

# IFRS Foundation

## **Consultation: Exposure Drafts: IFRS S1 General Requirements for Disclosure of Sustainability- related Financial Information and IFRS S2 Climate-related Disclosures**

RESPONSE FROM:

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# IFRS Foundation International Sustainability Standards Board Consultation

To: Chair Emmanuel Faber and Vice-Chair Sue Lloyd, ISSB

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## **1. Introduction**

1. UKSA and ShareSoc welcome the opportunity to provide the International Sustainability Standards Board and the IFRS Foundation our comments with regard to the exposure drafts (EDs) IFRS S1 and S2.

### **Timing and due process**

2. We support the creation of the International Sustainability Standards Board and wish to see it succeed in its mission of developing high-quality global standards for sustainability reporting by companies, which should lead to mitigate against the confusion of the complex web of sustainability standards that currently exists. In order to succeed as global standards, the IFRS Sustainability Standards need to be adopted by the local authorities of countries and regions around the world. A necessary basis for this adoption will be that the ISSB demonstrates robust due process, similar to the IASB's for IFRS Accounting Standards.
3. The issuance of S1 and S2 by the chair and vice-chair of the ISSB ahead of the appointment of other Board members – and ahead therefore of the ISSB being quorate – has positive aspects, not least by demonstrating a positive declaration of intent to deliver. We welcome this rapidity in activity and support its continuance within the boundaries of sufficient due process.
4. However, the process so far means that the proposed standards have not been through the public board debate that would be a necessary expectation of the ISSB demonstrating due process. Given recent appointments, the board will now be quorate for the first time at its July meeting, and we understand that further board members will be added in the coming months. However, these two standards are probably the most important that the board will produce and deserve full debate and discussion by a full board – and we fully expect that the high quality board members would themselves insist upon such full debate. It would be useful to hear what the full board plan on progressing the EDs and the proposed timetable.
5. We therefore emphasise that the newly quorate board should focus only on developing S1 and S2. This may require re-deliberation and reissuance of draft standards. Acting precipitately risks damaging the ISSB's reputation for due process in ways that would hinder the aim that these standards are adopted globally. While S2 has faced some public testing through its prior existence as TCFD standards, S1 has been subject to less testing and given its fundamental nature to the whole of the ISSB's future work, a clear formal due process by the whole board seems the only appropriate step. Any small delay is a price well worth paying for the greater good of broad support and adoption of these initial proposed standards around the world.

## Materiality and the disclosure problem

6. Our experience is that company reporting, across all narrative and financial reporting, successfully communicates matters of value to investors where it takes the company's business model and strategy as its starting point. This brings coherence and sense to the disclosures and helps provide a natural basis for determining what reporting matters – and is therefore material. We urge that this thought process runs through the ISSB's work and is reflected in S1 in particular. It may also need to be reiterated in subsequent standards.
7. Further, we are concerned that currently the drafting seems to use 'significant' and 'material' interchangeably – or it has at least not made clear any distinction that it draws between the two terms – and we would welcome this being clarified, preferably by using just the single term material, based on the definition adopted for IFRS Accounting Standards<sup>1</sup>, as this is widely understood in the reporting community. If significant is intended to mean something other than material, this needs to be made explicit.
8. The focus on the business model as the driver for what matters and is therefore material to be reported makes it extremely helpful that the introduction to the standard references the business model. It also helpfully considers enterprise value and other concepts capturing the operation of companies as businesses. The importance of the business model means that challenges and threats to the business model – such as the implications of a move to a less carbon-intensive economy for many businesses – should be a key aspect of sustainability reporting. This framework should help make discussions of asset lives and impairment assessments more informative and insightful. We are not sure that the definition of enterprise value is yet as clear as it may need to be so that the assessment of materiality can be made on an appropriate basis (considerations might need to include the definition of net debt, inclusion of lease liabilities and the implications of debt within subsidiaries with minority shareholders). Further, it may be that companies will need guidance on how sustainability issues could affect their enterprise value and the different components of it.
9. The area of reputational risks – something that can rapidly affect a company's licence to operate and customer perception, particularly in a world with instantaneous communications – is one that we believe needs to be given more active consideration in the standard. It is among the issues that can impact a

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<sup>1</sup> "Information is material if omitting, misstating or obscuring it could reasonably be expected to influence the decisions that the primary users of general purpose financial statements make on the basis of those financial statements, which provide financial information about a specific reporting entity" - [IFRS - Amendment issued: IASB clarifies its definition of 'material'](#)

company's resilience and long-term viability. We would welcome this being explicitly drawn out as an area of sustainability-related risks that should be considered in company disclosures.

10. We have noted that the IASB currently is trying to tackle the disclosure problem - not enough relevant information, too much irrelevant information and poorly communicated information - in the application of accounting standards. The ISSB should consider the risk of a similar disclosure problem in the application of sustainability standards. In this respect disclosure objectives should try and avoid providing checklists and emphasise the need to apply materiality appropriately; which could be done by repeating the materiality requirement in each standard.

## **Sector-based standards**

11. We want to emphasise the importance to investors that there be sector-based standards for sustainability reporting. While all reporting will need to be tailored by companies to reflect their business model, a framing for that reporting within a sector-based standard would drive consistency and enable greater understanding. Sustainability reporting standards cannot be one-size-fits-all but rather must be set within this sector context. The former SASB standards had a helpful sector-based framing and we understand the ISSB will develop this sector based standards framework. However, it will be important for the ISSB to prioritise sectors materially affected by sustainability issues in developing any sector based standards related to its main standards. We suggest this is determined by consulting relevant narrative and financial reporting users; in a similar way to the IASB's agenda consultations.
12. We also note that investors have existing and clear views about industry sectors and we believe that if the ISSB is seeking capital markets adoption of its standards then it needs to align its sector approach with the investor understanding of sectors. Introducing a new version of sectoral analysis will introduce a further confusion and not assist in investor adoption and support for ISSB standards.
13. Among the various issues that need actively to be considered, and which seem typically absent from SASB sectoral standards, are:
  - capturing supply chains within reporting in ways that remove any incentive to outsource activities with negative externalities,
  - ensuring that the sectoral approach does not become the end of intelligent judgment about what is included in reporting; rather, that materiality should continue to be applied such that issues that matter are covered in an individual company's reporting even where they are not explicitly

mentioned in its sectoral standard. The corollary of this is if it is mentioned in a standard but not material it should not be mentioned in an entity's reporting, and

- the impacts of products in use – and any work to limit impacts at the end of product life.

14. Therefore, we suggest that sector or industry based standards and guidance are consulted on after the implementation of S1 and S2.

### **UKSA and ShareSoc offer to ISSB**

15. In our support of the ISSB's development of S1 and S2 we would be happy to engage with ISSB staff in the post consultation phase and in helping to clarify investor/reporting user views and perspectives. Please contact Charles Henderson at [charles.henderson@uksa.org.uk](mailto:charles.henderson@uksa.org.uk) or Dean Buckner at [dean.buckner@uksa.org.uk](mailto:dean.buckner@uksa.org.uk) and Cliff Weight at [cliff.weight@sharesoc.org](mailto:cliff.weight@sharesoc.org) if you wish to take us up on this offer.



## **2. About UKSA and ShareSoc**

16. UKSA and ShareSoc represent the views of individual investors. Between us we have over 23,000 members. In addition to our own members, 6 million people own shares or have investment accounts with platforms in the UK.
17. The Office for National Statistics estimates that at the end of 2018 UK-resident individuals held 13.5% of the UK stock market, up by 1.2% from 2016 and moving away from the historical lows of 10.2% in 2008. In 2020, the Financial Times estimated that 15% of the UK stock market is held by individual shareholders. In addition to this there are many more who have money invested in shares via funds, pensions and savings products such as employee share ownership schemes. See <https://www.sharesoc.org/investor-academy/advanced-topics/uk-stock-market-statistics/>

### ***UKSA (United Kingdom Shareholders' Association)***

18. UKSA was originally formed to provide private shareholders with a voice, influence and an opportunity to meet like-minded fellow investors. It is structured as a non-profit making company with annual subscriptions. An elected Chairman and Board of Directors (all volunteers and individuals with a wide range of backgrounds and experience) monitor a regional organisation. Each region benefits from oversight by an elected regional Chairman and Committee.
19. There are many agents and intermediaries in financial markets. Unlike them, UKSA represents solely those people who are investing their own money. UKSA and ShareSoc work together to build relations with regulators, politicians and the media to ensure that the voice of individual shareholders is reflected in the development of law, regulation, and other forms of public policy. See [www.uksa.org.uk](http://www.uksa.org.uk)

### ***ShareSoc (UK Individual Shareholders Society)***

20. ShareSoc is a not for profit company. It is dedicated to the support of individual investors (private shareholders as opposed to institutional investors). It aims to make and keep investors better informed to improve their investment skills and protect the value of their investments. It engages with companies, the Government or other institutions if we think individual shareholders are not being treated fairly.
21. ShareSoc actively campaigns to seek redress for private shareholders in cases where they have been the victims of unfair or unscrupulous treatment by companies and / or the financial services industry. See [www.sharesoc.org](http://www.sharesoc.org)

### 3. Answers to your numbered questions

#### IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information

##### Question 1 – Overall approach

*The Exposure Draft sets out overall requirements with the objective of disclosing sustainability-related financial information that is useful to the primary users of the entity's general purpose financial reporting when they assess the entity's enterprise value and decide whether to provide resources to it.*

*Proposals in the Exposure Draft would require an entity to disclose material information about all of the significant sustainability-related risks and opportunities to which it is exposed. The assessment of materiality shall be made in the context of the information necessary for users of general purpose financial reporting to assess enterprise value.*

- a) *Does the Exposure Draft state clearly that an entity would be required to identify and disclose material information about all of the sustainability-related risks and opportunities to which the entity is exposed, even if such risks and opportunities are not addressed by a specific IFRS Sustainability Disclosure Standard? Why or why not? If not, how could such a requirement be made clearer?*
- b) *Do you agree that the proposed requirements set out in the Exposure Draft meet its proposed objective (paragraph 1)?*
- c) *Is it clear how the proposed requirements in the Exposure Draft would be applied together with other IFRS Sustainability Disclosure Standards, including the [draft] IFRS S2 Climate-related Disclosures? Why or why not? If not, what aspects of the proposals are unclear?*
- d) *Do you agree that the requirements proposed in the Exposure Draft would provide a suitable basis for auditors and regulators to determine whether an entity has complied with the proposals? If not, what approach do you suggest and why?*

22. In answer to Q1 a) we agree.

23. However, we are not sure whether “sustainability-related” is clearly enough defined and suggest it is related to and bound within the UN Sustainability Development Goals (SDGs).

24. In answer to Q1 b) c) and d) we agree on the basis that preparers make appropriate materiality judgements on implementing the standards.

## Question 2 – Objective (paragraphs 1–7)

*The Exposure Draft sets out proposed requirements for entities to disclose sustainability-related financial information that provides a sufficient basis for the primary users of the information to assess the implications of sustainability-related risks and opportunities on an entity's enterprise value. Enterprise value reflects expectations of the amount, timing and uncertainty of future cash flows over the short, medium and long term and the value of those cash flows in the light of the entity's risk profile, and its access to finance and cost of capital. Information that is essential for assessing the enterprise value of an entity includes information in an entity's financial statements and sustainability-related financial information. Sustainability-related financial information is broader than information reported in the financial statements that influences the assessment of enterprise value by the primary users. An entity is required to disclose material information about all of the significant sustainability-related risks and opportunities to which it is exposed.*

*Sustainability related financial information should, therefore, include information about the entity's governance of and strategy for addressing sustainability-related risks and opportunities and about decisions made by the entity that could result in future inflows and outflows that have not yet met the criteria for recognition in the related financial statements. Sustainability-related financial information also depicts the reputation, performance and prospects of the entity as a consequence of actions it has undertaken, such as its relationships with, and impacts and dependencies on, people, the planet and the economy, or about the entity's development of knowledge-based assets. The Exposure Draft focuses on information about significant sustainability-related risks and opportunities that can reasonably be expected to have an effect on an entity's enterprise value.*

- a) *Is the proposed objective of disclosing sustainability-related financial information clear and appropriate? Why or why not?*
- b) *Is the definition of 'sustainability-related financial information' clear (see Appendix A)? Why or why not? If not, do you have any suggestions for improving the definition to make it clearer?*

25. Yes, although sustainability-related financial information could be made clearer by linking it to the UN SDGs.

## Question 3—Scope (paragraphs 8–10)

*Proposals in the Exposure Draft would apply to the preparation and disclosure of sustainability-related financial information in accordance with IFRS Sustainability Disclosure Standards. Sustainability-related risks and opportunities that cannot reasonably be expected to affect users'*

*assessments of the entity's enterprise value are outside the scope of sustainability-related financial disclosures.*

*The Exposure Draft proposals were developed to be applied by entities preparing their general purpose financial statements with any jurisdiction's GAAP (so with IFRS Accounting Standards or other GAAP).*

*Do you agree that the proposals in the Exposure Draft could be used by entities that prepare their general purpose financial statements in accordance with any jurisdiction's GAAP (rather than only those prepared in accordance with IFRS Accounting Standards)? If not, why not?*

26. Yes.

#### **Question 4—Core content (paragraphs 11–35)**

*The Exposure Draft includes proposals that entities disclose information that enables primary users to assess enterprise value. The information required would represent core aspects of the way in which an entity operates.*

*This approach reflects stakeholder feedback on key requirements for success in the Trustees' 2020 consultation on sustainability reporting and builds upon the well-established work of the TCFD.*

##### *Governance*

*The Exposure Draft proposes that the objective of sustainability-related financial disclosures on governance would be:*

*to enable the primary users of general purpose financial reporting to understand the governance processes, controls and procedures used to monitor and manage significant sustainability-related risks and opportunities.*

##### *Strategy*

*The Exposure Draft proposes that the objective of sustainability-related financial disclosures on strategy would be:*

*to enable users of general purpose financial reporting to understand an entity's strategy for addressing significant sustainability-related risks and opportunities.*

##### *Risk management*

*The Exposure Draft proposes that the objective of sustainability-related financial disclosures on risk management would be:*

*to enable the users of general purpose financial reporting to understand the process, or processes, by which sustainability-related risks and opportunities are identified, assessed and managed. These disclosures shall also enable users to assess whether those processes are integrated into the entity's overall risk management processes and to evaluate the entity's overall risk profile and risk management processes.*

#### *Metrics and targets*

*The Exposure Draft proposes that the objective of sustainability-related financial disclosures on metrics and targets would be:*

*to enable users of general purpose financial reporting to understand how an entity measures, monitors and manages its significant sustainability-related risks and opportunities. These disclosures shall enable users to understand how the entity assesses its performance, including progress towards the targets it has set.*

- a) Are the disclosure objectives for governance, strategy, risk management and metrics and targets clear and appropriately defined? Why or why not?*
- b) Are the disclosure requirements for governance, strategy, risk management and metrics and targets appropriate to their stated disclosure objective? Why or why not?*

- 27. Our answers to Q4 a) and b) are generally yes.
- 28. However, we suggest strategy comes before governance as governance arrangements tend to derive from strategy.
- 29. Also, our concern that the disclosure problem will be repeated for sustainability standards mentioned at paragraph 10 and our suggestions on how to mitigate against this should be borne in mind when finalising the disclosure proposals.
- 30. We also suggest that events is added to metrics and targets as material sustainability-related events and the actions and activities responding to such events should be included in this section of disclosures.

#### **Question 5—Reporting entity (paragraphs 37–41)**

*The Exposure Draft proposes that sustainability-related financial information would be required to be provided for the same reporting entity as the related general purpose financial statements.*

*The Exposure Draft proposals would require an entity to disclose material information about all of the significant sustainability-related risks and opportunities to which it is exposed. Such risks and opportunities relate to*

*activities, interactions and relationships and use of resources along its value chain such as:*

- *its employment practices and those of its suppliers, wastage related to the packaging of the products it sells, or events that could disrupt its supply chain;*
- *the assets it controls (such as a production facility that relies on scarce water resources);*
- *investments it controls, including investments in associates and joint ventures (such as financing a greenhouse gas-emitting activity through a joint venture); and*
- *sources of finance.*

*The Exposure Draft also proposes that an entity disclose the financial statements to which sustainability-related financial disclosures relate.*

- a) Do you agree that the sustainability-related financial information should be required to be provided for the same reporting entity as the related financial statements? If not, why?*
- b) Is the requirement to disclose information about sustainability-related risks and opportunities related to activities, interactions and relationships, and to the use of resources along its value chain, clear, appropriate and capable of consistent application? Why or why not? If not, what further requirements or guidance would be necessary and why?*
- c) Do you agree with the proposed requirement for identifying the related financial statements? Why or why not?*

31. Our answers to Q5 a), b) and c) are yes. If the related financial statements as identified are consolidated, then the related sustainability financial disclosures should also be consolidated.

## **Question 6—Connected information (paragraphs 42–44)**

*The Exposure Draft proposes that an entity be required to provide users of general purpose financial reporting with information that enables them to assess the connections between (a) various sustainability-related risks and opportunities; (b) the governance, strategy and risk management related to those risks and opportunities, along with metrics and targets; and (c) sustainability-related risks and opportunities and other information in general purpose financial reporting, including the financial statements.*

- a) *Is the requirement clear on the need for connectivity between various sustainability-related risks and opportunities? Why or why not?*
- b) *Do you agree with the proposed requirements to identify and explain the connections between sustainability-related risks and opportunities and information in general purpose financial reporting, including the financial statements? Why or why not? If not, what do you propose and why?*

32. Yes but for practical application reasons the identification and explanation should only be required for material connections.

### **Question 7—Fair presentation (paragraphs 45–55)**

*The Exposure Draft proposes that a complete set of sustainability-related financial disclosures would be required to present fairly the sustainability-related risks and opportunities to which an entity is exposed. Fair presentation would require the faithful representation of sustainability-related risks and opportunities in accordance with the proposed principles set out in the Exposure Draft. Applying IFRS Sustainability Disclosure Standards, with additional disclosure when necessary, is presumed to result in sustainability-related financial disclosures that achieve a fair presentation.*

*To identify significant sustainability-related risks and opportunities, an entity would apply IFRS Sustainability Disclosure Standards. In addition to IFRS Sustainability Disclosure Standards to identify sustainability-related risks and opportunities, the entity shall consider the disclosure topics in the industry-based SASB Standards, the ISSB’s non-mandatory guidance (such as the CDSB Framework application guidance for water- and biodiversity-related disclosures), the most recent pronouncements of other standard-setting bodies whose requirements are designed to meet the needs of users of general purpose financial reporting, and sustainability-related risks and opportunities identified by entities that operate in the same industries or geographies.*

*To identify disclosures, including metrics, that are likely to be helpful in assessing how sustainability-related risks and opportunities to which it is exposed could affect its enterprise value, an entity would apply the relevant IFRS Sustainability Disclosure Standards. In the absence of an IFRS Sustainability Disclosure Standard that applies specifically to a sustainability-related risk and opportunity, an entity shall use its judgement in identifying disclosures that (a) are relevant to the decision-making needs of users of general purpose financial reporting; (b) faithfully represent the entity’s risks and opportunities in relation to the specific sustainability-related risk or opportunity; and (c) are neutral. In making*

*that judgement, entities would consider the same sources identified in the preceding paragraph, to the extent that they do not conflict with an IFRS Sustainability Disclosure Standard.*

- a) Is the proposal to present fairly the sustainability-related risks and opportunities to which the entity is exposed, including the aggregation of information, clear? Why or why not?*
- b) Do you agree with the sources of guidance to identify sustainability-related risks and opportunities and related disclosures? If not, what sources should the entity be required to consider and why? Please explain how any alternative sources are consistent with the proposed objective of disclosing sustainability-related financial information in the Exposure Draft.*

- 33. Our answer to Q7 a) is yes except that it should be made clearer that fair presentation does not include immaterial matters.
- 34. We are unable to answer Q7 b) properly due to our limited knowledge of the sources of guidance. However, for practical reasons of not reinventing anything and not introducing over complexity, we suggest that the base for sources to be considered are the UN SDGs.

### **Question 8—Materiality (paragraphs 56–62)**

*The Exposure Draft defines material information in alignment with the definition in IASB’s Conceptual Framework for General Purpose Financial Reporting and IAS 1. Information ‘is material if omitting, misstating or obscuring that information could reasonably be expected to influence decisions that the primary users of general purpose financial reporting make on the basis of that reporting, which provides information about a specific reporting entity’.*

*However, the materiality judgements will vary because the nature of sustainability related financial information is different to information included in financial statements. Whether information is material also needs to be assessed in relation to enterprise value.*

*Material sustainability-related financial information disclosed by an entity may change from one reporting period to another as circumstances and assumptions change, and as expectations from the primary users of reporting change. Therefore, an entity would be required to use judgement to identify what is material, and materiality judgements are reassessed at each reporting date. The Exposure Draft proposes that even if a specific IFRS Sustainability Disclosure Standard contained specific disclosure requirements, an entity would need not to provide that disclosure if the resulting information was not material. Equally, when the specific requirements would be insufficient to meet users’ information*



*needs, an entity would be required to consider whether to disclose additional information. This approach is consistent with the requirements of IAS 1.*

*The Exposure Draft also proposes that an entity need not disclose information otherwise required by the Exposure Draft if local laws or regulations prohibit the entity from disclosing that information. In such a case, an entity shall identify the type of information not disclosed and explain the source of the restriction.*

- a) Is the definition and application of materiality clear and appropriate in the context of sustainability-related financial information? Why or why not?*
- b) Do you consider that the proposed definition and application of materiality will capture the breadth of sustainability-related risks and opportunities relevant to the enterprise value of a specific entity, including over time? Why or why not?*
- c) Is the Exposure Draft and related Illustrative Guidance useful for identifying material sustainability-related financial information? Why or why not? If not, what additional guidance is needed and why?*
- d) Do you agree with the proposal to relieve an entity from disclosing information otherwise required by the Exposure Draft if local laws or regulations prohibit the entity from disclosing that information? Why or why not? If not, why?*

35. Our answer to Q8 a) is yes, we agree with the same definition for the application of accounting standards being used. This is already familiar to users and therefore will be less confusing.

36. Our answer to Q8 b) is yes.

37. We have not had sufficient time to consider the related illustrative guidance but have the concern as mentioned in our introduction that providing such guidance will be used as a checklist and may lead to a disclosure problem. Initially it may be better to rely on principles and a proper application of materiality to determine relevant disclosures under the standard.

38. Our answer to Q8 d) is yes.

### **Question 9—Frequency of reporting (paragraphs 66–71)**

*The Exposure Draft proposes that an entity be required to report its sustainability related financial disclosures at the same time as its related financial statements, and the sustainability-related financial disclosures shall be for the same reporting period as the financial statements.*

*Do you agree with the proposal that the sustainability-related financial disclosures would be required to be provided at the same time as the financial statements to which they relate? Why or why not?*

39. Yes. TCFD reporting has already started to be provided in entities' annual reports and S2 is, as far as we can see, based on TCFD reporting. It makes sense for financial reporting and sustainability-related financial disclosures to be done at the same time. While this may increase a disclosure problem risk, it would require a better application of materiality and better editing to mitigate against such a risk and too much non relevant information being provided.

### **Question 10—Location of information (paragraphs 72–78)**

*The Exposure Draft proposes that an entity be required to disclose information required by the IFRS Sustainability Disclosure Standards as part of its general purpose financial reporting—ie as part of the same package of reporting that is targeted at investors and other providers of financial capital.*

*However, the Exposure Draft deliberately avoids requiring the information to be provided in a particular location within the general purpose financial reporting so as not to limit an entity's ability to communicate information in an effective and coherent manner, and to prevent conflicts with specific jurisdictional regulatory requirements on general purpose financial reporting.*

*The proposal permits an entity to disclose information required by an IFRS Sustainability Disclosure Standard in the same location as information disclosed to meet other requirements, such as information required by regulators. However, the entity would be required to ensure that the sustainability-related financial disclosures are clearly identifiable and not obscured by that additional information.*

*Information required by an IFRS Sustainability Disclosure Standard could also be included by cross-reference, provided that the information is available to users of general purpose financial reporting on the same terms and at the same time as the information to which it is cross-referenced. For example, information required by an IFRS Sustainability Disclosure Standard could be disclosed in the related financial statements.*

*The Exposure Draft also proposes that when IFRS Sustainability Disclosure Standards require a disclosure of common items of information, an entity shall avoid unnecessary duplication.*

- a) *Do you agree with the proposals about the location of sustainability-related financial disclosures? Why or why not?*

- b) *Are you aware of any jurisdiction-specific requirements that would make it difficult for an entity to provide the information required by the Exposure Draft despite the proposals on location?*
- c) *Do you agree with the proposal that information required by IFRS Sustainability Disclosure Standards can be included by cross-reference provided that the information is available to users of general purpose financial reporting on the same terms and at the same time as the information to which it is cross-referenced? Why or why not?*
- d) *Is it clear and appropriate that entities are not required to make separate disclosures on each aspect of governance, strategy and risk management for individual sustainability-related risks and opportunities, but are encouraged to make integrated disclosures, especially where the relevant sustainability issues are managed through the same approach and/or in an integrated way? Why or why not?*

40. Our answers to Q10 a), c) and d) are yes. Our answer to Q10 b) is no.

41. Preparers should be able to decide where best to include sustainability-related financial disclosures, whether in financial statements, the narrative reporting or any regulatory required reporting. It also makes sense for preparers to aggregate information where it is sensible and efficient to do so.

### **Question 11—Comparative information, sources of estimation and outcome uncertainty, and errors (paragraphs 63–65, 79–83 and 84–90)**

*The Exposure Draft sets out proposed requirements for comparative information, sources of estimation and outcome uncertainty, and errors. These proposals are based on corresponding concepts for financial statements contained in IAS 1 and IAS 8. However, rather than requiring a change in estimate to be reported as part of the current period disclosures, the Exposure Draft proposes that comparative information which reflects updated estimates be disclosed, except when this would be impracticable —ie the comparatives would be restated to reflect the better estimate.*

*The Exposure Draft also includes a proposed requirement that financial data and assumptions within sustainability-related financial disclosures be consistent with corresponding financial data and assumptions used in the entity's financial statements, to the extent possible.*

- a) *Have these general features been adapted appropriately into the proposals? If not, what should be changed?*

- b) *Do you agree that if an entity has a better measure of a metric reported in the prior year that it should disclose the revised metric in its comparatives?*
- c) *Do you agree with the proposal that financial data and assumptions within sustainability-related financial disclosures be consistent with corresponding financial data and assumptions used in the entity's financial statements to the extent possible? Are you aware of any circumstances for which this requirement will not be able to be applied?*

42. Our answers to Q11 a) and b) are yes. Our answers to Q11 c) are yes for the first question and no for the second one.

### **Question 12—Statement of compliance (paragraphs 91-92)**

*The Exposure Draft proposes that for an entity to claim compliance with IFRS Sustainability Disclosure Standards, it would be required to comply with the proposals in the Exposure Draft and all of the requirements of applicable IFRS Sustainability Disclosure Standards. Furthermore, the entity would be required to include an explicit and unqualified statement that it has complied with all of these requirements.*

*The Exposure Draft proposes a relief for an entity. It would not be required to disclose information otherwise required by an IFRS Sustainability Disclosure Standard if local laws or regulations prohibit the entity from disclosing that information. An entity using that relief is not prevented from asserting compliance with IFRS Sustainability Disclosure Standards.*

*Do you agree with this proposal? Why or why not? If not, what would you suggest and why?*

43. Yes. If an entity utilises the non-disclosure relief it should be required to explain the local prohibition in order to assert compliance with IFRS Sustainability Disclosure Standards.

### **Question 13—Effective date (Appendix B)**

*The Exposure Draft proposes allowing entities to apply the Standard before the effective date to be set by the ISSB. It also proposes relief from the requirement to present comparative information in the first year the requirements would be applied to facilitate timely application of the Standard.*

- a) *When the ISSB sets the effective date, how long does this need to be after a final Standard is issued? Please explain the reason for your answer, including specific information about the preparation*

*that will be required by entities applying the proposals, those using the sustainability-related financial disclosures and others.*

*b) Do you agree with the ISSB providing the proposed relief from disclosing comparatives in the first year of application? If not, why not?*

44. Our answer to Q13 a) is the effective date should be for accounting periods beginning on or after a year from the issue of a final standard. This should allow for at least two years to get prepared to report under that standard and should be sufficient for sustainability-related financial disclosures material to an entity's business. Such material sustainability-related matters should already be managed and monitored.
45. Our answer to Q13 b) is yes but only for comparatives that have not been produced for the previous reporting period.

#### **Question 14—Global baseline**

*IFRS Sustainability Disclosure Standards are intended to meet the needs of the users of general purpose financial reporting to enable them to make assessments of enterprise value, providing a comprehensive global baseline for the assessment of enterprise value. Other stakeholders are also interested in the effects of sustainability-related risks and opportunities. Those needs may be met by requirements set by others, including regulators and jurisdictions. The ISSB intends that such requirements by others could build on the comprehensive global baseline established by the IFRS Sustainability Disclosure Standards.*

*Are there any particular aspects of the proposals in the Exposure Draft that you believe would limit the ability of IFRS Sustainability Disclosure Standards to be used in this manner? If so, what aspects and why? What would you suggest instead and why?*

46. No.

#### **Question 15—Digital reporting**

*The ISSB plans to prioritise enabling digital consumption of sustainability-related financial information prepared in accordance with IFRS Sustainability Disclosure Standards from the outset of its work. The primary benefit of digital consumption as compared to paper-based consumption is improved accessibility, enabling easier extraction and comparison of information. To facilitate digital consumption of information provided in accordance with IFRS Sustainability Disclosure Standards, an IFRS Sustainability Disclosures Taxonomy is being developed by the*

*IFRS Foundation. The Exposure Draft and [draft] IFRS S2 Climate-related Disclosures Standards are the sources for the Taxonomy.*

*It is intended that a staff draft of the Taxonomy will be published shortly after the release of the Exposure Draft, accompanied by a staff paper which will include an overview of the essential proposals for the Taxonomy. At a later date, an Exposure Draft of Taxonomy proposals is planned to be published by the ISSB for public consultation.*

*Do you have any comments or suggestions relating to the drafting of the Exposure Draft that would facilitate the development of a Taxonomy and digital reporting (for example, any particular disclosure requirements that could be difficult to tag digitally)?*

47. No.

### **Question 16—Costs, benefits and likely effects**

*The ISSB is committed to ensuring that implementing the Exposure Draft proposals appropriately balances costs and benefits.*

- a) *Do you have any comments on the likely benefits of implementing the proposals and the likely costs of implementing them that the ISSB should consider in analysing the likely effects of these proposals?*
- b) *Do you have any comments on the costs of ongoing application of the proposals that the ISSB should consider?*

48. Our answer to Q16 a) and b) are no.

### **Question 17—Other comments**

*Do you have any other comments on the proposals set out in the Exposure Draft?*

49. Other than those made in our introduction section, no.

## **IFRS S2 Climate-related Disclosures**

### **Question 1—Objective of the Exposure Draft**

*Paragraph 1 of the Exposure Draft sets out the proposed objective: an entity is required to disclose information about its exposure to climate-related risks and opportunities, enabling users of an entity's general purpose financial reporting:*

- *to assess the effects of climate-related risks and opportunities on the entity's enterprise value;*

- *to understand how the entity's use of resources, and corresponding inputs, activities, outputs and outcomes support the entity's response to and strategy for managing its climate-related risks and opportunities; and*
- *to evaluate the entity's ability to adapt its planning, business model and operations to climate-related risks and opportunities.*

*Paragraphs BC21–BC22 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals.*

- Do you agree with the objective that has been established for the Exposure Draft?*
- Does the objective focus on the information that would enable users of general purpose financial reporting to assess the effects of climate-related risks and opportunities on enterprise value? Why or why not?*
- Do the disclosure requirements set out in the Exposure Draft meet the objectives described in paragraph 1? Why or why not? If not, what do you propose instead and why?*

50. Our answers to Q1 a), b) and c) are yes.

51. However, the objective refers to significant climate-related risks and opportunities and we refer to our comments in our introduction on materiality. We suggest significant is replaced by material or it is made clear that significant and material are synonymous.

52. Another concern is that there is no clarity on what climate-related refers to. Climate is defined generally as the weather conditions prevailing in an area in general or over a long period, typically 30 years or more. Our limited understanding of the climate change discussion suggests the main weather condition over a long period of concern is warming, especially the projected increase in global temperatures by two degrees centigrade or more possibly mainly due to increasing greenhouse gas emissions or CO<sub>2</sub> equivalents. Hence the target of net zero CO<sub>2</sub> equivalents by certain dates; ie the elimination of the current levels of CO<sub>2</sub> equivalent emissions. This appears to be the focus of UN SDG 13, "Take urgent action to combat climate change and its impacts", TCFD reporting and presumably therefore of this draft standard. To ensure preparers do not go off on an inventive splurge of climate-related information, we suggest the standard limits climate-related to those matters to mitigating increasing global temperatures and its impacts mainly through eliminating greenhouse gas or CO<sub>2</sub> equivalent emissions.

## **Question 2—Governance**

*Paragraphs 4 and 5 of the Exposure Draft propose that an entity be required to disclose information that enables users of general purpose financial reporting to understand the governance processes, controls and procedures used to monitor and manage climate-related risks and opportunities. To achieve this objective, the Exposure Draft proposes that an entity be required to disclose information about the governance body or bodies (which can include a board, committee or equivalent body charged with governance) with oversight of climate-related risks and opportunities, and a description of management's role regarding climate-related risks and opportunities.*

*The Exposure Draft's proposed governance disclosure requirements are based on the recommendations of the TCFD, but the Exposure Draft proposes more detailed disclosure on some aspects of climate-related governance and management in order to meet the information needs of users of general purpose financial reporting. For example, the Exposure Draft proposes a requirement for preparers to disclose how the governance body's responsibilities for climate-related risks and opportunities are reflected in the entity's terms of reference, board mandates and other related policies. The related TCFD's recommendations are to: describe the board's oversight of climate-related risks and opportunities and management's role in assessing and managing climate-related risks and opportunities.*

*Paragraphs BC57–BC63 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals.*

*Do you agree with the proposed disclosure requirements for governance processes, controls and procedures used to monitor and manage climate-related risks and opportunities? Why or why not?*

53. On the basis that climate-related is better defined as referred to above, we agree.
54. However, governance processes, controls and procedures tend to derive from strategy and therefore we would suggest putting strategy ahead of governance in the standard.

### **Question 3—Identification of climate-related risks and opportunities**

*Paragraph 9 of the Exposure Draft proposes that an entity be required to identify and disclose a description of significant climate-related risks and opportunities and the time horizon over which each could reasonably be expected to affect its business model, strategy and cash flows, its access to finance and its cost of capital, over the short, medium or long term. In identifying the significant climate-related risks and opportunities described*



*in paragraph 9(a), an entity would be required to refer to the disclosure topics defined in the industry disclosure requirements (Appendix B).*

*Paragraphs BC64–BC65 of the Basis for Conclusions describe the reasoning behind the Exposure Draft’s proposals.*

- a) *Are the proposed requirements to identify and to disclose a description of significant climate-related risks and opportunities sufficiently clear and appropriate? Why or why not?*
- b) *Do you agree with the proposed requirement to consider the applicability of disclosure topics (defined in the industry requirements) in the identification and description of climate-related risks and opportunities? Why or why not? Do you believe that this will lead to improved relevance and comparability of disclosures? Why or why not? Are there any additional requirements that may improve the relevance and comparability of such disclosures? If so, what would you suggest and why?*

- 55. Our answer to Q3 a) is yes. However, we think there should be some explicit explanation on what climate-related and therefore this draft standard refers to, as we mention in our answer to Q2 above.
- 56. Our reading of the draft standard and its Appendix B would suggest our answer to Q3 b) should be yes as well. We have not had time to consider the contents of the individual industry based disclosure requirements in Appendix B but, based on the automobiles example, we believe it is helpful for industries to consider the disclosure topics provided and consider their applicability within appropriate materiality assessments as also required in Appendix B.
- 57. Also, to avoid a checklist approach and any consequent disclosure problem, it may be better to soften the mandatory “shall” requirement to refer to disclosure topics set out in the industry disclosure requirements to a “should”, or a voluntary good practice, requirement.

#### **Question 4—Concentrations of climate-related risks and opportunities in an entity’s value chain**

*Paragraph 12 of the Exposure Draft proposes requiring disclosures that are designed to enable users of general purpose financial reporting to understand the effects of significant climate-related risks and opportunities on an entity’s business model, including in its value chain. The disclosure requirements seek to balance measurement challenges (for example, with respect to physical risks and the availability of reliable, geographically-specific information) with the information necessary for users to understand the effects of significant climate-related risks and opportunities in an entity’s value chain.*

*As a result, the Exposure Draft includes proposals for qualitative disclosure requirements about the current and anticipated effects of significant climate-related risks and opportunities on an entity's value chain. The proposals would also require an entity to disclose where in an entity's value chain significant climate-related risks and opportunities are concentrated. Paragraphs BC66–BC68 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals.*

- a) *Do you agree with the proposed disclosure requirements about the effects of significant climate-related risks and opportunities on an entity's business model and value chain? Why or why not?*
- b) *Do you agree that the disclosure required about an entity's concentration of climate-related risks and opportunities should be qualitative rather than quantitative? Why or why not? If not, what do you recommend and why?*

58. Our answer to Q4 a) is yes.

59. Our answer to Q4 b) is no. The disclosures required should include material items from a qualitative and quantitative point of view. If any quantitative application of materiality is difficult, as it will be for future uncertainties, an explanation of such should be required.

## **Question 5—Transition plans and carbon offsets**

*Disclosing an entity's transition plan towards a lower-carbon economy is important for enabling users of general purpose financial reporting to assess the entity's current and planned responses to the decarbonisation-related risks and opportunities that can reasonably be expected to affect its enterprise value.*

*Paragraph 13 of the Exposure Draft proposes a range of disclosures about an entity's transition plans. The Exposure Draft proposes requiring disclosure of information to enable users of general purpose financial reporting to understand the effects of climate related risks and opportunities on an entity's strategy and decision-making, including its transition plans. This includes information about how it plans to achieve any climate-related targets that it has set (this includes information about the use of carbon offsets); its plans and critical assumptions for legacy assets; and quantitative and qualitative information about the progress of plans previously disclosed by the entity.*

*An entity's reliance on carbon offsets, how the offsets it uses are generated, and the credibility and integrity of the scheme from which the entity obtains the offsets have implications for the entity's enterprise value over the short, medium and long term. The Exposure Draft therefore includes disclosure requirements about the use of carbon offsets in*

*achieving an entity's emissions targets. This proposal reflects the need for users of general purpose financial reporting to understand an entity's plan for reducing emissions, the role played by carbon offsets and the quality of those offsets.*

*The Exposure Draft proposes that entities disclose information about the basis of the offsets' carbon removal (nature- or technology-based) and the third-party verification or certification scheme for the offsets. Carbon offsets can be based on avoided emissions. Avoided emissions are the potential lower future emissions of a product, service or project when compared to a situation where the product, service or project did not exist, or when it is compared to a baseline. Avoided-emission approaches in an entity's climate-related strategy are complementary to, but fundamentally different from, the entity's emission-inventory accounting and emission-reduction transition targets.*

*The Exposure Draft therefore proposes to include a requirement for entities to disclose whether the carbon offset amount achieved is through carbon removal or emission avoidance. The Exposure Draft also proposes that an entity disclose any other significant factors necessary for users of general purpose financial reporting to understand the credibility of the offsets used by the entity such as information about assumptions of the permanence of the offsets.*

*Paragraphs BC71–BC85 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals.*

- a) Do you agree with the proposed disclosure requirements for transition plans? Why or why not?*
- b) Are there any additional disclosures related to transition plans that are necessary (or some proposed that are not)? If so, please describe those disclosures and explain why they would (or would not) be necessary.*
- c) Do you think the proposed carbon offset disclosures will enable users of general purpose financial reporting to understand an entity's approach to reducing emissions, the role played by carbon offsets and the credibility of those carbon offsets? Why or why not? If not, what do you recommend and why?*
- d) Do you think the proposed carbon offset requirements appropriately balance costs for preparers with disclosure of information that will enable users of general purpose financial reporting to understand an entity's approach to reducing emissions, the role played by carbon offsets and the soundness or credibility of those carbon offsets? Why or why not? If not, what do you propose instead and why?*

60. Our answer to Q5 a) is yes.
61. Our answer to Q5 b) is not that we know of.
62. Our answer to Q5 c) is yes if carbon offsets are properly and understandably explained in the sense that users will not necessarily be experts but more likely generalists. We also understand or rather perceive that carbon offset regimes are not standard, or well defined or policed and if this is the case, carbon offset requirements may not be appropriate in a climate-related disclosure standard.
63. Our answer to Q5 d) is we do not know.

## **Question 6—Current and anticipated effects**

*The Exposure Draft proposes requirements for an entity to disclose information about the anticipated future effects of significant climate-related risks and opportunities. The Exposure Draft proposes that, if such information is provided quantitatively, it can be expressed as a single amount or as a range. Disclosing a range enables an entity to communicate the significant variance of potential outcomes associated with the monetised effect for an entity; whereas if the outcome is more certain, a single value may be more appropriate.*

*The TCFD's 2021 status report identified the disclosure of anticipated financial effects of climate-related risks and opportunities using the TCFD Recommendations as an area with little disclosure. Challenges include: difficulties of organisational alignment, data, risk evaluation and the attribution of effects in financial accounts; longer time horizons associated with climate-related risks and opportunities compared with business horizons; and securing approval to disclose the results publicly. Disclosing the financial effects of climate-related risks and opportunities is further complicated when an entity provides specific information about the effects of climate-related risks and opportunities on the entity. The financial effects could be due to a combination of other sustainability-related risks and opportunities and not separable for the purposes of climate-related disclosure (for example, if the value of an asset is considered to be at risk it may be difficult to separately identify the effect of climate on the value of the asset in isolation from other risks).*

*Similar concerns were raised by members of the TRWG in the development of the climate-related disclosure prototype following conversations with some preparers. The difficulty of providing single-point estimates due to the level of uncertainty regarding both climate outcomes and the effect of those outcomes on a particular entity was also highlighted. As a result, the proposals in the Exposure Draft seek to balance these challenges with the provision of information for investors about how climate-related issues affect an entity's financial position and*

*financial performance currently and over the short, medium and long term by allowing anticipated monetary effects to be disclosed as a range or a point estimate.*

*The Exposure Draft proposes that an entity be required to disclose the effects of significant climate-related risks and opportunities on its financial position, financial performance and cash flows for the reporting period, and the anticipated effects over the short, medium and long term—including how climate-related risks and opportunities are included in the entity's financial planning (paragraph 14). The requirements also seek to address potential measurement challenges by requiring disclosure of quantitative information unless an entity is unable to provide the information quantitatively, in which case it shall be provided qualitatively.*

*Paragraphs BC96–BC100 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals.*

- a) Do you agree with the proposal that entities shall disclose quantitative information on the current and anticipated effects of climate-related risks and opportunities unless they are unable to do so, in which case qualitative information shall be provided (see paragraph 14)? Why or why not?*
- b) Do you agree with the proposed disclosure requirements for the financial effects of climate-related risks and opportunities on an entity's financial performance, financial position and cash flows for the reporting period? If not, what would you suggest and why?*
- c) Do you agree with the proposed disclosure requirements for the anticipated effects of climate-related risks and opportunities on an entity's financial position and financial performance over the short, medium and long term? If not, what would you suggest and why?*

64. Our answers to Q6 a), b) and c) are yes.

## **Question 7—Climate resilience**

*The likelihood, magnitude and timing of climate-related risks and opportunities affecting an entity are often complex and uncertain. As a result, users of general purpose financial reporting need to understand the resilience of an entity's strategy (including its business model) to climate change, factoring in the associated uncertainties. Paragraph 15 of the Exposure Draft therefore includes requirements related to an entity's analysis of the resilience of its strategy to climate-related risks. These requirements focus on:*

- *what the results of the analysis, such as impacts on the entity's decisions and performance, should enable users to understand; and*
- *whether the analysis has been conducted using:*
  - *climate-related scenario analysis; or*
  - *an alternative technique.*

*Scenario analysis is becoming increasingly well established as a tool to help entities and investors understand the potential effects of climate change on business models, strategies, financial performance and financial position. The work of the TCFD showed that investors have sought to understand the assumptions used in scenario analysis, and how an entity's findings from the analysis inform its strategy and risk management decisions and plans. The TCFD also found that investors want to understand what the outcomes indicate about the resilience of the entity's strategy, business model and future cash flows to a range of future climate scenarios (including whether the entity has used a scenario aligned with the latest international agreement on climate change). Corporate board committees (notably audit and risk) are also increasingly requesting entity-specific climate-related risks to be included in risk mapping with scenarios reflecting different climate outcomes and the severity of their effects.*

*Although scenario analysis is a widely accepted process, its application to climate related matters in business, particularly at an individual entity level, and its application across sectors is still evolving. Some sectors, such as extractives and minerals processing, have used climate-related scenario analysis for many years; others, such as consumer goods or technology and communications, are just beginning to explore applying climate-related scenario analysis to their businesses.*

*Many entities use scenario analysis in risk management for other purposes. Where robust data and practices have developed, entities thus have the analytical capacity to undertake scenario analysis. However, at this time the application of climate-related scenario analysis for entities is still developing.*

*Preparers raised other challenges and concerns associated with climate-related scenario analysis, including: the speculative nature of the information that scenario analysis generates, potential legal liability associated with disclosure (or miscommunication) of such information, data availability and disclosure of confidential information about an entity's strategy. Nonetheless, by prompting the consideration of a range of possible outcomes and explicitly incorporating multiple variables, scenario analysis provides valuable information and perspectives as inputs to an*

*entity's strategic decision-making and risk-management processes. Accordingly, information about an entity's scenario analysis of significant climate-related risks is important for users in assessing enterprise value.*

*The Exposure Draft proposes that an entity be required to use climate-related scenario analysis to assess its climate resilience unless it is unable to do so. If an entity is unable to use climate-related scenario analysis, it shall use an alternative method or technique to assess its climate resilience.*

*Requiring disclosure of information about climate-related scenario analysis as the only tool to assess an entity's climate resilience may be considered a challenging request from the perspective of a number of preparers at this time—particularly in some sectors. Therefore, the proposed requirements are designed to accommodate alternative approaches to resilience assessment, such as qualitative analysis, single-point forecasts, sensitivity analysis and stress tests. This approach would provide preparers, including smaller entities, with relief, recognising that formal scenario analysis and related disclosure can be resource intensive, represents an iterative learning process, and may take multiple planning cycles to achieve. The Exposure Draft proposes that when an entity uses an approach other than scenario analysis, it disclose similar information to that generated by scenario analysis to provide investors with the information they need to understand the approach used and the key underlying assumptions and parameters associated with the approach and associated implications for the entity's resilience over the short, medium and long term.*

*It is, however, recommended that scenario analysis for significant climate-related risks (and opportunities) should become the preferred option to meet the information needs of users to understand the resilience of an entity's strategy to significant climate related risks. As a result, the Exposure Draft proposes that entities that are unable to conduct climate-related scenario analysis provide an explanation of why this analysis was not conducted. Consideration was also given to whether climate-related scenario analysis should be required by all entities with a later effective date than other proposals in the Exposure Draft.*

*Paragraphs BC86–BC95 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals.*

- a) Do you agree that the items listed in paragraph 15(a) reflect what users need to understand about the climate resilience of an entity's strategy? Why or why not? If not, what do you suggest instead and why?*
- b) The Exposure Draft proposes that if an entity is unable to perform climate-related scenario analysis, that it can use alternative*

*methods or techniques (for example, qualitative analysis, single-point forecasts, sensitivity analysis and stress tests) instead of scenario analysis to assess the climate resilience of its strategy*

- i. Do you agree with this proposal? Why or why not?*
- ii. Do you agree with the proposal that an entity that is unable to use climate-related scenario analysis to assess the climate resilience of its strategy be required to disclose the reason why? Why or why not?*
- iii. Alternatively, should all entities be required to undertake climate-related scenario analysis to assess climate resilience? If mandatory application were required, would this affect your response to the next question and if so, why?*
- c) Do you agree with the proposed disclosures about an entity's climate-related scenario analysis? Why or why not?*
- d) Do you agree with the proposed disclosure about alternative techniques (for example, qualitative analysis, single-point forecasts, sensitivity analysis and stress tests) used for the assessment of the climate resilience of an entity's strategy? Why or why not?*
- e) Do the proposed disclosure requirements appropriately balance the costs of applying the requirements with the benefits of information on an entity's strategic resilience to climate change? Why or why not? If not, what do you recommend and why?*

65. Our answer to Q7 a) is yes.

66. In respect of Q7 b) we are sceptical of the validity of any climate-related scenario analysis due to modelling around climate and weather being very uncertain and not knowing whether past future predictions of such models having been sufficiently verified; and on the assumptions that have to be made. A better alternative technique would be to apply Bayesian thinking and try and predict climate-related future resilience from known information and experience.

67. Following this thought on Bayesian thinking being better than scenario analysis, we see no point in requiring any climate-related resilience scenario analysis and therefore any need for the proposed disclosures.

68. Our answer to Q7 d) is yes.

69. Our answer to Q7 e) is we do not know.

## **Question 8—Risk management**



*An objective of the Exposure Draft is to require an entity to provide information about its exposure to climate-related risks and opportunities, to enable users of general purpose financial reporting to assess the effects of climate-related risks and opportunities on the entity's enterprise value. Such disclosures include information for users to understand the process, or processes, that an entity uses to identify, assess and manage not only climate-related risks, but also climate-related opportunities.*

*Paragraphs 16 and 17 of the Exposure Draft would extend the remit of disclosures about risk management beyond the TCFD Recommendations, which currently only focus on climate-related risks. This proposal reflects both the view that risks and opportunities can relate to or result from the same source of uncertainty, as well as the evolution of common practice in risk management, which increasingly includes opportunities in processes for identification, assessment, prioritisation and response.*

*Paragraphs BC101–BC104 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals.*

*Do you agree with the proposed disclosure requirements for the risk management processes that an entity uses to identify, assess and manage climate-related risks and opportunities? Why or why not? If not, what changes do you recommend and why?*

70. Yes.

## **Question 9—Cross-industry metric categories and greenhouse gas emissions**

*The Exposure Draft proposes incorporating the TCFD's concept of cross-industry metrics and metric categories with the aim of improving the comparability of disclosures across reporting entities regardless of industry. The proposals in the Exposure Draft would require an entity to disclose these metrics and metric categories irrespective of its particular industry or sector (subject to materiality). In proposing these requirements, the TCFD's criteria were considered. These criteria were designed to identify metrics and metric categories that are:*

- indicative of basic aspects and drivers of climate-related risks and opportunities;*
- useful for understanding how an entity is managing its climate-related risks and opportunities;*
- widely requested by climate reporting frameworks, lenders, investors, insurance underwriters and regional and national disclosure requirements; and*

- *important for estimating the financial effects of climate change on entities.*

*The Exposure Draft thus proposes seven cross-industry metric categories that all entities would be required to disclose: greenhouse gas (GHG) emissions on an absolute basis and on an intensity basis; transition risks; physical risks; climate-related opportunities; capital deployment towards climate-related risks and opportunities; internal carbon prices; and the percentage of executive management remuneration that is linked to climate-related considerations. The Exposure Draft proposes that the GHG Protocol be applied to measure GHG emissions.*

*The GHG Protocol allows varied approaches to be taken to determine which emissions an entity includes in the calculation of Scope 1, 2 and 3—including for example, how the emissions of unconsolidated entities such as associates are included. This means that the way in which information is provided about an entity’s investments in other entities in their financial statements may not align with how its GHG emissions are calculated. It also means that two entities with identical investments in other entities could report different GHG emissions in relation to those investments by virtue of choices made in applying the GHG Protocol.*

*To facilitate comparability despite the varied approaches allowed in the GHG Protocol, the Exposure Draft proposes that an entity shall disclose:*

- *separately Scope 1 and Scope 2 emissions, for:*
  - *the consolidated accounting group (the parent and its subsidiaries);*
  - *the associates, joint ventures, unconsolidated subsidiaries or affiliates not included in the consolidated accounting group; and*
- *the approach it used to include emissions for associates, joint ventures, unconsolidated subsidiaries or affiliates not included in the consolidated accounting group (for example, the equity share or operational control method in the GHG Protocol Corporate Standard).*

*The disclosure of Scope 3 GHG emissions involves a number of challenges, including those related to data availability, use of estimates, calculation methodologies and other sources of uncertainty. However, despite these challenges, the disclosure of GHG emissions, including Scope 3 emissions, is becoming more common and the quality of the information provided across all sectors and jurisdictions is improving. This development reflects an increasing recognition that Scope 3 emissions are an important component of investment-risk analysis because, for most*

*entities, they represent by far the largest portion of an entity's carbon footprint.*

*Entities in many industries face risks and opportunities related to activities that drive Scope 3 emissions both up and down the value chain. For example, they may need to address evolving and increasingly stringent energy efficiency standards through product design (a transition risk) or seek to capture growing demand for energy efficient products or seek to enable or incentivise upstream emissions reduction (climate opportunities). In combination with industry metrics related to these specific drivers of risk and opportunity, Scope 3 data can help users evaluate the extent to which an entity is adapting to the transition to a lower-carbon economy. Thus, information about Scope 3 GHG emissions enables entities and their investors to identify the most significant GHG reduction opportunities across an entity's entire value chain, informing strategic and operational decisions regarding relevant inputs, activities and outputs.*

*For Scope 3 emissions, the Exposure Draft proposes that:*

- an entity shall include upstream and downstream emissions in its measure of Scope 3 emissions;*
- an entity shall disclose an explanation of the activities included within its measure of Scope 3 emissions, to enable users of general purpose financial reporting to understand which Scope 3 emissions have been included in, or excluded from, those reported;*
- if the entity includes emissions information provided by entities in its value chain in its measure of Scope 3 greenhouse gas emissions, it shall explain the basis for that measurement; and*
- if the entity excludes those greenhouse gas emissions, it shall state the reason for omitting them, for example, because it is unable to obtain a faithful measure.*

*Aside from the GHG emissions category, the other cross-industry metric categories are defined broadly in the Exposure Draft. However, the Exposure Draft includes nonmandatory Illustrative Guidance for each cross-industry metric category to guide entities.*

*Paragraphs BC105–BC118 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals.*

- a) The cross-industry requirements are intended to provide a common set of core, climate-related disclosures applicable across sectors and industries. Do you agree with the seven proposed cross-industry metric categories including their applicability across*

*industries and business models and their usefulness in the assessment of enterprise value? Why or why not? If not, what do you suggest and why?*

- b) Are there any additional cross-industry metric categories related to climate-related risks and opportunities that would be useful to facilitate cross-industry comparisons and assessments of enterprise value (or some proposed that are not)? If so, please describe those disclosures and explain why they would or would not be useful to users of general purpose financial reporting.*
- c) Do you agree that entities should be required to use the GHG Protocol to define and measure Scope 1, Scope 2 and Scope 3 emissions? Why or why not? Should other methodologies be allowed? Why or why not?*
- d) Do you agree with the proposals that an entity be required to provide an aggregation of all seven greenhouse gases for Scope 1, Scope 2, and Scope 3—expressed in CO<sub>2</sub> equivalent; or should the disclosures on Scope 1, Scope 2 and Scope 3 emissions be disaggregated by constituent greenhouse gas (for example, disclosing methane (CH<sub>4</sub>) separately from nitrous oxide (NO<sub>2</sub>))?*
- e) Do you agree that entities should be required to separately disclose Scope 1 and Scope 2 emissions for:*
  - i. the consolidated entity; and*
  - ii. for any associates, joint ventures, unconsolidated subsidiaries and affiliates? Why or why not?*
- f) Do you agree with the proposed inclusion of absolute gross Scope 3 emissions as a cross-industry metric category for disclosure by all entities, subject to materiality? If not, what would you suggest and why?*

71. Our answer to Q9 a) is yes.

72. However the draft standard's section on metrics and targets, based on TCFD reporting, should consider including material climate-related events in a reporting period and responses to them as a disclosure topic.

73. Our answer to Q9 b) is we do not know.

74. Our answers to Q9 c) and d) are yes.

75. Our answer to Q9 e) is yes subject to materiality.

76. Our answer to Q9 f) is yes.

## Question 10—Targets

*Paragraph 23 of the Exposure Draft proposes that an entity be required to disclose information about its emission-reduction targets, including the objective of the target (for example, mitigation, adaptation or conformance with sector or science-based initiatives), as well as information about how the entity's targets compare with those prescribed in the latest international agreement on climate change.*

*The 'latest international agreement on climate change' is defined as the latest agreement between members of the United Nations Framework Convention on Climate Change (UNFCCC). The agreements made under the UNFCCC set norms and targets for a reduction in greenhouse gases. At the time of publication of the Exposure Draft, the latest such agreement is the Paris Agreement (April 2016); its signatories agreed to limit global warming to well below 2 degrees Celsius above pre-industrial levels, and to pursue efforts to limit warming to 1.5 degrees Celsius above pre-industrial levels. Until the Paris Agreement is replaced, the effect of the proposals in the Exposure Draft is that an entity is required to reference the targets set out in the Paris Agreement when disclosing whether or to what degree its own targets compare to the targets in the Paris Agreement.*

*Paragraphs BC119–BC122 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals.*

- a) Do you agree with the proposed disclosure about climate-related targets? Why or why not?*
- b) Do you think the proposed definition of 'latest international agreement on climate change' is sufficiently clear? If not, what would you suggest and why?*

77. Our answers to Q10 a) and b) are yes.

## Question 11—Industry-based requirements

*The Exposure Draft proposes industry-based disclosure requirements in Appendix B that address significant sustainability-related risks and opportunities related to climate change. Because the requirements are industry-based, only a subset will apply to a particular entity. The requirements have been derived from the SASB Standards. This is consistent with the responses to the Trustees' 2020 consultation on sustainability that recommended that the ISSB build upon existing sustainability standards and frameworks. This approach is also consistent with the TRWG's climate-related disclosure prototype.*

*The proposed industry-based disclosure requirements are largely unchanged from the equivalent requirements in the SASB Standards. However, the requirements included in the Exposure Draft include some targeted amendments relative to the existing SASB Standards. The proposed enhancements have been developed since the publication of the TRWG's climate-related disclosure prototype.*

*The first set of proposed changes address the international applicability of a subset of metrics that cited jurisdiction-specific regulations or standards. In this case, the Exposure Draft proposes amendments (relative to the SASB Standards) to include references to international standards and definitions or, where appropriate, jurisdictional equivalents.*

*Paragraphs BC130–BC148 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals to improve the international applicability of the industry-based requirements.*

- a) Do you agree with the approach taken to revising the SASB Standards to improve the international applicability, including that it will enable entities to apply the requirements regardless of jurisdiction without reducing the clarity of the guidance or substantively altering its meaning? If not, what alternative approach would you suggest and why?*
- b) Do you agree with the proposed amendments that are intended to improve the international applicability of a subset of industry disclosure requirements? If not, why not? Please select which industries you would like to comment on. If you would like to comment on all industries select 'All industries'. Please add comments specific to the industries you have selected in the box below.*
- c) Do you agree that the proposed amendments will enable an entity that has used the relevant SASB Standards in prior periods to continue to provide information consistent with the equivalent disclosures in prior periods? If not, why not?*

*The second set of proposed changes relative to existing SASB Standards address emerging consensus on the measurement and disclosure of financed or facilitated emissions in the financial sector. To address this, the Exposure Draft proposes adding disclosure topics and associated metrics in four industries: commercial banks, investment banks, insurance and asset management. The proposed requirements relate to the lending, underwriting and/or investment activities that finance or facilitate emissions. The proposal builds on the GHG Protocol Corporate Value Chain (Scope 3) Standard which includes guidance on calculating indirect emissions resulting from Category 15 (investments).*

*Paragraphs BC149–BC172 of the Basis for Conclusions describe the reasoning behind the Exposure Draft’s proposals for financed or facilitated emissions.*

- d) Do you agree with the proposed industry-based disclosure requirements for financed and facilitated emissions, or would the cross-industry requirement to disclose Scope 3 emissions (which includes Category 15: Investments) facilitate adequate disclosure? Why or why not? Please select which industries you would like to comment on. If you would like to comment on all industries select 'All industries'. Please add comments specific to the industries you have selected in the box below.*
- e) Do you agree with the industries classified as ‘carbon-related’ in the proposals for commercial banks and insurance entities? Why or why not? Are there other industries you would include in this classification? If so, why?*
- f) Do you agree with the proposed requirement to disclose both absolute- and intensity-based financed emissions? Why or why not?*
- g) Do you agree with the proposals to require disclosure of the methodology used to calculate financed emissions? If not, what would you suggest and why?*
- h) Do you agree that an entity be required to use the GHG Protocol Corporate Value Chain (Scope 3) Accounting and Reporting Standard to provide the proposed disclosures on financed emissions without the ISSB prescribing a more specific methodology (such as that of the Partnership for Carbon Accounting Financials (PCAF) Global GHG Accounting & Reporting Standard for the Financial Industry)? If you don’t agree, what methodology would you suggest and why?*
- i) In the proposal for entities in the asset management and custody activities industry, does the disclosure of financed emissions associated with total assets under management provide useful information for the assessment of the entity's indirect transition risk exposure? Why or why not?*

*Overall, the proposed industry-based approach acknowledges that climate-related risks and opportunities tend to manifest differently in relation to an entity’s business model, the underlying economic activities in which it is engaged and the natural resources upon which its business depends or which its activities affect. This affects the assessment of enterprise value. The Exposure Draft thus incorporates industry-based requirements derived from the SASB Standards.*

*The SASB Standards were developed by an independent standard-setting board through a rigorous and open due process over nearly 10 years with the aim of enabling entities to communicate sustainability information relevant to assessments of enterprise value to investors in a cost-effective manner. The outcomes of that process identify and define the sustainability-related risks and opportunities (disclosure topics) most likely to have a significant effect on the enterprise value of an entity in a given industry. Further, they set out standardised measures to help investors assess an entity's performance on the topic.*

*Paragraphs BC123–BC129 of the Basis for Conclusions describe the reasoning behind the Exposure Draft's proposals related to the industry-based disclosure requirements.*

*While the industry-based requirements in Appendix B are an integral part of the Exposure Draft, forming part of its requirements, it is noted that the requirements can also inform the fulfilment of other requirements in the Exposure Draft, such as the identification of significant climate-related risks and opportunities (see paragraphs BC49–BC52).*

- j) Do you agree with the proposed industry-based requirements? Why or why not? If not, what do you suggest and why?*
- k) Are there any additional industry-based requirements that address climate-related risks and opportunities that are necessary to enable users of general purpose financial reporting to assess enterprise value (or are some proposed that are not)? If so, please describe those disclosures and explain why they are or are not necessary.*
- l) In noting that the industry classifications are used to establish the applicability of the industry-based disclosure requirements, do you have any comments or suggestions on the industry descriptions that define the activities to which the requirements will apply? Why or why not? If not, what do you suggest and why?*

78. Please refer to our answers to Q3 above.

79. We find, as generalists, that it is difficult to answer these industry specific questions. We believe the proposed standard should be a stand alone cross-industry standard and any industry based requirements are guidance (or wait to see what comes out of the application of the standard in industry specific applications of it).

## **Question 12—Costs, benefits and likely effects**

*Paragraphs BC46–BC48 of the Basis for Conclusions set out the commitment to ensure that implementing the Exposure Draft proposals appropriately balances costs and benefits.*



- a) *Do you have any comments on the likely benefits of implementing the proposals and the likely costs of implementing them that the ISSB should consider in analysing the likely effects of these proposals?*
- b) *Do you have any comments on the costs of ongoing application of the proposals that the ISSB should consider?*
- c) *Are there any disclosure requirements included in the Exposure Draft for which the benefits would not outweigh the costs associated with preparing that information? Why or why not?*

80. We have no comments.

### **Question 13—Verifiability and enforceability**

*Paragraphs C21–24 of [draft] IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information describes verifiability as one of the enhancing qualitative characteristics of sustainability-related financial information. Verifiability helps give investors and creditors confidence that information is complete, neutral and accurate. Verifiable information is more useful to investors and creditors than information that is not verifiable. Information is verifiable if it is possible to corroborate either the information itself or the inputs used to derive it. Verifiability means that various knowledgeable and independent observers could reach consensus, although not necessarily complete agreement, that a particular depiction is a faithful representation.*

*Are there any disclosure requirements proposed in the Exposure Draft that would present particular challenges to verify or to enforce (or that cannot be verified or enforced) by auditors and regulators? If you have identified any disclosure requirements that present challenges, please provide your reasoning.*

- 81. We agree with the concept that disclosures should be verifiable and, if not, not reported. The draft standards should also allow for an explanation of why any disclosures made are not verifiable.
- 82. We do not know if there are any disclosures in the draft standards that would present verifiability challenges.

## Question 14—Effective date

*Because the Exposure Draft is building upon sustainability-related and integrated reporting frameworks used by some entities, some may be able to apply a retrospective approach to provide comparative information in the first year of application. However, it is acknowledged that entities will vary in their ability to use a retrospective approach.*

*Acknowledging this situation and to facilitate timely application of the proposals in the Exposure Draft, it is proposed that an entity is not required to disclose comparative information in the first period of application.*

*[Draft] IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information requires entities to disclose all material information about sustainability-related risks and opportunities. It is intended that [draft] IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information be applied in conjunction with the Exposure Draft. This could pose challenges for preparers, given that the Exposure Draft proposes disclosure requirements for climate-related risks and opportunities, which are a subset of those sustainability-related risks and opportunities. Therefore, the requirements included in [draft] IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information could take longer to implement.*

*Paragraphs BC190–BC194 of the Basis for Conclusions describe the reasoning behind the Exposure Draft’s proposals.*

- a) Do you think that the effective date of the Exposure Draft should be earlier, later or the same as that of [draft] IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information? Why?*
- b) When the ISSB sets the effective date, how long does this need to be after a final Standard is issued? Please explain the reason for your answer including specific information about the preparation that will be required by entities applying the proposals in the Exposure Draft.*
- c) Do you think that entities could apply any of the disclosure requirements included in the Exposure Draft earlier than others? (For example, could disclosure requirements related to governance be applied earlier than those related to the resilience of an entity’s strategy?) If so, which requirements could be applied earlier and do you believe that some requirements in the Exposure Draft should be required to be applied earlier than others?*

83. Our answer to Q14 a) is it should be the same as for S1.

84. Our answer to Q14 b) is the same answer as for S1, which is accounting periods beginning on or after a year from the issue of the standard.
85. Our answer to Q14 c) is early adoption of the standards should be allowed after their issue.

### **Question 15—Digital reporting**

*The ISSB plans to prioritise enabling digital consumption of sustainability-related financial information prepared in accordance with IFRS Sustainability Disclosure Standards from the outset of its work. The primary benefit of digital consumption of sustainability-related financial information, as compared to paper-based consumption, is improved accessibility, enabling easier extraction and comparison of information. To facilitate digital consumption of information provided in accordance with IFRS Sustainability Disclosure Standards, an IFRS Sustainability Disclosures Taxonomy is being developed by the IFRS Foundation. The Exposure Draft and [draft] IFRS S1 General Requirements for Disclosure of Sustainability-related Financial Information Standards are the sources for the Taxonomy.*

*It is intended that a staff draft of the Taxonomy will be published shortly after the release of the Exposure Draft, accompanied by a staff paper which will include an overview of the essential proposals for the Taxonomy. At a later date, an Exposure Draft of Taxonomy proposals is planned to be published by the ISSB for public consultation.*

*Do you have any comments or suggestions relating to the drafting of the Exposure Draft that would facilitate the development of a Taxonomy and digital reporting (for example, any particular disclosure requirements that could be difficult to tag digitally)?*

86. No comments.

### **Question 16—Global baseline**

*IFRS Sustainability Disclosure Standards are intended to meet the needs of the users of general purpose financial reporting to enable them to make assessments of enterprise value, providing a comprehensive global baseline for the assessment of enterprise value. Other stakeholders are also interested in the effects of climate change. Those needs may be met by requirements set by others including regulators and jurisdictions. The ISSB intends that such requirements by others could build on the comprehensive global baseline established by the IFRS Sustainability Disclosure Standards.*

*Are there any particular aspects of the proposals in the Exposure Draft that you believe would limit the ability of IFRS Sustainability Disclosure*

*Standards to be used in this manner? If so, what aspects and why? What would you suggest instead and why?*

87. No.

**Question 17—Other comments**

*Do you have any other comments on the proposals set out in the Exposure Draft?*

88. No.