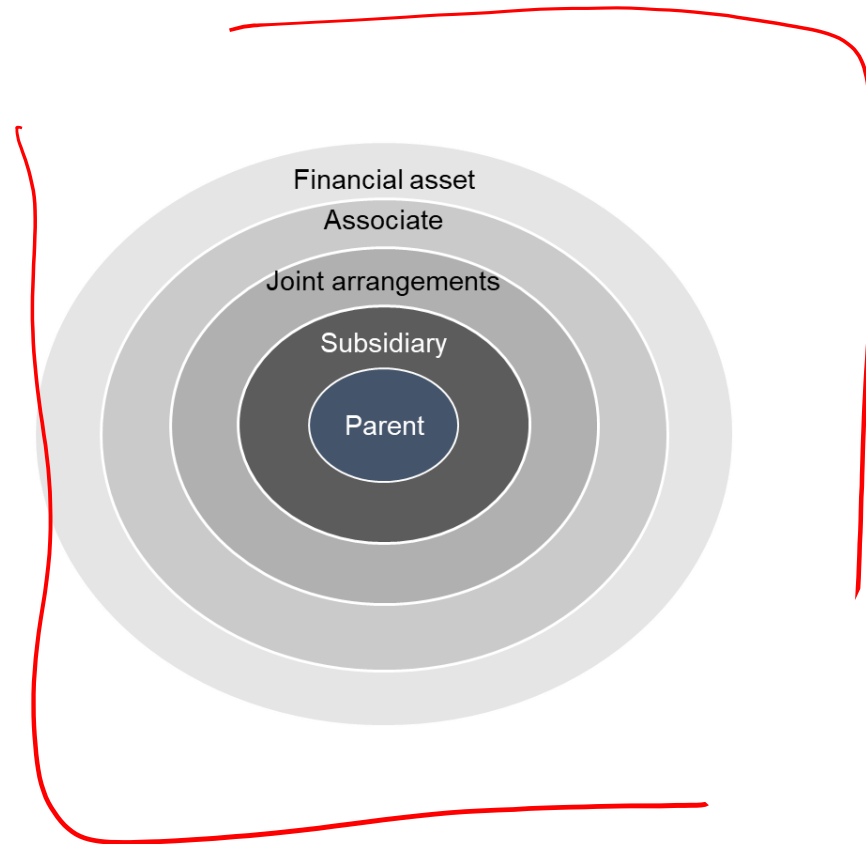
Block	Topic
1	Key Concepts
1.1	Economics of M&A Transactions
1.2	Deal Structures
1.3	Consolidated Financial Statements
1.4	<b>Obtaining Control and Scope of Consolidation</b>



- Which entities are included in the consolidated financial statements?

# Relevant IFRS standards, by intensity of business combination

- **Business combination:** “A transaction or other event in which an acquirer obtains **control** of one or more businesses. Transactions sometimes referred to as ‘true mergers’ or ‘mergers of equals’ are also business combinations as that term is used in this IFRS.” (IFRS 3.A)
  - **Control:** “Investor is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.” (IFRS 10.A)
- **Joint arrangement:** “An arrangement of which two or more parties have **joint control**.” (IFRS 11.A)
- **Associate:** “An associate is an entity over which the investor has **significant influence**.” (IAS 28.3)
- **Financial asset:** “A financial asset is any asset that is: (a) cash; (b) an equity instrument of another entity; (c) [...]” (IAS 32.11)



# IFRS 10: Defining Control

Power-so-as-to-benefit model

## IFRS 10 Consolidated Financial Statements

Follow



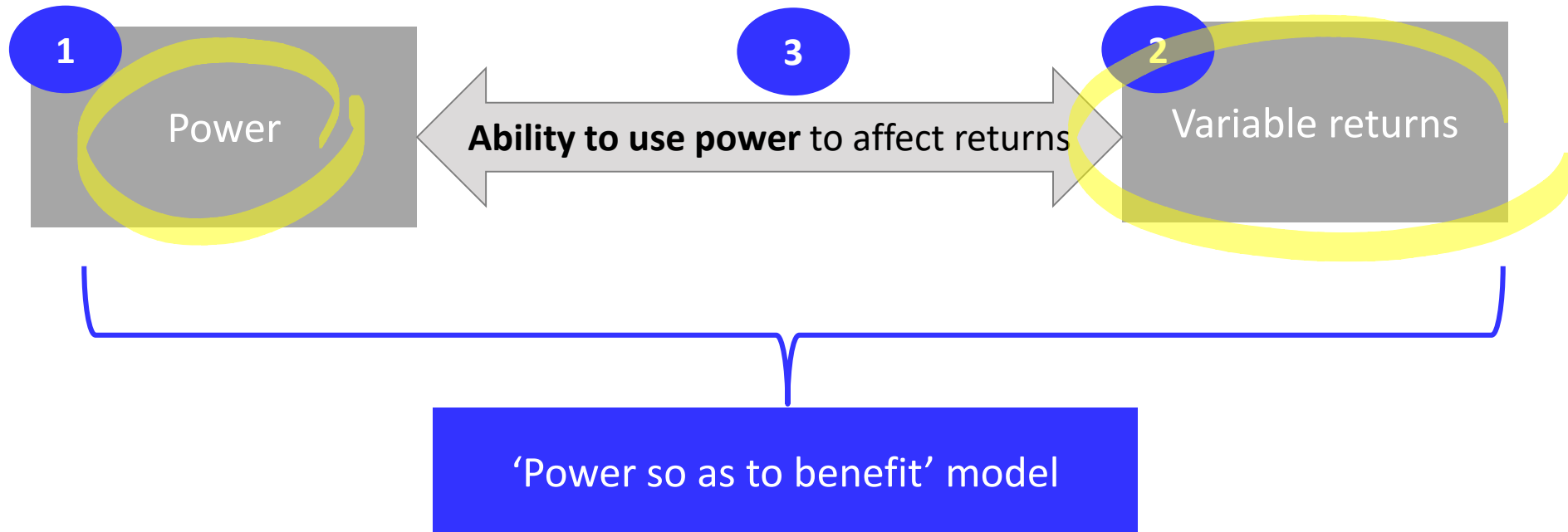
Standard 2024 Issued

### Control

- 5 An investor, regardless of the nature of its involvement with an entity (the investee), shall determine whether it is a parent by assessing whether it controls the investee.
- 6 An investor controls an investee when it is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.
- 7 Thus, an investor controls an investee if and only if the investor has all the following:
- (a) power over the investee (see paragraphs 10–14);
  - (b) exposure, or rights, to variable returns from its involvement with the investee (see paragraphs 15 and 16); and
  - (c) the ability to use its power over the investee to affect the amount of the investor's returns (see paragraphs 17 and 18).

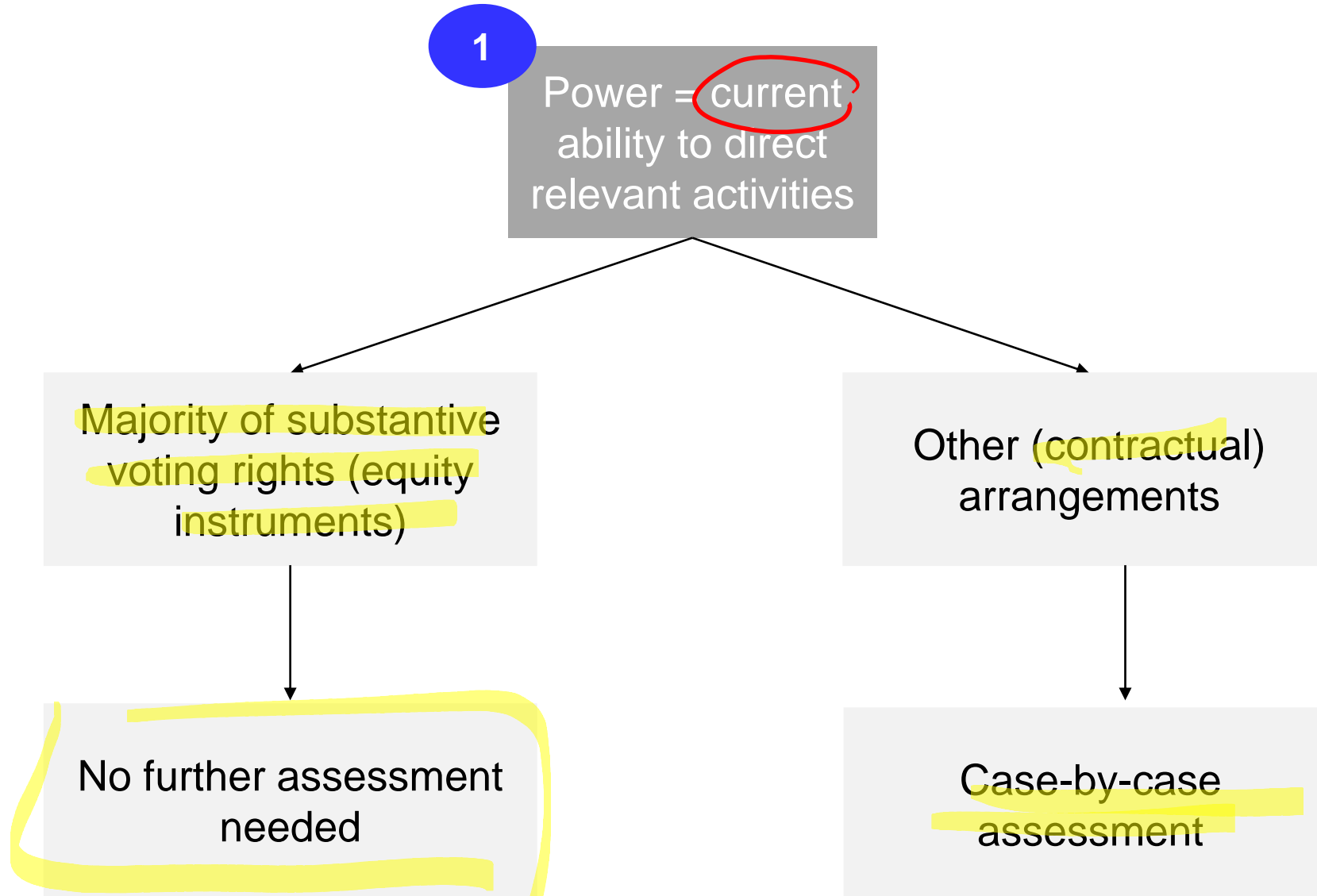
# Control

Control exists when an investor has all of the following three elements:

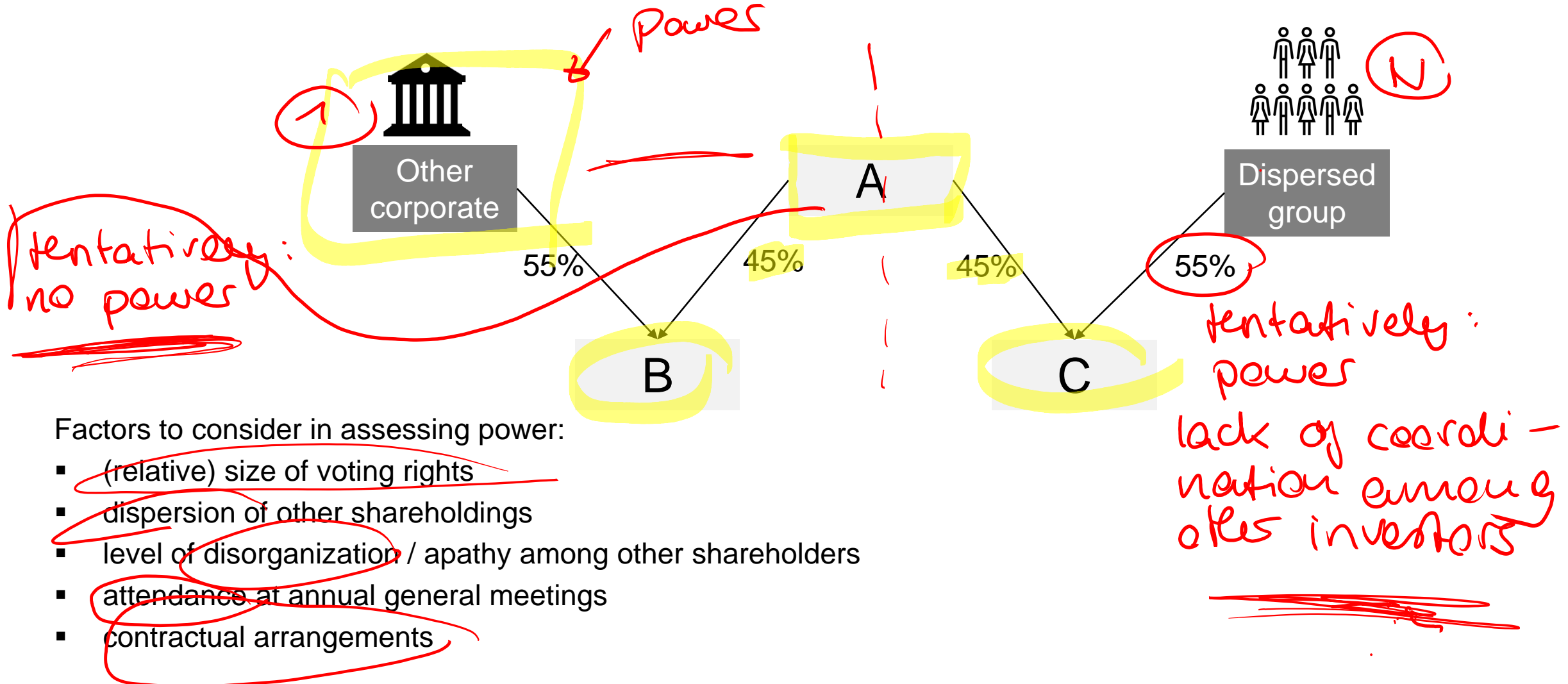




# Power



# Power in the absence of majority holdings



Factors to consider in assessing power:

- (relative) size of voting rights
- dispersion of other shareholdings
- level of disorganization / apathy among other shareholders
- attendance at annual general meetings
- contractual arrangements

# Power and potential voting rights

- Potential voting rights = ‘rights to obtain voting rights of an investee, such as those within an option or convertible instrument.’ (IFRS 10.B47)
- Substantive or protective?
  - **Substantive rights**: allow investor to direct **current** relevant activities  
Considering benefits from and barriers to exercising these rights
  - **Protective rights**: exercisable only in exceptional circumstances / upon fundamental changes in investee

→ power

# Potential voting rights

## Benefits and barriers

- Examples:

- A has a **call option** in B, which is currently **in the money**.

benefits from exercising → substantive → power

- A has a call option in B, but would need to **borrow additional capital** to exercise this option.

liquidity constraint → barrier to exercise → defensive

- A holds a **debt instrument in B**, which includes a covenant that B must not engage in **substantial M&A activities**. If the covenant is violated, A has a **right to claim its debt**.

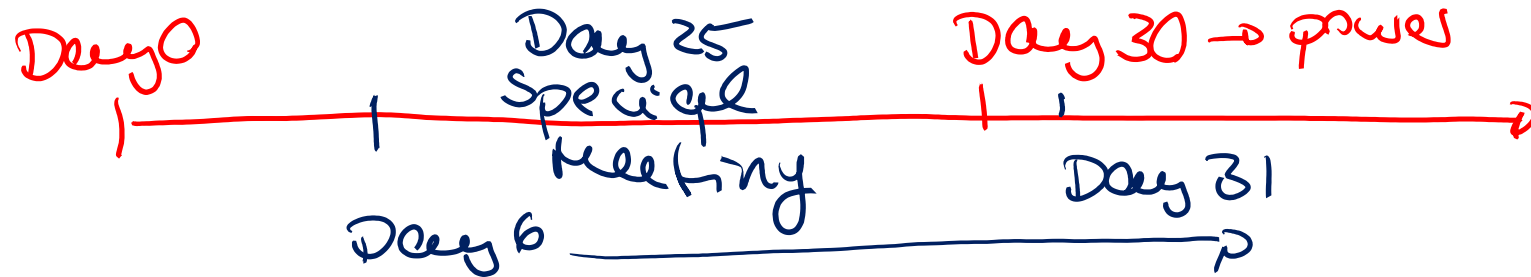
∴ depends on B's action

- A holds a **convertible debt instrument** in B, which currently is **out of the money**. If converted, A would hold the majority of voting rights in B. A's and B's businesses are closely related and directing B's activities would allow A to **realize synergies**.

substantive: benefits from synergies

protective: out-of-the money

# Potential voting rights Timing



- Substantive rights: allow investor to direct **current** relevant activities
  - Investor needs to be able to exercise right when decisions about relevant activities are made at the investee
  - For a right to be substantive, it does not need to be currently exercisable

## Example:

- A holds a **forward contract** to acquire the majority share in B, **which is exercisable in 30 days**. Currently, there are two other shareholders each holding **10%** of the voting rights in B. The next Annual General Meeting (AGM) is in **8 months**.

Version 1: No other arrangements *Yes; will have majority at next AGM*

Version 2: Shareholders holding more than 5% can call Special Meetings within 25 days.

*Day 0-5 : no (Special Meeting can be called w/o A)*

*Day 5+ : yes (A will have the majority even at special meetings)*

# Structured entities

- Power-so-as-to-benefit model is a “single consolidation model”
  - It applies to unstructured entities (control via voting rights) and structured entities alike.
- Structured entities: voting rights are not the dominant factor establishing control
  - Examples: securitization vehicles, asset-backed financing, some investment funds
  - Voting rights relating to administrative tasks
- Disclosures (IFRS 12)

# Non-controlling interests

- Control can be obtained with <100% of target's shares
- Example:

non-controlling interests

Company name	Place of business	Bayer's interest (%)	Equity (€ million)	Net income (€ million)	Footnote(s)
<b>Asia/Pacific</b>					
279. Bayer New Zealand Limited	Auckland, New Zealand	100	26.5	1.4	1
280. Bayer Pakistan (Private) Limited	Karachi, Pakistan	100	19.0	1.2	1
281. Bayer Pharmaceuticals Private Limited	Thane, India	100	30.6	0.5	-
282. Bayer Philippines Incorporated	Taguig City, Philippines	100	56.5	11.2	1
283. Bayer Taiwan Company Ltd.	Taipei, Taiwan	100	29.6	11.2	1
284. Bayer Thai Co., Ltd.	Bangkok, Thailand	100	19.2	9.1	1
285. Bayer Vapi Private Limited	Vapi, India	100	620.1	34.6	-
286. Bayer Vietnam Ltd.	Bien Hoa City (Amsta), Vietnam	100	81.4	14.9	1
287. Bayer Yakuhin, Ltd.	Osaka, Japan	100	57.2	(83.6)	1
288. Bayer Zydus Pharma Private Limited	Mumbai, India	75	13.2	(1.7)	-
289. Beijing N.M. Fengnui Crop S&T Co., Ltd.	Beijing, China	100	-	-	3
290. Dihon Pharmaceutical Group Co., Ltd.	Kunming, China	100	(3.0)	164.8	1
291. Inmaxion Pty. Ltd.	Rydalmere, Australia	100	-	-	3

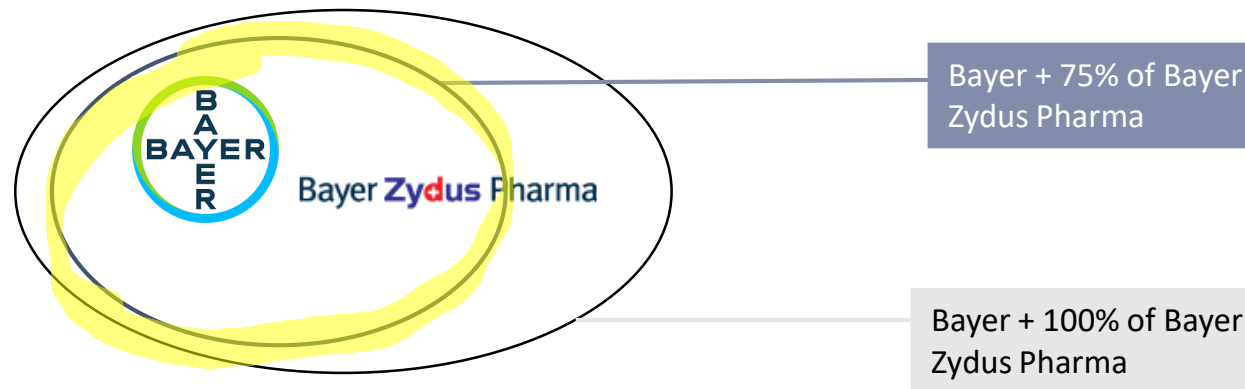
75%

25%

Bayer Zydus Pharma subsidiary

- How to treat the 25% (so-called “non-controlling interests”) that are not held by Bayer (parent company)?
  - Essentially. How to set the boundaries of the corporate group

# Treating non-controlling interests: theoretical underpinnings



## Parent company theory

- Business group presented as extension of parent company's financial statements, including its **fractional ownership in subsidiary**
- Non-controlling shareholders are **external debt capital providers**

## Entity theory

- Business group presented as one economic entity
- Accounting for subsidiary in consolidated group accounts
- Non-controlling shareholders are equity holders in the consolidated group; their **equity stake is part of consolidated equity**



# Non-controlling interests in Bayer's financial statements

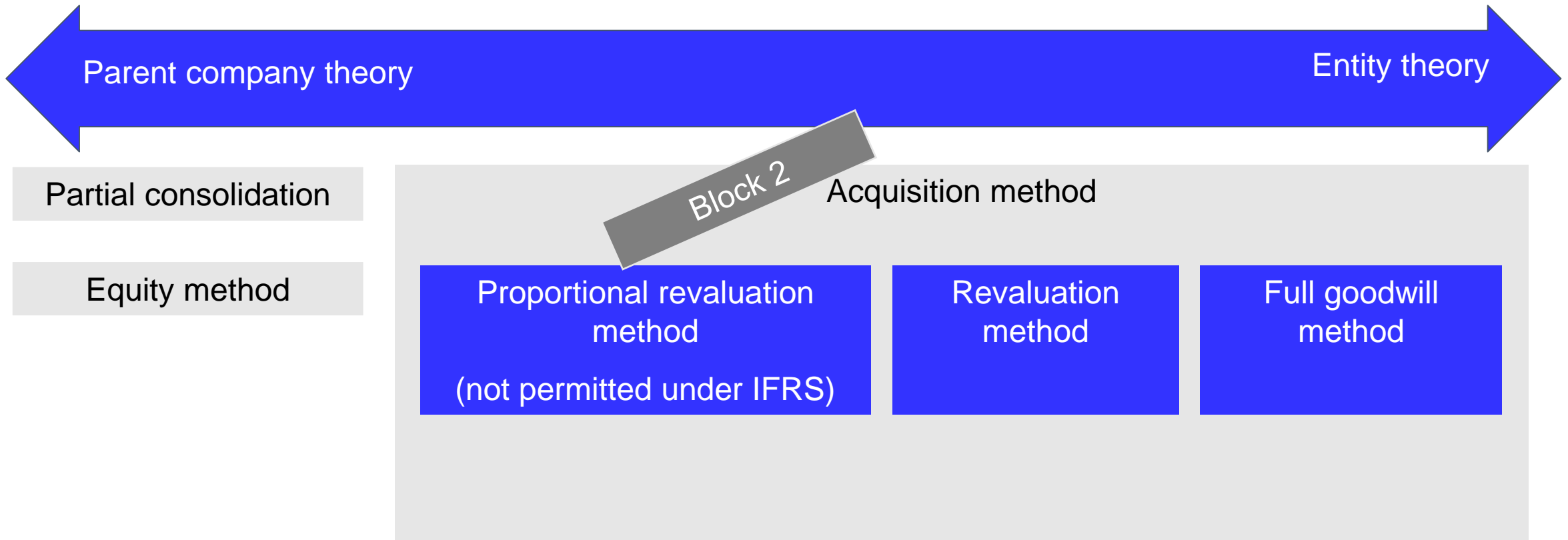
- “The financial statements of a group in which the assets, liabilities, equity, income, expenses and cash flows of the parent and its subsidiaries are presented as those of a single economic entity.” (IFRS 10, Appendix A)
  - Full consolidation of assets and liabilities
  - Separate presentation of equity attributable to non-controlling interests

**Bayer Group 2022** B 3

€ million	Note	Dec. 31, 2021	Dec. 31, 2022
<b>Equity</b>	[21]		
Capital stock		2,515	2,515
Capital reserves		18,261	18,261
Other reserves		12,244	17,997
<b>Equity attributable to Bayer AG stockholders</b>		<b>33,020</b>	<b>38,773</b>
Equity attributable to noncontrolling interest		148	153
		<b>33,168</b>	<b>38,926</b>

*Handwritten note: "parent" with an arrow pointing to the "Equity" row.*

# Preview: Application of parent company theory and entity theory



# Block 1: Key take-aways



- M&A transactions create value if the value of the combined entity exceeds the sum of the stand-alone values of the acquirer and the target.
  - By paying a transaction premium, the acquirer shares some of the value with the (former) shareholders of the target.
- M&A transaction can take place in form of an asset deal or a share deal. Share deals can be financed in cash or through stocks of the combined entity. Stock financing mitigates overpayment / undervaluation because the premium is tied to the value of the combined entity.
- The consolidated financial statements reflects the economic activities of a business group as one economic entity.
  - The business group consists of the parent company and the entities under its control.
- The consolidated financial statements reflect 100% of assets and liabilities of controlled entities (subsidiaries), even if some of their equity is attributable to non-controlling interests.