

Professor David Boymal
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26 March 2008

Dear David

**Exposure Draft ED 161 *Proposed Amendments to AASB 2 and AASB Interpretation 11*
*Group Cash-settled Share-based Payment Transactions***

I am enclosing a copy of the PricewaterhouseCoopers response to the International Accounting Standards Board's *Exposure Draft of Amendments to IFRS 2 Share-based payment and IFRIC 11 IFRS 2 – Group and treasury share transactions – Group cash-settled share-based payment transactions*. The letter reflects the views of the PricewaterhouseCoopers network of firms and as such includes our own comments on the matters raised in the Exposure Draft.

We would welcome the opportunity to discuss our views at your convenience. Please contact me on (03) 8603 2747 or Wayne Andrews (02) 8286 8099 if you would like to discuss this further.

Yours sincerely



Susan Horlin
Partner
Assurance

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International Accounting Standards Board
30 Cannon Street
London
EC4M 6XH

17 March 2008

Dear Sir

Exposure draft: Amendments to IFRS 2 Share-based payment and IFRIC 11 IFRS 2 - Group and treasury share transactions - Group cash-settled share-based payment transactions

We are responding to your invitation to comment on the above Exposure Draft on behalf of PricewaterhouseCoopers.

Following consultation with members of the PricewaterhouseCoopers network of firms, this response summarises the views of member firms who commented on this Exposure Draft. 'PricewaterhouseCoopers' refers to the network of member firms of PricewaterhouseCoopers International Limited, each of which is a separate and independent legal entity.

We welcome the opportunity to comment on the proposals, which address one of several implementation issues that have arisen from IFRS 2. We support the proposed accounting for awards that are in the scope of IFRS 2 in the consolidated financial statements, but do not meet the definition of either equity or cash settled arrangements in an entity's separate financial statements. However, we believe that the principles on which the proposals are based should be set out more clearly so they can be applied in circumstances not explicitly considered in IFRS 2 and IFRIC 11.

Clear statement of underlying principles

We believe that the principles that underpin IFRIC 11 and the proposals are that:

- The classification and measurement of the share based payment expense in the separate financial statements depends on the party that granted the awards.
- An award granted by an entity that receives the goods or services is classified as cash settled when the entity has an obligation to deliver cash or other assets (including equity instruments of another entity within the Group which is not a subsidiary of the receiving entity) and equity settled when no such obligation exists.
- The charge in the separate financial statements of an entity (or entities) receiving the goods or services in exchange for an award granted by a shareholder or another group entity should be the same (in aggregate) as the charge in the consolidated financial statements. When the entity receiving goods or services has no obligation to deliver cash or other assets to the counterparty, the credit is recognised in equity irrespective of how the expense is calculated.

These principles should be stated clearly in IFRS 2 and IFRIC 11.

Transactions by shareholders or a parent

The proposals refer to awards made by a parent, rather than a shareholder. IFRS 2.3 is clear that the scope of IFRS 2 includes transactions in which a shareholder grants an equity settled share based payment in exchange for goods or services (including unidentifiable goods or services as considered in IFRIC 8) received by an entity. The proposed amendments extend the scope of IFRS 2 to cash settled arrangements granted by a parent or another entity in the same group. We believe that the proposals should be amended to require that they are also applied to grants made by any shareholder.

Definitions

The revised text of IFRS 2 describing the scope of equity and cash settled share based payments is much broader than the definition in Appendix A to the standard. We believe that this conflict should be removed and Appendix A revised so that the definitions are consistent with the text. As a minimum this should extend the definitions so that they refer to “equity instruments of the entity’s parent, or equity instruments of another entity in the same group as the entity” as well as “the entity’s shares or other equity instruments of the entity”. This would clarify, for example, that a cash settled award granted by a subsidiary based on the fair value of parent company shares is in the scope of IFRS 2 and IFRIC 11

Transition provisions

We agree with the proposed transition provisions.

If you have any questions on the content of this letter, please do not hesitate to contact Richard Keys, PwC Global Chief Accountant (+44 20 7802 4555), or Tony de Bell (+44 20 7213 5336).

Yours faithfully

PricewaterhouseCoopers LLP