International Valuation Standards

Effective 31 January 2020
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Introduction

The International Valuation Standards Council (IVSC) is an independent, not-for-profit organisation committed to advancing quality in the valuation profession. Our primary objective is to build confidence and public trust in valuation by producing standards and securing their universal adoption and implementation for the valuation of assets across the world. We believe that International Valuation Standards (IVS) are a fundamental part of the financial system, along with high levels of professionalism in applying them.

Valuations are widely used and relied upon in financial and other markets, whether for inclusion in financial statements, for regulatory compliance or to support secured lending and transactional activity. The International Valuation Standards (IVS) are standards for undertaking valuation assignments using generally recognised concepts and principles that promote transparency and consistency in valuation practice. The IVSC also promotes leading practice approaches for the conduct and competency of professional valuers.

The IVSC Standards Board is the body responsible for setting the IVS. The Board has autonomy in the development of its agenda and approval of its publications. In developing the IVS, the Board:

• follows established due process in the development of any new standard, including consultation with stakeholders (valuers, users of valuation services, regulators, valuation professional organisations, etc) and public exposure of all new standards or material alterations to existing standards,

• liaises with other bodies that have a standard-setting function in the financial markets,

• conducts outreach activities including round-table discussions with invited constituents and targeted discussions with specific users or user groups.

The objective of the IVS is to increase the confidence and trust of users of valuation services by establishing transparent and consistent valuation practices. A standard will do one or more of the following:

• identify or develop globally accepted principles and definitions,

• identify and promulgate considerations for the undertaking of valuation assignments and the reporting of valuations,

• identify specific matters that require consideration and methods commonly used for valuing different types of assets or liabilities.
The IVS consist of mandatory requirements that must be followed in order to state that a valuation was performed in compliance with the IVS. Certain aspects of the standards do not direct or mandate any particular course of action, but provide fundamental principles and concepts that must be considered in undertaking a valuation.

The IVS are arranged as follows:

**The IVS Framework**
This serves as a preamble to the IVS. The IVS Framework consists of general principles for valuers following the IVS regarding objectivity, judgement, competence and acceptable departures from the IVS.

**IVS General Standards**
These set forth requirements for the conduct of all valuation assignments including establishing the terms of a valuation engagement, bases of value, valuation approaches and methods, and reporting. They are designed to be applicable to valuations of all types of assets and for any valuation purpose.

**IVS Asset Standards**
The Asset Standards include requirements related to specific types of assets. These requirements must be followed in conjunction with the General Standards when performing a valuation of a specific asset type. The Asset Standards include certain background information on the characteristics of each asset type that influence value and additional asset-specific requirements on common valuation approaches and methods used.

**What is the Effective Date?**
This version of International Valuation Standards is published on 31 July 2019, with an effective date of 31 January 2020. The IVSC permits early adoption from the date of publication.

**Future Changes to these Standards**
The IVSC Standards Board intends to continuously review the IVS and update or clarify the standards as needed to meet stakeholder and market needs. The Board has continuing projects that may result in additional standards being introduced or amendments being made to the standards in this publication at any time. News on current projects and any impending or approved changes can be found on the IVSC website at www.ivsc.org.

10. Overview of Glossary

10.1. This glossary defines certain terms used in the International Valuation Standards.

10.2. This glossary is only applicable to the International Valuation Standards and does not attempt to define basic valuation, accounting or finance terms, as valuers are assumed to have an understanding of such terms (see definition of “valuer”).

20. Defined Terms

20.1. Asset or Assets

To assist in the readability of the standards and to avoid repetition, the words “asset” and “assets” refer generally to items that might be subject to a valuation engagement. Unless otherwise specified in the standard, these terms can be considered to mean “asset, group of assets, liability, group of liabilities, or group of assets and liabilities”.

20.2. Client

The word “client” refers to the person, persons, or entity for whom the valuation is performed. This may include external clients (ie, when a valuer is engaged by a third-party client) as well as internal clients (ie, valuations performed for an employer).

20.3. Intended Use

The use(s) of a valuer’s reported valuation or valuation review results, as identified by the valuer based on communication with the client.

20.4. Intended User

The client and any other party as identified, by name or type, as users of the valuation or valuation review report by the valuer based on communication with the client.

20.5. Jurisdiction

The word “jurisdiction” refers to the legal and regulatory environment in which a valuation engagement is performed. This generally includes laws and regulations set by governments (eg, country, state and municipal) and, depending on the purpose, rules set by certain regulators (eg, banking authorities and securities regulators).
20.6. May

The word “may” describes actions and procedures that valuers have a responsibility to consider. Matters described in this fashion require the valuer’s attention and understanding. How and whether the valuer implements these matters in the valuation engagement will depend on the exercise of professional judgement in the circumstances consistent with the objectives of the standards.

20.7. Must

The word “must” indicates an unconditional responsibility. The valuer must fulfill responsibilities of this type in all cases in which the circumstances exist to which the requirement applies.

20.8. Participant

The word “participant” refers to the relevant participants pursuant to the basis (or bases) of value used in a valuation engagement (see IVS 104 Bases of Value). Different bases of value require valuers to consider different perspectives, such as those of “market participants” (eg, Market Value, IFRS Fair Value) or a particular owner or prospective buyer (eg, Investment Value).

20.9. Purpose

The word “purpose” refers to the reason(s) a valuation is performed. Common purposes include (but are not limited to) financial reporting, tax reporting, litigation support, transaction support, and to support secured lending decisions.

20.10. Should

The word “should” indicates responsibilities that are presumptively mandatory. The valuer must comply with requirements of this type unless the valuer demonstrates that alternative actions which were followed under the circumstances were sufficient to achieve the objectives of the standards.

In the rare circumstances in which the valuer believes the objectives of the standard can be met by alternative means, the valuer must document why the indicated action was not deemed to be necessary and/or appropriate.

If a standard provides that the valuer “should” consider an action or procedure, consideration of the action or procedure is presumptively mandatory, while the action or procedure is not.

20.11. Significant and/or Material

Assessing significance and materiality require professional judgement. However, that judgement should be made in the following context:

- Aspects of a valuation (including inputs, assumptions, special assumptions, and methods and approaches applied) are considered to be significant/material if their application and/or impact on the valuation could reasonably be expected to influence the economic or other decisions of users of the valuation; and judgments about materiality are made in light of the overall valuation engagement and are affected by the size or nature of the subject asset.
• As used in these standards, “material/materiality” refers to materiality to the valuation engagement, which may be different from materiality considerations for other purposes, such as financial statements and their audits.

20.12. Subject or Subject Asset

These terms refer to the asset(s) valued in a particular valuation engagement.

20.14. Valuation

A “valuation” refers to the act or process of determining an estimate of value of an asset or liability by applying IVS.

20.13. Valuation Purpose or Purpose of Valuation

See “Purpose”.

20.15. Valuation Reviewer

A “valuation reviewer” is a professional valuer engaged to review the work of another valuer. As part of a valuation review, that professional may perform certain valuation procedures and/or provide an opinion of value.

20.16. Value (n)

The word “value” refers to the judgement of the valuer of the estimated amount consistent with one of the bases of value set out in IVS 104 Bases of Value.

20.17. Valuer

A “valuer” is an individual, group of individuals or a firm who possesses the necessary qualifications, ability and experience to execute a valuation in an objective, unbiased and competent manner. In some jurisdictions, licensing is required before one can act as a valuer.

20.18. Weight

The word “weight” refers to the amount of reliance placed on a particular indication of value in reaching a conclusion of value (eg, when a single method is used, it is afforded 100% weight).

20.19. Weighting

The word “weighting” refers to the process of analysing and reconciling differing indications of values, typically from different methods and/or approaches. This process does not include the averaging of valuations, which is not acceptable.
10. Compliance with Standards

10.1. When a statement is made that a valuation will be, or has been, undertaken in accordance with the IVS, it is implicit that the valuation has been prepared in compliance with all relevant standards issued by the IVSC.

20. Assets and Liabilities

20.1. The standards can be applied to the valuation of both assets and liabilities. To assist the legibility of these standards, the words asset or assets have been defined to include liability or liabilities and groups of assets, liabilities, or assets and liabilities, except where it is expressly stated otherwise, or is clear from the context that liabilities are excluded.

30. Valuer

30.1. Valuer has been defined as "an individual, group of individuals, or a firm possessing the necessary qualifications, ability and experience to undertake a valuation in an objective, unbiased and competent manner. In some jurisdictions, licensing is required before one can act as a valuer. Because a valuation reviewer must also be a valuer, to assist with the legibility of these standards, the term valuer includes valuation reviewers except where it is expressly stated otherwise, or is clear from the context that valuation reviewers are excluded.

40. Objectivity

40.1. The process of valuation requires the valuer to make impartial judgements as to the reliability of inputs and assumptions. For a valuation to be credible, it is important that those judgements are made in a way that promotes transparency and minimises the influence of any subjective factors on the process. Judgement used in a valuation must be applied objectively to avoid biased analyses, opinions and conclusions.
40.2. It is a fundamental expectation that, when applying these standards, appropriate controls and procedures are in place to ensure the necessary degree of objectivity in the valuation process so that the results are free from bias. The IVSC Code of Ethical Principles for Professional Valuers provides an example of an appropriate framework for professional conduct.

50. Competence

50.1. Valuations must be prepared by an individual or firm having the appropriate technical skills, experience and knowledge of the subject of the valuation, the market(s) in which it trades and the purpose of the valuation.

50.2. If a valuer does not possess all of the necessary technical skills, experience and knowledge to perform all aspects of a valuation, it is acceptable for the valuer to seek assistance from specialists in certain aspects of the overall assignment, providing this is disclosed in the scope of work (see IVS 101 Scope of Work) and the report (see IVS 103 Reporting).

50.3. The valuer must have the technical skills, experience and knowledge to understand, interpret and utilise the work of any specialists.

60. Departures

60.1. A “departure” is a circumstance where specific legislative, regulatory or other authoritative requirements must be followed that differ from some of the requirements within IVS. Departures are mandatory in that a valuer must comply with legislative, regulatory and other authoritative requirements appropriate to the purpose and jurisdiction of the valuation to be in compliance with IVS. A valuer may still state that the valuation was performed in accordance with IVS when there are departures in these circumstances.

60.2. The requirement to depart from IVS pursuant to legislative, regulatory or other authoritative requirements takes precedence over all other IVS requirements.

60.3. As required by IVS 101 Scope of Work, para 20.3 (n) and IVS 103 Reporting, para 10.2 the nature of any departures must be identified (for example, identifying that the valuation was performed in accordance with IVS and local tax regulations). If there are any departures that significantly affect the nature of the procedures performed, inputs and assumptions used, and/or valuation conclusion(s), a valuer must also disclose the specific legislative, regulatory or other authoritative requirements and the significant ways in which they differ from the requirements of IVS (for example, identifying that the relevant jurisdiction requires the use of only a market approach in a circumstance where IVS would indicate that the income approach should be used).

60.4. Departure deviations from IVS that are not the result of legislative, regulatory or other authoritative requirements are not permitted in valuations performed in accordance with IVS.
10. Introduction

10.1. A scope of work (sometimes referred to as terms of engagement) describes the fundamental terms of a valuation engagement, such as the asset(s) being valued, the purpose of the valuation and the responsibilities of parties involved in the valuation.

10.2. This standard is intended to apply to a wide spectrum of valuation assignments, including:

(a) valuations performed by valuers for their own employers (“in-house valuations”),

(b) valuations performed by valuers for clients other than their employers (“third-party valuations”), and

(c) valuation reviews where the reviewer may not be required to provide their own opinion of value.

20. General Requirements

20.1. All valuation advice and the work undertaken in its preparation must be appropriate for the intended purpose.

20.2. A valuer must ensure that the intended recipient(s) of the valuation advice understand(s) what is to be provided and any limitations on its use before it is finalised and reported.

20.3. A valuer must communicate the scope of work to its client prior to completion of the assignment, including the following:

(a) Identity of the valuer: The valuer may be an individual, group of individuals or a firm. If the valuer has any material connection or
involvement with the subject asset or the other parties to the valuation assignment, or if there are any other factors that could limit the valuer’s ability to provide an unbiased and objective valuation, such factors must be disclosed at the outset. If such disclosure does not take place, the valuation assignment is not in compliance with IVS. If the valuer needs to seek material assistance from others in relation to any aspect of the assignment, the nature of such assistance and the extent of reliance must be made clear.

(b) Identity of the client(s) (if any): Confirmation of those for whom the valuation assignment is being produced is important when determining the form and content of the report to ensure that it contains information relevant to their needs.

(c) Identity of other intended users (if any): It is important to understand whether there are any other intended users of the valuation report, their identity and their needs, to ensure that the report content and format meets those users’ needs.

(d) Asset(s) being valued: The subject asset in the valuation assignment must be clearly identified.

(e) The valuation currency: The currency for the valuation and the final valuation report or conclusion must be established. For example, a valuation might be prepared in euros or US dollars. This requirement is particularly important for valuation assignments involving assets in multiple countries and/or cash flows in multiple currencies.

(f) Purpose of the valuation: The purpose for which the valuation assignment is being prepared must be clearly identified as it is important that valuation advice is not used out of context or for purposes for which it is not intended. The purpose of the valuation will also typically influence or determine the basis/bases of value to be used.

(g) Basis/bases of value used: As required by IVS 104 Bases of Value, the valuation basis must be appropriate for the purpose of the valuation. The source of the definition of any basis of value used must be cited or the basis explained. This requirement is not applicable to a valuation review where no opinion of value is to be provided and the reviewer is not required to comment on the basis of value used.

(h) Valuation date: The valuation date must be stated. If the valuation date is different from the date on which the valuation report is issued or the date on which investigations are to be undertaken or completed then where appropriate, these dates should be clearly distinguished.

(i) The nature and extent of the valuer’s work and any limitations thereon: Any limitations or restrictions on the inspection, enquiry and/or analysis in the valuation assignment must be identified (see IVS Framework, paras 60.1-60.4) if relevant information is not available because the conditions of the assignment restrict the investigation, these restrictions and any necessary assumptions or special assumptions (see IVS 104 Bases of Value, paras 200.1-200.5) made as a result of the restriction must be identified.
General Standards

(j) The nature and sources of information upon which the valuer relies: The nature and source of any relevant information that is to be relied upon and the extent of any verification to be undertaken during the valuation process must be identified.

(k) Significant assumptions and/or special assumptions: All significant assumptions and special assumptions that are to be made in the conduct and reporting of the valuation assignment must be identified.

(l) The type of report being prepared: The format of the report, that is, how the valuation will be communicated, must be described.

(m) Restrictions on use, distribution and publication of the report: Where it is necessary or desirable to restrict the use of the valuation or those relying on it, the intended users and restrictions must be clearly communicated.

(n) That the valuation will be prepared in compliance with IVS and that the valuer will assess the appropriateness of all significant inputs: The nature of any departures must be explained, for example, identifying that the valuation was performed in accordance with IVS and local tax regulations. See IVS Framework paras 60.1-60.4 relating to departures.

20.4. Wherever possible, the scope of work should be established and agreed between parties to a valuation assignment prior to the valuer beginning work. However, in certain circumstances, the scope of a valuation engagement may not be clear at the start of that engagement. In such cases, as the scope becomes clear, valuers must communicate and agree the scope of work to their client.

20.5. A written scope of work may not be necessary. However, since valuers are responsible for communicating the scope of work to their client, a written scope of work should be prepared.

20.6. Some aspects of the scope of work may be addressed in documents such as standing engagement instructions, master services agreements or a company’s internal policies and procedures.

30. Changes to Scope of Work

30.1. Some of the items in para 20.3 may not be determinable until the valuation assignment is in progress, or changes to the scope may become necessary during the course of the assignment due to additional information becoming available or matters emerging that require further investigation. As such, whilst the scope of work may be established at the outset, it may also be established over time throughout the course of the assignment.

30.2. In valuation assignments where the scope of work changes over time, the items in para 20.3 and any changes made over time must be communicated to the client before the assignment is completed and the valuation report is issued.
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IVS 102 Investigations and Compliance

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10. **General Principle**

10.1. To be compliant with IVS, valuation assignments, including valuation reviews, must be conducted in accordance with all of the principles set out in IVS that are appropriate for the purpose and the terms and conditions set out in the scope of work.

20. **Investigations**

20.1. Investigations made during the course of a valuation assignment must be appropriate for the purpose of the valuation assignment and the basis(es) of value. References to a valuation or valuation assignment in this standard include a valuation review.

20.2. Sufficient evidence must be assembled by means such as inspection, inquiry, computation and analysis to ensure that the valuation is properly supported. When determining the extent of evidence necessary, professional judgement is required to ensure the information to be obtained is adequate for the purpose of the valuation.

20.3. Limits may be agreed on the extent of the valuer’s investigations. Any such limits must be noted in the scope of work. However, IVS 105 Valuation Approaches and Methods, para 10.7 requires valuers to perform sufficient analysis to evaluate all inputs and assumptions and their appropriateness for the valuation purpose. If limitations on investigations are so substantial that the valuer cannot sufficiently evaluate the inputs and assumptions, the valuation engagement must not state that it has been performed in compliance with IVS.

20.4. When a valuation assignment involves reliance on information supplied by a party other than the valuer, consideration should be given as to whether the information is credible or that the information may otherwise by relied upon without adversely affecting the credibility of the valuation opinion. Significant inputs provided to the valuer (eg, by management/owners) should be considered, investigated and/or corroborated. In cases where credibility or reliability of information supplied cannot be supported, consideration should be given as to whether or how such information is used.

20.5. In considering the credibility and reliability of information provided, valuers should consider matters such as:

(a) the purpose of the valuation,

(b) the significance of the information to the valuation conclusion,
General Standards

(c) the expertise of the source in relation to the subject matter, and

(d) whether the source is independent of either the subject asset and/or the recipient of the valuation (see IVS 101 Scope of Work, paras 20.3 (a)).

20.6. The purpose of the valuation, the basis of value, the extent and limits on the investigations and any sources of information that may be relied upon are part of the valuation assignment’s scope of work that must be communicated to all parties to the valuation assignment (see IVS 101 Scope of Work).

20.7. If, during the course of an assignment, it becomes clear that the investigations included in the scope of work will not result in a credible valuation, or information to be provided by third parties is either unavailable or inadequate, or limitations on investigations are so substantial that the valuer cannot sufficiently evaluate the inputs and assumptions, the valuation assignment will not comply with IVS.

30. Valuation Record

30.1. A record must be kept of the work performed during the valuation process and the basis for the work on which the conclusions were reached for a reasonable period after completion of the assignment, having regard to any relevant statutory, legal or regulatory requirements. Subject to any such requirements, this record should include the key inputs, all calculations, investigations and analyses relevant to the final conclusion, and a copy of any draft or final report(s) provided to the client.

40. Compliance with Other Standards

40.1. As noted in the IVS Framework, when statutory, legal, regulatory or other authoritative requirements must be followed that differ from some of the requirements within IVS, a valuer must follow the statutory, legal, regulatory or other authoritative requirements (called a “departure”). Such a valuation has still been performed in overall compliance with IVS.

40.2. Most other sets of requirements, such as those written by Valuation Professional Organisations, other professional bodies, or firms’ internal policies and procedures, will not contradict IVS and, instead, typically impose additional requirements on valuers. Such standards may be followed in addition to IVS without being seen as departures as long as all of the requirements in IVS are fulfilled.
**IVS 103 Reporting**

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10. **Introduction**

10.1. It is essential that the valuation report communicates the information necessary for proper understanding of the valuation or valuation review. A report must provide the intended users with a clear understanding of the valuation.

10.2. To provide useful information, the report must set out a clear and accurate description of the scope of the assignment, its purpose and intended use (including any limitations on that use) and disclosure of any assumptions, special assumptions (IVS 104 Bases of Value, para 200.4), significant uncertainty or limiting conditions that directly affect the valuation.

10.3. This standard applies to all valuation reports or reports on the outcome of a valuation review which may range from comprehensive narrative reports to abbreviated summary reports.

10.4. For certain asset classes there may be variations from these standards or additional requirements to be reported upon. These are found in the relevant IVS Asset Standards.

20. **General Requirements**

20.1. The purpose of the valuation, the complexity of the asset being valued and the users’ requirements will determine the level of detail appropriate to the valuation report. The format of the report should be agreed with all parties as part of establishing a scope of work (see IVS 101 Scope of Work).

20.2. Compliance with this standard does not require a particular form or format of report; however, the report must be sufficient to communicate to the intended users the scope of the valuation assignment, the work performed and the conclusions reached.

20.3. The report should also be sufficient for an appropriately experienced valuation professional with no prior involvement with the valuation engagement to review the report and understand the items in paras 30.1 and 40.1, as applicable.
30. Valuation Reports

30.1. Where the report is the result of an assignment involving the valuation of an asset or assets, the report must convey the following, at a minimum:

(a) the scope of the work performed, including the elements noted in para 20.3 of IVS 101 Scope of Work, to the extent that each is applicable to the assignment,

(b) the intended use,

(c) the approach or approaches adopted,

(d) the method or methods applied,

(e) the key inputs used,

(f) the assumptions made,

(g) the conclusion(s) of value and principal reasons for any conclusions reached, and

(h) the date of the report (which may differ from the valuation date).

30.2. Some of the above requirements may be explicitly included in a report or incorporated into a report through reference to other documents (engagement letters, scope of work documents, internal policies and procedures, etc).

40. Valuation Review Reports

40.1. Where the report is the result of a valuation review, the report must convey the following, at a minimum:

(a) the scope of the review performed, including the elements noted in para 20.3 of IVS 101 Scope of Work to the extent each is applicable to the assignment,

(b) the valuation report being reviewed and the inputs and assumptions upon which that valuation was based,

(c) the reviewer’s conclusions about the work under review, including supporting reasons, and

(d) the date of the report (which may differ from the valuation date).

40.2. Some of the above requirements may be explicitly included in a report or incorporated into a report through reference to other documents (eg, engagement letters, scope of work documents, internal policies and procedures, etc).
Compliance with this mandatory standard requires a valuer to select the appropriate basis (or bases) of value and follow all applicable requirements associated with that basis of value, whether those requirements are included as part of this standard (for IVS-defined bases of value) or not (for non-IVS-defined bases of value).

10. Introduction

10.1. Bases of value (sometimes called standards of value) describe the fundamental premises on which the reported values will be based. It is critical that the basis (or bases) of value be appropriate to the terms and purpose of the valuation assignment, as a basis of value may influence or dictate a valuer’s selection of methods, inputs and assumptions, and the ultimate opinion of value.

10.2. A valuer may be required to use bases of value that are defined by statute, regulation, private contract or other document. Such bases have to be interpreted and applied accordingly.
10.3. While there are many different bases of value used in valuations, most have certain common elements: an assumed transaction, an assumed date of the transaction and the assumed parties to the transaction.

10.4. Depending on the basis of value, the assumed transaction could take a number of forms:

(a) a hypothetical transaction,

(b) an actual transaction,

(c) a purchase (or entry) transaction,

(d) a sale (or exit) transaction, and/or

(e) a transaction in a particular or hypothetical market with specified characteristics.

10.5. The assumed date of a transaction will influence what information and data a valuer considers in a valuation. Most bases of value prohibit the consideration of information or market sentiment that would not be known or knowable with reasonable due diligence on the measurement/valuation date by participants.

10.6. Most bases of value reflect assumptions concerning the parties to a transaction and provide a certain level of description of the parties. In respect to these parties, they could include one or more actual or assumed characteristics, such as:

(a) hypothetical,

(b) known or specific parties,

(c) members of an identified/described group of potential parties,

(d) whether the parties are subject to particular conditions or motivations at the assumed date (eg, duress), and/or

(e) an assumed knowledge level.

20. Bases of Value

20.1. In addition to the IVS-defined bases of value listed below, the IVS have also provided a non-exhaustive list of other non-IVS-defined bases of value prescribed by individual jurisdictional law or those recognised and adopted by international agreement:

(a) IVS-defined bases of value:

1. Market Value (section 30),

2. Market Rent (section 40),

3. Equitable Value (section 50),

4. Investment Value/Worth (section 60),

5. Synergistic Value (section 70), and

(b) Other bases of value (non-exhaustive list):

1. Fair Value (International Financial Reporting Standards) (section 90),
2. Fair Market Value (Organisation for Economic Co-operation and Development) (section 100),
3. Fair Market Value (United States Internal Revenue Service) (section 110), and
4. Fair Value (Legal/Statutory) (section 120):
   a. the Model Business Corporation Act, and
   b. Canadian case law (Manning v Harris Steel Group Inc).

20.2. **Valuers must** choose the relevant basis (or bases) of value according to the terms and purpose of the valuation assignment. The valuer’s choice of a basis (or bases) of value should consider instructions and input received from the client and/or its representatives. However, regardless of instructions and input provided to the valuer, the valuer should not use a basis (or bases) of value that is inappropriate for the intended purpose of the valuation (for example, if instructed to value for financial reporting purposes under IFRS, compliance with IVS may require the valuer to use a basis of value that is not defined or mentioned in the IVS).

20.3. In accordance with IVS 101 Scope of Work, the basis of value must be appropriate for the purpose and the source of the definition of any basis of value used must be cited or the basis explained.

20.4. **Valuers** are responsible for understanding the regulation, case law and other interpretive guidance related to all bases of value used.

20.5. The bases of value illustrated in sections 90-120 of this standard are defined by organisations other than the IVSC and the onus is on the valuer to ensure they are using the relevant definition.

30. **IVS-Defined Basis of Value – Market Value**

30.1. Market Value is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

30.2. The definition of Market Value must be applied in accordance with the following conceptual framework:

(a) “The estimated amount” refers to a price expressed in terms of money payable for the asset in an arm’s length market transaction. Market Value is the most probable price reasonably obtainable in the market on the valuation date in keeping with the market value definition. It is the best price reasonably obtainable by the seller and the most advantageous price reasonably obtainable by the buyer. This estimate specifically excludes an estimated price inflated or deflated by special terms or circumstances such as atypical financing, sale and leaseback arrangements, special considerations or concessions granted by anyone...
General Standards

associated with the sale, or any element of value available only to a specific owner or purchaser.

(b) “An asset or liability should exchange” refers to the fact that the value of an asset or liability is an estimated amount rather than a predetermined amount or actual sale price. It is the price in a transaction that meets all the elements of the Market Value definition at the valuation date.

(c) “On the valuation date” requires that the value is time-specific as of a given date. Because markets and market conditions may change, the estimated value may be incorrect or inappropriate at another time. The valuation amount will reflect the market state and circumstances as at the valuation date, not those at any other date.

(d) “Between a willing buyer” refers to one who is motivated, but not compelled to buy. This buyer is neither over-eager nor determined to buy at any price. This buyer is also one who purchases in accordance with the realities of the current market and with current market expectations, rather than in relation to an imaginary or hypothetical market that cannot be demonstrated or anticipated to exist. The assumed buyer would not pay a higher price than the market requires. The present owner is included among those who constitute “the market”.

(e) “And a willing seller” is neither an over-eager nor a forced seller prepared to sell at any price, nor one prepared to hold out for a price not considered reasonable in the current market. The willing seller is motivated to sell the asset at market terms for the best price attainable in the open market after proper marketing, whatever that price may be. The factual circumstances of the actual owner are not a part of this consideration because the willing seller is a hypothetical owner.

(f) “In an arm’s length transaction” is one between parties who do not have a particular or special relationship, eg, parent and subsidiary companies or landlord and tenant, that may make the price level uncharacteristic of the market or inflated. The Market Value transaction is presumed to be between unrelated parties, each acting independently.

(g) “After proper marketing” means that the asset has been exposed to the market in the most appropriate manner to effect its disposal at the best price reasonably obtainable in accordance with the Market Value definition. The method of sale is deemed to be that most appropriate to obtain the best price in the market to which the seller has access. The length of exposure time is not a fixed period but will vary according to the type of asset and market conditions. The only criterion is that there must have been sufficient time to allow the asset to be brought to the attention of an adequate number of market participants. The exposure period occurs prior to the valuation date.

(h) “Where the parties had each acted knowledgeably, prudently” presumes that both the willing buyer and the willing seller are reasonably informed about the nature and characteristics of the asset, its actual and potential uses, and the state of the market as of the valuation date. Each is further presumed to use that knowledge prudently to seek the price that is most favourable for their respective positions in the transaction. Prudence is assessed by referring to the state of the market at the
valuation date, not with the benefit of hindsight at some later date. For example, it is not necessarily imprudent for a seller to sell assets in a market with falling prices at a price that is lower than previous market levels. In such cases, as is true for other exchanges in markets with changing prices, the prudent buyer or seller will act in accordance with the best market information available at the time.

(i) “And without compulsion” establishes that each party is motivated to undertake the transaction, but neither is forced or unduly coerced to complete it.

30.3. The concept of Market Value presumes a price negotiated in an open and competitive market where the participants are acting freely. The market for an asset could be an international market or a local market. The market could consist of numerous buyers and sellers, or could be one characterised by a limited number of market participants. The market in which the asset is presumed exposed for sale is the one in which the asset notionally being exchanged is normally exchanged.

30.4. The Market Value of an asset will reflect its highest and best use (see paras 140.1-140.5). The highest and best use is the use of an asset that maximises its potential and that is possible, legally permissible and financially feasible. The highest and best use may be for continuation of an asset’s existing use or for some alternative use. This is determined by the use that a market participant would have in mind for the asset when formulating the price that it would be willing to bid.

30.5. The nature and source of the valuation inputs must be consistent with the basis of value, which in turn must have regard to the valuation purpose. For example, various approaches and methods may be used to arrive at an opinion of value providing they use market-derived data. The market approach will, by definition, use market-derived inputs. To indicate Market Value, the income approach should be applied, using inputs and assumptions that would be adopted by participants. To indicate Market Value using the cost approach, the cost of an asset of equal utility and the appropriate depreciation should be determined by analysis of market-based costs and depreciation.

30.6. The data available and the circumstances relating to the market for the asset being valued must determine which valuation method or methods are most relevant and appropriate. If based on appropriately analysed market-derived data, each approach or method used should provide an indication of Market Value.

30.7. Market Value does not reflect attributes of an asset that are of value to a specific owner or purchaser that are not available to other buyers in the market. Such advantages may relate to the physical, geographic, economic or legal characteristics of an asset. Market Value requires the disregard of any such element of value because, at any given date, it is only assumed that there is a willing buyer, not a particular willing buyer.
40. **IVS-Defined Basis of Value – Market Rent**

40.1. Market Rent is the estimated amount for which an interest in real property **should** be leased on the **valuation** date between a willing lessor and a willing lessee on appropriate lease terms in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.

40.2. Market Rent **may** be used as a basis of value when **valuing** a lease or an interest created by a lease. In such cases, it is necessary to consider the contract rent and, where it is different, the market rent.

40.3. The conceptual framework supporting the definition of Market Value shown above can be applied to assist in the interpretation of Market Rent. In particular, the estimated amount excludes a rent inflated or deflated by special terms, considerations or concessions. The “appropriate lease terms” are terms that would typically be agreed in the market for the type of property on the **valuation** date between market **participants**. An indication of Market Rent **should** only be provided in conjunction with an indication of the principal lease terms that have been assumed.

40.4. Contract Rent is the rent payable under the terms of an actual lease. It **may** be fixed for the duration of the lease, or variable. The frequency and basis of calculating variations in the rent will be set out in the lease and **must** be identified and understood in order to establish the total benefits accruing to the lessor and the liability of the lessee.

40.5. In some circumstances the Market Rent **may** have to be assessed based on terms of an existing lease (eg, for rental determination **purposes** where the lease terms are existing and therefore not to be assumed as part of a notional lease).

40.6. In calculating Market Rent, the **valuer must** consider the following:

(a) in regard to a Market Rent subject to a lease, the terms and conditions of that lease are the appropriate lease terms unless those terms and conditions are illegal or contrary to overarching legislation, and

(b) in regard to a Market Rent that is not subject to a lease, the assumed terms and conditions are the terms of a notional lease that would typically be agreed in a market for the type of property on the **valuation** date between market **participants**.

50. **IVS-Defined Basis of Value – Equitable Value**

50.1. Equitable Value is the estimated price for the transfer of an **asset** or liability between identified knowledgeable and willing parties that reflects the respective interests of those parties.

50.2. Equitable Value requires the assessment of the price that is fair between two specific, identified parties considering the respective advantages or disadvantages that each will gain from the transaction. In contrast, Market Value requires any advantages or disadvantages that would not be available to, or incurred by, market **participants** generally to be disregarded.
50.3. Equitable Value is a broader concept than Market Value. Although in many cases the price that is fair between two parties will equate to that obtainable in the market, there will be cases where the assessment of Equitable Value will involve taking into account matters that have to be disregarded in the assessment of Market Value, such as certain elements of Synergistic Value arising because of the combination of the interests.

50.4. Examples of the use of Equitable Value include:

(a) determination of a price that is equitable for a shareholding in a non-quoted business, where the holdings of two specific parties may mean that the price that is equitable between them is different from the price that might be obtainable in the market, and

(b) determination of a price that would be equitable between a lessor and a lessee for either the permanent transfer of the leased asset or the cancellation of the lease liability.

60. **IVS-Defined Basis of Value – Investment Value/Worth**

60.1. Investment Value is the value of an asset to a particular owner or prospective owner for individual investment or operational objectives.

60.2. Investment Value is an entity-specific basis of value. Although the value of an asset to the owner may be the same as the amount that could be realised from its sale to another party, this basis of value reflects the benefits received by an entity from holding the asset and, therefore, does not involve a presumed exchange. Investment Value reflects the circumstances and financial objectives of the entity for which the valuation is being produced. It is often used for measuring investment performance.

70. **IVS-Defined Basis of Value – Synergistic Value**

70.1. Synergistic Value is the result of a combination of two or more assets or interests where the combined value is more than the sum of the separate values. If the synergies are only available to one specific buyer then Synergistic Value will differ from Market Value, as the Synergistic Value will reflect particular attributes of an asset that are only of value to a specific purchaser. The added value above the aggregate of the respective interests is often referred to as “marriage value.”

80. **IVS-Defined Basis of Value – Liquidation Value**

80.1. Liquidation Value is the amount that would be realised when an asset or group of assets are sold on a piecemeal basis. Liquidation Value should take into account the costs of getting the assets into saleable condition as well as those of the disposal activity. Liquidation Value can be determined under two different premises of value:

(a) an orderly transaction with a typical marketing period (see section 160), or

(b) a forced transaction with a shortened marketing period (see section 170).

80.2. A valuer must disclose which premise of value is assumed.
90. **Other Basis of Value – Fair Value (International Financial Reporting Standards)**

90.1. IFRS 13 defines Fair Value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

90.2. For financial reporting purposes, over 130 countries require or permit the use of International Accounting Standards published by the International Accounting Standards Board. In addition, the Financial Accounting Standards Board in the United States uses the same definition of Fair Value in Topic 820.

100. **Other Basis of Value – Fair Market Value (Organisation for Economic Co-operation and Development (OECD))**

100.1. The OECD defines Fair Market Value as the price a willing buyer would pay a willing seller in a transaction on the open market.

100.2. OECD guidance is used in many engagements for international tax purposes.

110. **Other Basis of Value – Fair Market Value (United States Internal Revenue Service)**

110.1. For United States tax purposes, Regulation §20.2031-1 states: “The fair market value is the price at which the property would change hands between a willing buyer and a willing seller, neither being under any compulsion to buy or to sell and both having reasonable knowledge of relevant facts.”

120. **Other Basis of Value – Fair Value (Legal/Statutory) in different jurisdictions**

120.1. Many national, state and local agencies use Fair Value as a basis of value in a legal context. The definitions can vary significantly and may be the result of legislative action or those established by courts in prior cases.

120.2. Examples of US and Canadian definitions of Fair Value are as follows:

(a) The Model Business Corporation Act (MBCA) is a model set of law prepared by the Committee on Corporate Laws of the Section of Business Law of the American Bar Association and is followed by 24 States in the United States. The definition of Fair Value from the MBCA is the value of the corporation’s shares determined:

(1) immediately before the effectuation of the corporate action to which the shareholder objects,

(2) using customary and current valuation concepts and techniques generally employed for similar businesses in the context of the transaction requiring appraisal, and

(3) without discounting for lack of marketability or minority status except, if appropriate, for amendments to the articles pursuant to section 13.02(a)(5).
International Valuation Standards

(b) In 1986, the Supreme Court of British Columbia in Canada issued a ruling in Manning v Harris Steel Group Inc. that stated: “Thus, a ‘fair’ value is one which is just and equitable. That terminology contains within itself the concept of adequate compensation (indemnity), consistent with the requirements of justice and equity.”

130. Premise of Value/Assumed Use

130.1. A Premise of Value or Assumed Use describes the circumstances of how an asset or liability is used. Different bases of value may require a particular Premise of Value or allow the consideration of multiple Premises of Value. Some common Premises of Value are:

(a) highest and best use,

(b) current use/existing use,

(c) orderly liquidation, and

(d) forced sale.

140. Premise of Value – Highest and Best Use

140.1. Highest and best use is the use, from a participant perspective, that would produce the highest value for an asset. Although the concept is most frequently applied to non-financial assets as many financial assets do not have alternative uses, there may be circumstances where the highest and best use of financial assets needs to be considered.

140.2. The highest and best use must be physically possible (where applicable), financially feasible, legally allowed and result in the highest value. If different from the current use, the costs to convert an asset to its highest and best use would impact the value.

140.3. The highest and best use for an asset may be its current or existing use when it is being used optimally. However, highest and best use may differ from current use or even be an orderly liquidation.

140.4. The highest and best use of an asset valued on a stand-alone basis may be different from its highest and best use as part of a group of assets, when its contribution to the overall value of the group must be considered.

140.5. The determination of the highest and best use involves consideration of the following:

(a) To establish whether a use is physically possible, regard will be had to what would be considered reasonable by participants.

(b) To reflect the requirement to be legally permissible, any legal restrictions on the use of the asset, eg, town planning/zoning designations, need to be taken into account as well as the likelihood that these restrictions will change.

(c) The requirement that the use be financially feasible takes into account whether an alternative use that is physically possible and legally permissible will generate sufficient return to a typical participant, after taking into account the costs of conversion to that use, over and above the return on the existing use.
150. **Premise of Value – Current Use/Existing Use**

150.1. Current use/existing use is the current way an *asset*, liability, or group of *assets* and/or liabilities is used. The current use *may* be, but is not necessarily, also the highest and best use.

160. **Premise of Value – Orderly Liquidation**

160.1. An orderly liquidation describes the *value* of a group of *assets* that could be realised in a liquidation sale, given a reasonable period of time to find a purchaser (or purchasers), with the seller being compelled to sell on an as-is, where-is basis.

160.2. The reasonable period of time to find a purchaser (or purchasers) *may* vary by *asset* type and market conditions.

170. **Premise of Value – Forced Sale**

170.1. The term “forced sale” is often used in circumstances where a seller is under compulsion to sell and that, as a consequence, a proper marketing period is not possible and buyers *may* not be able to undertake adequate due diligence. The price that could be obtained in these circumstances will depend upon the nature of the pressure on the seller and the reasons why proper marketing cannot be undertaken. It *may* also reflect the consequences for the seller of failing to sell within the period available. Unless the nature of, and the reason for, the constraints on the seller are known, the price obtainable in a forced sale cannot be realistically estimated. The price that a seller will accept in a forced sale will reflect its particular circumstances, rather than those of the hypothetical willing seller in the Market Value definition. A “forced sale” is a description of the situation under which the exchange takes place, not a distinct basis of value.

170.2. If an indication of the price obtainable under forced sale circumstances is required, it will be necessary to clearly identify the reasons for the constraint on the seller, including the consequences of failing to sell in the specified period by setting out appropriate assumptions. If these circumstances do not exist at the valuation date, these must be clearly identified as special assumptions.

170.3. A forced sale typically reflects the most probable price that a specified property is likely to bring under all of the following conditions:

(a) consummation of a sale within a short time period,

(b) the *asset* is subjected to market conditions prevailing as of the date of *valuation* or assumed timescale within which the transaction is to be completed,

(c) both the buyer and the seller are acting prudently and knowledgeably,

(d) the seller is under compulsion to sell,

(e) the buyer is typically motivated,

(f) both parties are acting in what they consider their best interests,

(g) a normal marketing effort is not possible due to the brief exposure time, and

(h) payment will be made in cash.
170.4. Sales in an inactive or falling market are not automatically “forced sales” simply because a seller might hope for a better price if conditions improved. Unless the seller is compelled to sell by a deadline that prevents proper marketing, the seller will be a willing seller within the definition of Market Value (see paras 30.1-30.7).

170.5. While confirmed “forced sale” transactions would generally be excluded from consideration in a valuation where the basis of value is Market Value, it can be difficult to verify that an arm’s length transaction in a market was a forced sale.

180. Entity-Specific Factors

180.1. For most bases of value, the factors that are specific to a particular buyer or seller and not available to participants generally are excluded from the inputs used in a market-based valuation. Examples of entity-specific factors that may not be available to participants include:

(a) additional value or reduction in value derived from the creation of a portfolio of similar assets,

(b) unique synergies between the asset and other assets owned by the entity,

(c) legal rights or restrictions applicable only to the entity,

(d) tax benefits or tax burdens unique to the entity, and

(e) an ability to exploit an asset that is unique to that entity.

180.2. Whether such factors are specific to the entity, or would be available to others in the market generally, is determined on a case-by-case basis. For example, an asset may not normally be transacted as a stand-alone item but as part of a group of assets. Any synergies with related assets would transfer to participants along with the transfer of the group and therefore are not entity specific.

180.3. If the objective of the basis of value used in a valuation is to determine the value to a specific owner (such as Investment Value/Worth discussed in paras 60.1 and 60.2), entity-specific factors are reflected in the valuation of the asset. Situations in which the value to a specific owner may be required include the following examples:

(a) supporting investment decisions, and

(b) reviewing the performance of an asset.

190. Synergies

190.1. “Synergies” refer to the benefits associated with combining assets. When synergies are present, the value of a group of assets and liabilities is greater than the sum of the values of the individual assets and liabilities on a stand-alone basis. Synergies typically relate to a reduction in costs, and/or an increase in revenue, and/or a reduction in risk.

190.2. Whether synergies should be considered in a valuation depends on the basis of value. For most bases of value, only those synergies available
to other participants generally will be considered (see discussion of Entity-Specific Factors in paras 180.1-180.3).

190.3. An assessment of whether synergies are available to other participants may be based on the amount of the synergies rather than a specific way to achieve that synergy.

200. Assumptions and Special Assumptions

200.1. In addition to stating the basis of value, it is often necessary to make an assumption or multiple assumptions to clarify either the state of the asset in the hypothetical exchange or the circumstances under which the asset is assumed to be exchanged. Such assumptions can have a significant impact on value.

200.2. These types of assumptions generally fall into one of two categories:

(a) assumed facts that are consistent with, or could be consistent with, those existing at the date of valuation, and

(b) assumed facts that differ from those existing at the date of valuation.

200.3. Assumptions related to facts that are consistent with, or could be consistent with, those existing at the date of valuation may be the result of a limitation on the extent of the investigations or enquiries undertaken by the valuer. Examples of such assumptions include, without limitation:

(a) an assumption that a business is transferred as a complete operational entity,

(b) an assumption that assets employed in a business are transferred without the business, either individually or as a group,

(c) an assumption that an individually valued asset is transferred together with other complementary assets, and

(d) an assumption that a holding of shares is transferred either as a block or individually.

200.4. Where assumed facts differ from those existing at the date of valuation, it is referred to as a “special assumption”. Special assumptions are often used to illustrate the effect of possible changes on the value of an asset. They are designated as “special” so as to highlight to a valuation user that the valuation conclusion is contingent upon a change in the current circumstances or that it reflects a view that would not be taken by participants generally on the valuation date. Examples of such assumptions include, without limitation:

(a) an assumption that a property is freehold with vacant possession,

(b) an assumption that a proposed building had actually been completed on the valuation date,

(c) an assumption that a specific contract was in existence on the valuation date which had not actually been completed, and

(d) an assumption that a financial instrument is valued using a yield curve that is different from that which would be used by a participant.
200.5. All assumptions and special assumptions must be reasonable under the circumstances, be supported by evidence, and be relevant having regard to the purpose for which the valuation is required.

210. Transaction Costs

210.1. Most bases of value represent the estimated exchange price of an asset without regard to the seller’s costs of sale or the buyer’s costs of purchase and without adjustment for any taxes payable by either party as a direct result of the transaction.
10. Introduction

10.1. Consideration must be given to the relevant and appropriate valuation approaches. The three approaches described and defined below are the main approaches used in valuation. They are all based on the economic principles of price equilibrium, anticipation of benefits or substitution. The principal valuation approaches are:

(a) market approach,
(b) income approach, and
(c) cost approach.

10.2. Each of these valuation approaches includes different, detailed methods of application.

10.3. The goal in selecting valuation approaches and methods for an asset is to find the most appropriate method under the particular circumstances. No one method is suitable in every possible situation. The selection process should consider, at a minimum:

(a) the appropriate basis(es) of value and premise(s) of value, determined by the terms and purpose of the valuation assignment,
(b) the respective strengths and weaknesses of the possible valuation approaches and methods,
(c) the appropriateness of each method in view of the nature of the asset, and the approaches or methods used by participants in the relevant market, and
(d) the availability of reliable information needed to apply the method(s).

10.4. Valuers are not required to use more than one method for the valuation of an asset, particularly when the valuer has a high degree of confidence in the accuracy and reliability of a single method, given the facts and circumstances of the valuation engagement. However, valuers should consider the use of multiple approaches and methods and more than one
valuation approach or method should be considered and may be used to arrive at an indication of value, particularly when there are insufficient factual or observable inputs for a single method to produce a reliable conclusion. Where more than one approach and method is used, or even multiple methods within a single approach, the conclusion of value based on those multiple approaches and/or methods should be reasonable and the process of analysing and reconciling the differing values into a single conclusion, without averaging, should be described by the valuer in the report.

10.5. While this standard includes discussion of certain methods within the Cost, Market and Income approaches, it does not provide a comprehensive list of all possible methods that may be appropriate. It is the valuer’s responsibility to choose the appropriate method(s) for each valuation engagement. Compliance with IVS may require the valuer to use a method not defined or mentioned in the IVS.

10.6. When different approaches and/or methods result in widely divergent indications of value, a valuer should perform procedures to understand why the value indications differ, as it is generally not appropriate to simply weight two or more divergent indications of value. In such cases, valuers should reconsider the guidance in para 10.3 to determine whether one of the approaches/methods provides a better or more reliable indication of value.

10.7. Valuers should maximise the use of relevant observable market information in all three approaches. Regardless of the source of the inputs and assumptions used in a valuation, a valuer must perform appropriate analysis to evaluate those inputs and assumptions and their appropriateness for the valuation purpose.

10.8. Although no one approach or method is applicable in all circumstances, price information from an active market is generally considered to be the strongest evidence of value. Some bases of value may prohibit a valuer from making subjective adjustments to price information from an active market. Price information from an inactive market may still be good evidence of value, but subjective adjustments may be needed.

10.9 In certain circumstances, the valuer and the client may agree on the valuation approaches, methods and procedures the valuer will use or the extent of procedures the valuer will perform. Depending on the limitations placed on the valuer and procedures performed, such circumstances may result in a valuation that is not IVS compliant.

10.10. A valuation may be limited or restricted where the valuer is not able to employ the valuation approaches, methods and procedures that a reasonable and informed third party would perform, and it is reasonable to expect that the effect of the limitation or restriction on the estimate of value could be material.

20. Market Approach

20.1. The market approach provides an indication of value by comparing the asset with identical or comparable (that is similar) assets for which price information is available.
20.2. The market approach should be applied and afforded significant weight under the following circumstances:

(a) the subject asset has recently been sold in a transaction appropriate for consideration under the basis of value,

(b) the subject asset or substantially similar assets are actively publicly traded, and/or

(c) there are frequent and/or recent observable transactions in substantially similar assets.

20.3. Although the above circumstances would indicate that the market approach should be applied and afforded significant weight, when the above criteria are not met, the following are additional circumstances where the market approach may be applied and afforded significant weight. When using the market approach under the following circumstances, a valuer should consider whether any other approaches can be applied and weighted to corroborate the value indication from the market approach:

(a) Transactions involving the subject asset or substantially similar assets are not recent enough considering the levels of volatility and activity in the market.

(b) The asset or substantially similar assets are publicly traded, but not actively.

(c) Information on market transactions is available, but the comparable assets have significant differences to the subject asset, potentially requiring subjective adjustments.

(d) Information on recent transactions is not reliable (ie, hearsay, missing information, synergistic purchaser, not arm’s-length, distressed sale, etc).

(e) The critical element affecting the value of the asset is the price it would achieve in the market rather than the cost of reproduction or its income-producing ability.

20.4. The heterogeneous nature of many assets means that it is often not possible to find market evidence of transactions involving identical or similar assets. Even in circumstances where the market approach is not used, the use of market-based inputs should be maximised in the application of other approaches (eg, market-based valuation metrics such as effective yields and rates of return).

20.5. When comparable market information does not relate to the exact or substantially the same asset, the valuer must perform a comparative analysis of qualitative and quantitative similarities and differences between the comparable assets and the subject asset. It will often be necessary to make adjustments based on this comparative analysis. Those adjustments must be reasonable and valuers must document the reasons for the adjustments and how they were quantified.

20.6. The market approach often uses market multiples derived from a set of comparables, each with different multiples. The selection of the appropriate multiple within the range requires judgement, considering qualitative and quantitative factors.
30. **Market Approach Methods**

**Comparable Transactions Method**

30.1. The comparable transactions method, also known as the guideline transactions method, utilises information on transactions involving assets that are the same or similar to the subject asset to arrive at an indication of value.

30.2. When the comparable transactions considered involve the subject asset, this method is sometimes referred to as the prior transactions method.

30.3. If few recent transactions have occurred, the valuer may consider the prices of identical or similar assets that are listed or offered for sale, provided the relevance of this information is clearly established, critically analysed and documented. This is sometimes referred to as the comparable listings method and should not be used as the sole indication of value but can be appropriate for consideration together with other methods. When considering listings or offers to buy or sell, the weight afforded to the listings/offer price should consider the level of commitment inherent in the price and how long the listing/offer has been on the market. For example, an offer that represents a binding commitment to purchase or sell an asset at a given price may be given more weight than a quoted price without such a binding commitment.

30.4. The comparable transaction method can use a variety of different comparable evidence, also known as units of comparison, which form the basis of the comparison. For example, a few of the many common units of comparison used for real property interests include price per square foot (or per square metre), rent per square foot (or per square metre) and capitalisation rates. A few of the many common units of comparison used in business valuation include EBITDA (Earnings Before Interest, Tax, Depreciation and Amortisation) multiples, earnings multiples, revenue multiples and book value multiples. A few of the many common units of comparison used in financial instrument valuation include metrics such as yields and interest rate spreads. The units of comparison used by participants can differ between asset classes and across industries and geographies.

30.5. A subset of the comparable transactions method is matrix pricing, which is principally used to value some types of financial instruments, such as debt securities, without relying exclusively on quoted prices for the specific securities, but rather relying on the securities’ relationship to other benchmark quoted securities and their attributes (ie, yield).

30.6. The key steps in the comparable transactions method are:

(a) identify the units of comparison that are used by participants in the relevant market,

(b) identify the relevant comparable transactions and calculate the key valuation metrics for those transactions,

(c) perform a consistent comparative analysis of qualitative and quantitative similarities and differences between the comparable assets and the subject asset,
(d) make necessary adjustments, if any, to the valuation metrics to reflect differences between the subject asset and the comparable assets (see para 30.12(d)),

(e) apply the adjusted valuation metrics to the subject asset, and

(f) if multiple valuation metrics were used, reconcile the indications of value.

30.7. A valuer should choose comparable transactions within the following context:

(a) evidence of several transactions is generally preferable to a single transaction or event,

(b) evidence from transactions of very similar assets (ideally identical) provides a better indication of value than assets where the transaction prices require significant adjustments,

(c) transactions that happen closer to the valuation date are more representative of the market at that date than older/dated transactions, particularly in volatile markets,

(d) for most bases of value, the transactions should be “arm’s length” between unrelated parties,

(e) sufficient information on the transaction should be available to allow the valuer to develop a reasonable understanding of the comparable asset and assess the valuation metrics/comparable evidence,

(f) information on the comparable transactions should be from a reliable and trusted source, and

(g) actual transactions provide better valuation evidence than intended transactions.

30.8. A valuer should analyse and make adjustments for any material differences between the comparable transactions and the subject asset. Examples of common differences that could warrant adjustments may include, but are not limited to:

(a) material characteristics (age, size, specifications, etc),

(b) relevant restrictions on either the subject asset or the comparable assets,

(c) geographical location (location of the asset and/or location of where the asset is likely to be transacted/used) and the related economic and regulatory environments,

(d) profitability or profit-making capability of the assets,

(e) historical and expected growth,

(f) yields/coupon rates,

(g) types of collateral,

(h) unusual terms in the comparable transactions,
(i) differences related to marketability and control characteristics of the comparable and the subject asset, and

(j) ownership characteristics (e.g., legal form of ownership, amount percentage held).

**Guideline publicly-traded comparable method**

30.9. The guideline publicly-traded method utilises information on publicly-traded comparables that are the same or similar to the subject asset to arrive at an indication of value.

30.10. This method is similar to the comparable transactions method. However, there are several differences due to the comparables being publicly traded, as follows:

(a) the valuation metrics/comparable evidence are available as of the valuation date,

(b) detailed information on the comparables are readily available in public filings, and

(c) the information contained in public filings is prepared under well-understood accounting standards.

30.11. The method should be used only when the subject asset is sufficiently similar to the publicly-traded comparables to allow for meaningful comparison.

30.12. The key steps in the guideline publicly-traded comparable method are to:

(a) identify the valuation metrics/comparable evidence that are used by participants in the relevant market,

(b) identify the relevant guideline publicly-traded comparables and calculate the key valuation metrics for those transactions,

(c) perform a consistent comparative analysis of qualitative and quantitative similarities and differences between the publicly-traded comparables and the subject asset,

(d) make necessary adjustments, if any, to the valuation metrics to reflect differences between the subject asset and the publicly-traded comparables,

(e) apply the adjusted valuation metrics to the subject asset, and

(f) if multiple valuation metrics were used, weight the indications of value.

30.13. A valuer should choose publicly-traded comparables within the following context:

(a) consideration of multiple publicly-traded comparables is preferred to the use of a single comparable,

(b) evidence from similar publicly-traded comparables (for example, with similar market segment, geographic area, size in revenue and/or assets, growth rates, profit margins, leverage, liquidity and diversification)
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provides a better indication of value than comparables that require significant adjustments, and

(c) securities that are actively traded provide more meaningful evidence than thinly-traded securities.

30.14. A valuer should analyse and make adjustments for any material differences between the guideline publicly-traded comparables and the subject asset. Examples of common differences that could warrant adjustments may include, but are not limited to:

(a) material characteristics (age, size, specifications, etc),
(b) relevant discounts and premiums (see para 30.17),
(c) relevant restrictions on either the subject asset or the comparable assets,
(d) geographical location of the underlying company and the related economic and regulatory environments,
(e) profitability or profit-making capability of the assets,
(f) historical and expected growth,
(g) differences related to marketability and control characteristics of the comparable and the subject asset, and
(h) type of ownership.

Other Market Approach Considerations

30.15. The following paragraphs address a non-exhaustive list of certain special considerations that may form part of a market approach valuation.

30.16. Anecdotal or “rule-of-thumb” valuation benchmarks are sometimes considered to be a market approach. However, value indications derived from the use of such rules should not be given substantial weight unless it can be shown that buyers and sellers place significant reliance on them.

30.17. In the market approach, the fundamental basis for making adjustments is to adjust for differences between the subject asset and the guideline transactions or publicly-traded securities. Some of the most common adjustments made in the market approach are known as discounts and premiums.

(a) Discounts for Lack of Marketability (DLOM) should be applied when the comparables are deemed to have superior marketability to the subject asset. A DLOM reflects the concept that when comparing otherwise identical assets, a readily marketable asset would have a higher value than an asset with a long marketing period or restrictions on the ability to sell the asset. For example, publicly-traded securities can be bought and sold nearly instantaneously while shares in a private company may require a significant amount of time to identify potential buyers and complete a transaction. Many bases of value allow the consideration of restrictions on marketability that are inherent in the subject asset but prohibit consideration of marketability restrictions that are specific to a particular owner. DLOMs may be quantified using any
reasonable method, but are typically calculated using option pricing models, studies that compare the value of publicly-traded shares and restricted shares in the same company, or studies that compare the value of shares in a company before and after an initial public offering.

(b) Control Premiums (sometimes referred to as Market Participant Acquisition Premiums or MPAPs) and Discounts for Lack of Control (DLOC) are applied to reflect differences between the comparables and the subject asset with regard to the ability to make decisions and the changes that can be made as a result of exercising control. All else being equal, participants would generally prefer to have control over a subject asset than not. However, participants’ willingness to pay a Control Premium or DLOC will generally be a factor of whether the ability to exercise control enhances the economic benefits available to the owner of the subject asset. Control Premiums and DLOCs may be quantified using any reasonable method, but are typically calculated based on either an analysis of the specific cash flow enhancements or reductions in risk associated with control or by comparing observed prices paid for controlling interests in publicly-traded securities to the publicly-traded price before such a transaction is announced. Examples of circumstances where Control Premiums and DLOC should be considered include where:

1. shares of public companies generally do not have the ability to make decisions related to the operations of the company (they lack control). As such, when applying the guideline public comparable method to value a subject asset that reflects a controlling interest, a control premium may be appropriate, or

2. the guideline transactions in the guideline transaction method often reflect transactions of controlling interests. When using that method to value a subject asset that reflects a minority interest, a DLOC may be appropriate.

(c) Blockage discounts are sometimes applied when the subject asset represents a large block of shares in a publicly-traded security such that an owner would not be able to quickly sell the block in the public market without negatively influencing the publicly-traded price. Blockage discounts may be quantified using any reasonable method but typically a model is used that considers the length of time over which a participant could sell the subject shares without negatively impacting the publicly-traded price (ie, selling a relatively small portion of the security’s typical daily trading volume each day). Under certain bases of value, particularly fair value for financial reporting purposes, blockage discounts are prohibited.

40. Income Approach

40.1. The income approach provides an indication of value by converting future cash flow to a single current value. Under the income approach, the value of an asset is determined by reference to the value of income, cash flow or cost savings generated by the asset.

40.2. The income approach should be applied and afforded significant weight under the following circumstances:
(a) the income-producing ability of the asset is the critical element affecting value from a participant perspective, and/or

(b) reasonable projections of the amount and timing of future income are available for the subject asset, but there are few, if any, relevant market comparables.

40.3. Although the above circumstances would indicate that the income approach should be applied and afforded significant weight, the following are additional circumstances where the income approach may be applied and afforded significant weight. When using the income approach under the following circumstances, a valuer should consider whether any other approaches can be applied and weighted to corroborate the value indication from the income approach:

(a) the income-producing ability of the subject asset is only one of several factors affecting value from a participant perspective,

(b) there is significant uncertainty regarding the amount and timing of future income-related to the subject asset,

(c) there is a lack of access to information related to the subject asset (for example, a minority owner may have access to historical financial statements but not forecasts/budgets), and/or

(d) the subject asset has not yet begun generating income, but is projected to do so.

40.4. A fundamental basis for the income approach is that investors expect to receive a return on their investments and that such a return should reflect the perceived level of risk in the investment.

40.5. Generally, investors can only expect to be compensated for systematic risk (also known as “market risk” or “undiversifiable risk”).

50. Income Approach Methods

50.1. Although there are many ways to implement the income approach, methods under the income approach are effectively based on discounting future amounts of cash flow to present value. They are variations of the Discounted Cash Flow (DCF) method and the concepts below apply in part or in full to all income approach methods.

**Discounted Cash Flow (DCF) Method**

50.2. Under the DCF method the forecasted cash flow is discounted back to the valuation date, resulting in a present value of the asset.

50.3. In some circumstances for long-lived or indefinite-lived assets, DCF may include a terminal value which represents the value of the asset at the end of the explicit projection period. In other circumstances, the value of an asset may be calculated solely using a terminal value with no explicit projection period. This is sometimes referred to as an income capitalisation method.

50.4. The key steps in the DCF method are:

(a) choose the most appropriate type of cash flow for the nature of the subject asset and the assignment (ie, pre-tax or post-tax, total cash flows or cash flows to equity, real or nominal, etc),
(b) determine the most appropriate explicit period, if any, over which the cash flow will be forecast,

(c) prepare cash flow forecasts for that period,

(d) determine whether a terminal value is appropriate for the subject asset at the end of the explicit forecast period (if any) and then determine the appropriate terminal value for the nature of the asset,

(e) determine the appropriate discount rate, and

(f) apply the discount rate to the forecasted future cash flow, including the terminal value, if any.

**Type of Cash Flow**

50.5. When selecting the appropriate type of cash flow for the nature of asset or assignment, valuers must consider the factors below. In addition, the discount rate and other inputs must be consistent with the type of cash flow chosen.

(a) Cash flow to whole asset or partial interest: Typically cash flow to the whole asset is used. However, occasionally other levels of income may be used as well, such as cash flow to equity (after payment of interest and principle on debt) or dividends (only the cash flow distributed to equity owners). Cash flow to the whole asset is most commonly used because an asset should theoretically have a single value that is independent of how it is financed or whether income is paid as dividends or reinvested.

(b) The cash flow can be pre-tax or post-tax: The tax rate applied should be consistent with the basis of value and in many instances would be a participant tax rate rather than an owner-specific one.

(c) Nominal versus real: Real cash flow does not consider inflation whereas nominal cash flows include expectations regarding inflation. If expected cash flow incorporates an expected inflation rate, the discount rate has to include an adjustment for inflation as well.

(d) Currency: The choice of currency used may have an impact on assumptions related to inflation and risk. This is particularly true in emerging markets or in currencies with high inflation rates. The currency in which the forecast is prepared and related risks are separate and distinct from risks associated with the country(ies) in which the asset resides or operates.

(e) The type of cash flow contained in the forecast: For example, a cash flow forecast may represent expected cash flows, ie, probability-weighted scenarios, most likely cash flows, contractual cash flows, etc

50.6. The type of cash flow chosen should be in accordance with participant’s viewpoints. For example, cash flows and discount rates for real property are customarily developed on a pre-tax basis while cash flows and discount rates for businesses are normally developed on a post-tax basis. Adjusting between pre-tax and post-tax rates can be complex and prone to error and should be approached with caution.
50.7. When a *valuation* is being developed in a currency (“the valuation currency”) that differs from the currency used in the cash flow projections (“the functional currency”), a *valuer should use* one of the following two currency translation methods:

(a) Discount the cash flows in the functional currency using a discount rate appropriate for that functional currency. Convert the present value of the cash flows to the valuation currency at the spot rate on the valuation date.

(b) Use a currency exchange forward curve to translate the functional currency projections into valuation currency projections and discount the projections using a discount rate appropriate for the valuation currency. When a reliable currency exchange forward curve is not available (for example, due to lack of liquidity in the relevant currency exchange markets), it *may not* be possible to use this method and only the method described in para 50.7(a) can be applied.

*Explicit Forecast Period*

50.8. The selection criteria will depend upon the *purpose of the valuation*, the nature of the *asset*, the information available and the required bases of value. For an *asset* with a short life, it is more likely to be both possible and relevant to project cash flow over its entire life.

50.9. *Valuers should* consider the following factors when selecting the explicit forecast period:

(a) the life of the *asset*,

(b) a reasonable period for which reliable data is available on which to base the projections,

(c) the minimum explicit forecast period which *should* be sufficient for an *asset* to achieve a stabilised level of growth and profits, after which a terminal value can be used,

(d) in the *valuation* of cyclical *assets*, the explicit forecast period *should* generally include an entire cycle, when possible, and

(e) for finite-lived *assets* such as most financial instruments, the cash flows will typically be forecast over the full life of the *asset*.

50.10. In some instances, particularly when the *asset* is operating at a stabilised level of growth and profits at the valuation date, it *may not* be necessary to consider an explicit forecast period and a terminal value *may form* the only basis for value (sometimes referred to as an income capitalisation method).

50.11. The intended holding period for one investor *should not* be the only consideration in selecting an explicit forecast period and *should not* impact the *value* of an *asset*. However, the period over which an *asset* is intended to be held *may be* considered in determining the explicit forecast period if the objective of the *valuation* is to determine its investment value.
50.12. Cash flow for the explicit forecast period is constructed using prospective financial information (PFI) (projected income/inflows and expenditure/outflows).

50.13. As required by para 50.12, regardless of the source of the PFI (eg, management forecast), a valuer must perform analysis to evaluate the PFI, the assumptions underlying the PFI and their appropriateness for the valuation purpose. The suitability of the PFI and the underlying assumptions will depend upon the purpose of the valuation and the required bases of value. For example, cash flow used to determine market value should reflect PFI that would be anticipated by participants; in contrast, investment value can be measured using cash flow that is based on the reasonable forecasts from the perspective of a particular investor.

50.14. The cash flow is divided into suitable periodic intervals (eg, weekly, monthly, quarterly or annually) with the choice of interval depending upon the nature of the asset, the pattern of the cash flow, the data available, and the length of the forecast period.

50.15. The projected cash flow should capture the amount and timing of all future cash inflows and outflows associated with the subject asset from the perspective appropriate to the basis of value.

50.16. Typically, the projected cash flow will reflect one of the following:

(a) contractual or promised cash flow,

(b) the single most likely set of cash flow,

(c) the probability-weighted expected cash flow, or

(d) multiple scenarios of possible future cash flow.

50.17. Different types of cash flow often reflect different levels of risk and may require different discount rates. For example, probability-weighted expected cash flows incorporate expectations regarding all possible outcomes and are not dependent on any particular conditions or events (note that when a probability-weighted expected cash flow is used, it is not always necessary for valuers to take into account distributions of all possible cash flows using complex models and techniques. Rather, valuers may develop a limited number of discrete scenarios and probabilities that capture the array of possible cash flows). A single most likely set of cash flows may be conditional on certain future events and therefore could reflect different risks and warrant a different discount rate.

50.18. While valuers often receive PFI that reflects accounting income and expenses, it is generally preferable to use cash flow that would be anticipated by participants as the basis for valuations. For example, accounting non-cash expenses, such as depreciation and amortisation, should be added back, and expected cash outflows relating to capital expenditures or to changes in working capital should be deducted in calculating cash flow.

50.19. Valuers must ensure that seasonality and cyclicality in the subject has been appropriately considered in the cash flow forecasts.
50.20. Where the asset is expected to continue beyond the explicit forecast period, valuers must estimate the value of the asset at the end of that period. The terminal value is then discounted back to the valuation date, normally using the same discount rate as applied to the forecast cash flow.

50.21. The terminal value should consider:

(a) whether the asset is deteriorating/finite-lived in nature or indefinite-lived, as this will influence the method used to calculate a terminal value,

(b) whether there is future growth potential for the asset beyond the explicit forecast period,

(c) whether there is a pre-determined fixed capital amount expected to be received at the end of the explicit forecast period,

(d) the expected risk level of the asset at the time the terminal value is calculated,

(e) for cyclical assets, the terminal value should consider the cyclical nature of the asset and should not be performed in a way that assumes “peak” or “trough” levels of cash flows in perpetuity, and

(f) the tax attributes inherent in the asset at the end of the explicit forecast period (if any) and whether those tax attributes would be expected to continue into perpetuity.

50.22. Valuers may apply any reasonable method for calculating a terminal value. While there are many different approaches to calculating a terminal value, the three most commonly used methods for calculating a terminal value are:

(a) Gordon growth model/constant growth model (appropriate only for indefinite-lived assets),

(b) market approach/exit value (appropriate for both deteriorating/finite-lived assets and indefinite-lived assets), and

(c) salvage value/disposal cost (appropriate only for deteriorating/finite-lived assets).

Gordon Growth Model/Constant Growth Model

50.23. The constant growth model assumes that the asset grows (or declines) at a constant rate into perpetuity.

Market Approach/Exit Value

50.24. The market approach/exit value method can be performed in a number of ways, but the ultimate goal is to calculate the value of the asset at the end of the explicit cash flow forecast.

50.25. Common ways to calculate the terminal value under this method include application of a market-evidence based capitalisation factor or a market multiple.

50.26. When a market approach/exit value is used, valuers should comply with the requirements in the market approach and market approach methods.
section of this standard (sections 20 and 30). However, *valuers should* also consider the expected market conditions at the end of the explicit forecast period and make adjustments accordingly.

**Salvage Value/Disposal Cost**

50.27. The terminal value of some *assets* may have little or no relationship to the preceding cash flow. Examples of such *assets* include wasting *assets* such as a mine or an oil well.

50.28. In such cases, the terminal value is typically calculated as the salvage value of the asset, less costs to dispose of the asset. In circumstances where the costs exceed the salvage value, the terminal value is negative and referred to as a disposal cost or an asset retirement obligation.

**Discount Rate**

50.29. The rate at which the forecast cash flow is discounted *should* reflect not only the time value of money, but also the risks associated with the type of cash flow and the future operations of the asset.

50.30. The discount rate *must* be consistent with the type of cash flow.

50.31. *Valuers may* use any reasonable method for developing an appropriate discount rate. While there are many methods for developing a discount rate or determining the reasonableness of a discount rate, a non-exhaustive list of common methods includes:

(a) a capital *asset* pricing model (CAPM),

(b) a *weighted* average cost of capital (WACC),

(c) observed or inferred rates/yields,

(d) a build-up method.

50.32. *Valuers should* consider corroborative analyses when assessing the appropriateness of a discount rate. A non-exhaustive list of common analyses *should* include:

(a) an internal rate of return (IRR),

(b) a *weighted* average return on *assets* (WARA),

(c) *value* indications from other approaches, such as market approach, or comparing implied multiples from the income approach with guideline company market multiples or transaction multiples.

50.33. In developing a discount rate, a *valuer should* consider:

(a) the type of *asset* being valued. For example, discount rates used in *valuing* debt would be different to those used when valuing real property or a business,

(b) the rates implicit in comparable transactions in the market,
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(c) the geographic location of the asset and/or the location of the markets in which it would trade,

(d) the life/term and/or maturity of the asset and the consistency of inputs. For example, the maturity of the risk-free rate applied will depend on the circumstances, but a common approach is to match the maturity of the risk-free rate to the time horizon of the cash flows being considered,

(e) the bases of value being applied,

(f) the currency denomination of the projected cash flows.

50.34. In developing a discount rate, the valuer must:

(a) document the method used for developing the discount rate and support its use,

(b) provide evidence for the derivation of the discount rate, including the identification of the significant inputs and support for their derivation or source.

50.35. Valuers must consider the purpose for which the forecast was prepared and whether the forecast assumptions are consistent with the basis of value being applied. If the forecast assumptions are not consistent with the basis of value, it could be necessary to adjust the forecast or discount rate (see para 50.38).

50.36. Valuers must consider the risk of achieving the forecast cash flow of the asset when developing the discount rate. Specifically, the valuer must evaluate whether the risk underlying the forecast cash flow assumptions are captured in the discount rate.

50.37. While there are many ways to assess the risk of achieving the forecast cash flow, a non-exhaustive list of common procedures includes:

(a) Identify the key components of the forecast cash flow and compare the forecast cash flow key components to:
   • Historical operating and financial performance of the asset,
   • Historical and expected performance of comparable assets,
   • Historical and expected performance for the industry, and
   • Expected near-term and long-term growth rates of the country or region in which the asset primarily operates,

(b) Confirm whether the forecast cash flow represents expected cash flows (ie, probability-weighted scenarios), as opposed to most likely cash flows (ie, most probable scenario), of the asset, or some other type of cash flow,

(c) If utilising expected cash flows, consider the relative dispersion of potential outcomes used to derive the expected cash flows (eg, higher dispersion may indicate a need for an adjustment to the discount rate),
(d) Compare prior forecasts of the asset to actual results to assess the accuracy and reliability of managements’ estimates,

(e) Consider qualitative factors, and

(f) Consider the value indications such as those resulting from the market approach.

50.38. If the valuer determines that certain risks included in the forecast cash flow for the asset have not been captured in the discount rate, the valuer must 1) adjust the forecast, or 2) adjust the discount rate to account for those risks not already captured.

(a) When adjusting the cash flow forecast, the valuer should provide the rationale for why the adjustments were necessary, undertake quantitative procedures to support the adjustments, and document the nature and amount of the adjustments,

(b) When adjusting the discount rate, the valuer should document why it was not appropriate or possible to adjust the cash flow forecast, provide the rationale for why such risks are not otherwise captured in the discount rate, undertake quantitative and qualitative procedures to support the adjustments, and document the nature and amount of the adjustment. The use of quantitative procedures does not necessarily entail quantitative derivation of the adjustment to the discount rate. A valuer need not conduct an exhaustive quantitative process but should take into account all the information that is reasonably available.

50.39. In developing a discount rate, it may be appropriate to consider the impact the asset’s unit of account has on unsystematic risks and the derivation of the overall discount rate. For example, the valuer should consider whether market participants would assess the discount rate for the asset on a standalone basis, or whether market participants would assess the asset in the context of a broader portfolio and therefore consider the potential diversification of unsystematic risks.

50.40. A valuer should consider the impact of intercompany arrangements and transfer pricing on the discount rate. For example, it is not uncommon for intercompany arrangements to specify fixed or guaranteed returns for some businesses or entities within a larger enterprise, which would lower the risk of the entity forecasted cash flows and reduce the appropriate discount rate. However other businesses or entities within the enterprise are deemed to be residual earners in which both excess return and risk are allocated, thereby increasing the risk of the entity forecasted cash flows and the appropriate discount rate.

60. Cost Approach

60.1. The cost approach provides an indication of value using the economic principle that a buyer will pay no more for an asset than the cost to obtain an asset of equal utility, whether by purchase or by construction, unless undue time, inconvenience, risk or other factors are involved. The approach provides an indication of value by calculating the current replacement or reproduction cost of an asset and making deductions for physical deterioration and all other relevant forms of obsolescence.

60.2. The cost approach should be applied and afforded significant weight under the following circumstances:
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(a) participants would be able to recreate an asset with substantially the same utility as the subject asset, without regulatory or legal restrictions, and the asset could be recreated quickly enough that a participant would not be willing to pay a significant premium for the ability to use the subject asset immediately,

(b) the asset is not directly income-generating and the unique nature of the asset makes using an income approach or market approach unfeasible, and/or

(c) the basis of value being used is fundamentally based on replacement cost, such as replacement value.

60.3. Although the circumstances in para 60.2 would indicate that the cost approach should be applied and afforded significant weight, the following are additional circumstances where the cost approach may be applied and afforded significant weight. When using the cost approach under the following circumstances, a valuer should consider whether any other approaches can be applied and weighted to corroborate the value indication from the cost approach:

(a) participants might consider recreating an asset of similar utility, but there are potential legal or regulatory hurdles or significant time involved in recreating the asset,

(b) when the cost approach is being used as a reasonableness check to other approaches (for example, using the cost approach to confirm whether a business valued as a going-concern might be more valuable on a liquidation basis), and/or

(c) the asset was recently created, such that there is a high degree of reliability in the assumptions used in the cost approach.

60.4. The value of a partially completed asset will generally reflect the costs incurred to date in the creation of the asset (and whether those costs contributed to value) and the expectations of participants regarding the value of the property when complete, but consider the costs and time required to complete the asset and appropriate adjustments for profit and risk.

70. Cost Approach Methods

70.1. Broadly, there are three cost approach methods:

(a) replacement cost method: a method that indicates value by calculating the cost of a similar asset offering equivalent utility,

(b) reproduction cost method: a method under the cost that indicates value by calculating the cost to recreating a replica of an asset, and

(c) summation method: a method that calculates the value of an asset by the addition of the separate values of its component parts.

Replacement Cost Method

70.2. Generally, replacement cost is the cost that is relevant to determining the price that a participant would pay as it is based on replicating the utility of the asset, not the exact physical properties of the asset.
70.3. Usually replacement cost is adjusted for physical deterioration and all relevant forms of obsolescence. After such adjustments, this can be referred to as depreciated replacement cost.

70.4. The key steps in the replacement cost method are:

(a) calculate all of the costs that would be incurred by a typical participant seeking to create or obtain an asset providing equivalent utility,

(b) determine whether there is any depreciation related to physical, functional and external obsolescence associated with the subject asset, and

(c) deduct total depreciation from the total costs to arrive at a value for the subject asset.

70.5. The replacement cost is generally that of a modern equivalent asset, which is one that provides similar function and equivalent utility to the asset being valued, but which is of a current design and constructed or made using current cost-effective materials and techniques.

Reproduction Cost Method

70.6. Reproduction cost is appropriate in circumstances such as the following:

(a) the cost of a modern equivalent asset is greater than the cost of recreating a replica of the subject asset, or

(b) the utility offered by the subject asset could only be provided by a replica rather than a modern equivalent.

70.7. The key steps in the reproduction cost method are:

(a) calculate all of the costs that would be incurred by a typical participant seeking to create an exact replica of the subject asset,

(b) determine whether there is any depreciation related to physical, functional and external obsolescence associated with the subject asset, and

(c) deduct total depreciation from the total costs to arrive at a value for the subject asset.

Summation Method

70.8. The summation method, also referred to as the underlying asset method, is typically used for investment companies or other types of assets or entities for which value is primarily a factor of the values of their holdings.

70.9. The key steps in the summation method are:

(a) value each of the component assets that are part of the subject asset using the appropriate valuation approaches and methods, and

(b) add the value of the component assets together to reach the value of the subject asset.

Cost Considerations

70.10. The cost approach should capture all of the costs that would be incurred by a typical participant.
70.11. The cost elements may differ depending on the type of the asset and should include the direct and indirect costs that would be required to replace/recreate the asset as of the valuation date. Some common items to consider include:

(a) direct costs:
   1. materials, and
   2. labour.

(b) indirect costs:
   1. transport costs,
   2. installation costs,
   3. professional fees (design, permit, architectural, legal, etc),
   4. other fees (commissions, etc),
   5. overheads,
   6. taxes,
   7. finance costs (e.g., interest on debt financing), and
   8. profit margin/entrepreneurial profit to the creator of the asset (e.g., return to investors).

70.12. An asset acquired from a third party would presumably reflect their costs associated with creating the asset as well as some form of profit margin to provide a return on their investment. As such, under bases of value that assume a hypothetical transaction, it may be appropriate to include an assumed profit margin on certain costs which can be expressed as a target profit, either a lump sum or a percentage return on cost or value. However, financing costs, if included, may already reflect participants' required return on capital deployed, so valuers should be cautious when including both financing costs and profit margins.

70.13. When costs are derived from actual, quoted or estimated prices by third party suppliers or contractors, these costs will already include a third parties' desired level of profit.

70.14. The actual costs incurred in creating the subject asset (or a comparable reference asset) may be available and provide a relevant indicator of the cost of the asset. However, adjustments may need to be made to reflect the following:

   (a) cost fluctuations between the date on which this cost was incurred and the valuation date, and

   (b) any atypical or exceptional costs, or savings, that are reflected in the cost data but that would not arise in creating an equivalent.

80. Depreciation/Obsolescence

80.1. In the context of the cost approach, “depreciation” refers to adjustments made to the estimated cost of creating an asset of equal utility to reflect
the impact on *value* of any obsolescence affecting the subject *asset*. This meaning is different from the use of the word in financial reporting or tax law where it generally refers to a method for systematically expensing capital expenditure over time.

80.2. Depreciation adjustments are normally considered for the following types of obsolescence, which *may* be further divided into subcategories when making adjustments:

(a) Physical obsolescence: Any loss of utility due to the physical deterioration of the *asset* or its components resulting from its age and usage.

(b) Functional obsolescence: Any loss of utility resulting from inefficiencies in the subject *asset* compared to its replacement such as its design, specification or technology being outdated.

(c) External or economic obsolescence: Any loss of utility caused by economic or locational factors external to the *asset*. This type of obsolescence can be temporary or permanent.

80.3. Depreciation/obsolescence *should* consider the physical and economic lives of the *asset*:

(a) The physical life is how long the *asset* could be used before it would be worn out or beyond economic repair, assuming routine maintenance but disregarding any potential for refurbishment or reconstruction.

(b) The economic life is how long it is anticipated that the *asset* could generate financial returns or provide a non-financial benefit in its current use. It will be influenced by the degree of functional or economic obsolescence to which the *asset* is exposed.

80.4. Except for some types of economic or external obsolescence, most types of obsolescence are measured by making comparisons between the subject *asset* and the hypothetical *asset* on which the estimated replacement or reproduction cost is based. However, when market evidence of the effect of obsolescence on *value* is available, that evidence *should* be considered.

80.5. Physical obsolescence can be measured in two different ways:

(a) curable physical obsolescence, ie, the cost to fix/cure the obsolescence, or

(b) incurable physical obsolescence which considers the asset’s age, expected total and remaining life where the adjustment for physical obsolescence is equivalent to the proportion of the expected total life consumed. Total expected life *may* be expressed in any reasonable way, including expected life in years, mileage, units produced, etc

80.6. There are two forms of functional obsolescence:

(a) excess capital cost, which can be caused by changes in design, materials of construction, technology or manufacturing techniques resulting in the availability of modern equivalent *assets* with lower capital costs than the subject *asset*, and
(b) excess operating cost, which can be caused by improvements in design or excess capacity resulting in the availability of modern equivalent assets with lower operating costs than the subject asset.

80.7. Economic obsolescence may arise when external factors affect an individual asset or all the assets employed in a business and should be deducted after physical deterioration and functional obsolescence. For real estate, examples of economic obsolescence include:

(a) adverse changes to demand for the products or services produced by the asset,
(b) oversupply in the market for the asset,
(c) a disruption or loss of a supply of labour or raw material, or
(d) the asset being used by a business that cannot afford to pay a market rent for the assets and still generate a market rate of return.

80.8. Cash or cash equivalents do not suffer obsolescence and are not adjusted. Marketable assets are not adjusted below their market value determined using the market approach.

90. Valuation Model

90.1. A valuation model refers collectively to the quantitative methods, systems, techniques and qualitative judgements used to estimate and document value.

90.2. When using or creating a valuation model, the valuer must:

(a) Keep appropriate records to support the selection or creation of the model,
(b) Understand and ensure the output of the valuation model, the significant assumptions and limiting conditions are consistent with the basis and scope of the valuation, and
(c) Consider the key risks associated with the assumptions made in the valuation model.

90.3. Regardless of the nature of the valuation model, to be IVS compliant, the valuer must ensure that the valuation complies with all other requirements contained within IVS.
10. Overview

10.1. The principles contained in the General Standards apply to valuations of businesses and business interests. This standard contains additional requirements that apply to valuations of businesses and business interests.

20. Introduction

20.1. The definition of what constitutes a business may differ depending on the purpose of a valuation. However, generally a business conducts a commercial, industrial, service or investment activity. Businesses can take many forms, such as corporations, partnerships, joint ventures and sole proprietorships. The value of a business may differ from the sum of the values of the individual assets or liabilities that make up that business. When a business value is greater than the sum of the recorded and unrecorded net tangible and identifiable intangible assets of the business, the excess value is often referred to as going concern value or goodwill.
20.2. When valuing individual assets or liabilities owned by a business, valuers should follow the applicable standard for that type of asset or liability (IVS 210 Intangible Assets, IVS 400 Real Property Interests, etc).

20.3. Valuers must establish whether the valuation is of the entire entity, shares or a shareholding in the entity (whether a controlling or non-controlling interest), or a specific business activity of the entity. The type of value being provided must be appropriate to the purpose of the valuation and communicated as part of the scope of the engagement (see IVS 101 Scope of Work). It is especially critical to clearly define the business or business interest being valued as, even when a valuation is performed on an entire entity, there may be different levels at which that value could be expressed. For example:

(a) Enterprise value: Often described as the total value of the equity in a business plus the value of its debt or debt-related liabilities, minus any cash or cash equivalents available to meet those liabilities.

(b) Total invested capital value: The total amount of money currently invested in a business, regardless of the source, often reflected as the value of total assets less current liabilities and cash.

(c) Operating Value: The total value of the operations of the business, excluding the value of any non-operating assets and liabilities.

(d) Equity value: The value of a business to all of its equity shareholders.

20.4. Valuations of businesses are required for different purposes including acquisitions, mergers and sales of businesses, taxation, litigation, insolvency proceedings and financial reporting. Business valuations may also be needed as an input or step in other valuations such as the valuation of stock options, particular class(es) of stock, or debt.

30. Bases of Value

30.1. In accordance with IVS 104 Bases of Value, a valuer must select the appropriate basis(es) of value when valuing a business or business interest.

30.2. Often, business valuations are performed using bases of value defined by entities/organisations other than the IVSC (some examples of which are mentioned in IVS 104 Bases of Value) and it is the valuer’s responsibility to understand and follow the regulation, case law and/or other interpretive guidance related to those bases of value as of the valuation date.

40. Valuation Approaches and Methods

40.1. The three principal valuation approaches described in IVS 105 Valuation Approaches and Methods may be applied to the valuation of businesses and business interests.

40.2. When selecting an approach and method, in addition to the requirements of this standard, a valuer must follow the requirements of IVS 105 Valuation Approaches and Methods, including para 10.3.

50. Market Approach

50.1. The market approach is frequently applied in the valuation of businesses and business interests as these assets often meet the criteria in IVS 105 Valuation Approaches and Methods, para 20.2 or 20.3. When valuing
businesses and business interests under the Market Approach, **valuers should** follow the requirements of IVS 105 *Valuation Approaches and Methods*, sections 20 and 30.

**50.2.** The three most common sources of data used to value businesses and business interests using the market approach are:

(a) public stock markets in which ownership interests of similar businesses are traded,

(b) the acquisition market in which entire businesses or controlling interests in businesses are bought and sold, and

(c) prior transactions in shares or offers for the ownership of the subject business.

**50.3.** There **must** be a reasonable basis for comparison with, and reliance upon, similar businesses in the market approach. These similar businesses **should** be in the same industry as the subject business or in an industry that responds to the same economic variables. Factors that **should** be considered in assessing whether a reasonable basis for comparison exists include:

(a) similarity to the subject business in terms of qualitative and quantitative business characteristics,

(b) amount and verifiability of data on the similar business, and

(c) whether the price of the similar business represents an arm’s length and orderly transaction.

**50.4.** When applying a market multiple, adjustments such as those in para 60.8 **may** be appropriate to both the subject company and the comparable companies.

**50.5.** **Valuers should** follow the requirements of IVS 105 *Valuation Approaches and Methods*, paras 30.7-30.8 when selecting and adjusting comparable transactions.

**50.6.** **Valuers should** follow the requirements of IVS 105 *Valuation Approaches and Methods*, paras 30.13-30.14 when selecting and adjusting comparable public company information.

**60. Income Approach**

**60.1.** The income approach is frequently applied in the valuation of businesses and business interests as these assets often meet the criteria in IVS 105 *Valuation Approaches and Methods*, paras 40.2 or 40.3.

**60.2.** When the income approach is applied, **valuers should** follow the requirements of IVS 105 *Valuation Approaches and Methods*, sections 40 and 50.

**60.3.** Income and cash flow related to a business or business interest can be measured in a variety of ways and **may** be on a pre-tax or post-tax basis. The capitalisation or discount rate applied **must** be consistent with the type of income or cash flow used.
60.4. The type of income or cash flow used should be consistent with the type of interest being valued. For example:

(a) enterprise value is typically derived using cash flows before debt servicing costs and an appropriate discount rate applicable to enterprise-level cash flows, such as a weighted-average cost of capital, and

(b) equity value may be derived using cash flows to equity, that is, after debt servicing costs and an appropriate discount rate applicable to equity-level cash flows, such as a cost of equity.

60.5. The income approach requires the estimation of a capitalisation rate when capitalising income or cash flow and a discount rate when discounting cash flow. In estimating the appropriate rate, factors such as the level of interest rates, rates of return expected by participants for similar investments and the risk inherent in the anticipated benefit stream are considered (see IVS 105 Valuation Approaches and Methods, paras 50.29-50.31).

60.6. In methods that employ discounting, expected growth may be explicitly considered in the forecasted income or cash flow. In capitalisation methods, expected growth is normally reflected in the capitalisation rate. If a forecasted cash flow is expressed in nominal terms, a discount rate that takes into account the expectation of future price changes due to inflation or deflation should be used. If a forecasted cash flow is expressed in real terms, a discount rate that takes no account of expected price changes due to inflation or deflation should be used.

60.7. Under the income approach, the historical financial statements of a business entity are often used as guide to estimate the future income or cash flow of the business. Determining the historical trends over time through ratio analysis may help provide the necessary information to assess the risks inherent in the business operations in the context of the industry and the prospects for future performance.

60.8. Adjustments may be appropriate to reflect differences between the actual historic cash flows and those that would be experienced by a buyer of the business interest on the valuation date. Examples include:

(a) adjusting revenues and expenses to levels that are reasonably representative of expected continuing operations,

(b) presenting financial data of the subject business and comparison businesses on a consistent basis,

(c) adjusting non-arm's length transactions (such as contracts with customers or suppliers) to market rates,

(d) adjusting the cost of labour or of items leased or otherwise contracted from related parties to reflect market prices or rates,

(e) reflecting the impact of non-recurring events from historic revenue and expense items. Examples of non-recurring events include losses caused by strikes, new plant start-up and weather phenomena. However, the forecast cash flows should reflect any non-recurring revenues or expenses that can be reasonably anticipated and past occurrences may be indicative of similar events in the future, and
(f) adjusting the inventory accounting to compare with similar businesses, whose accounts may be kept on a different basis from the subject business, or to more accurately reflect economic reality.

60.9. When using an income approach it may also be necessary to make adjustments to the valuation to reflect matters that are not captured in either the cash flow forecasts or the discount rate adopted. Examples may include adjustments for the marketability of the interest being valued or whether the interest being valued is a controlling or non-controlling interest in the business. However, valuers should ensure that adjustments to the valuation do not reflect factors that were already reflected in the cash flows or discount rate. For example, whether the interest being valued is a controlling or non-controlling interest is often already reflected in the forecasted cash flows.

60.10. While many businesses may be valued using a single cash flow scenario, valuers may also apply multi-scenario or simulation models, particularly when there is significant uncertainty as to the amount and/or timing of future cash flows.

70. Cost Approach

70.1. The cost approach cannot normally be applied in the valuation of businesses and business interests as these assets seldom meet the criteria in IVS 105 Valuation Approaches and Methods, paras 70.2 or 70.3. However, the cost approach is sometimes applied in the valuation of businesses, particularly when:

(a) the business is an early stage or start-up business where profits and/ or cash flow cannot be reliably determined and comparisons with other businesses under the market approach is impractical or unreliable,

(b) the business is an investment or holding business, in which case the summation method is as described in IVS 105 Valuation Approaches and Methods, paras 70.8-70.9, and/or

(c) the business does not represent a going concern and/or the value of its assets in a liquidation may exceed the business' value as a going concern.

70.2. In the circumstances where a business or business interest is valued using a cost approach, valuers should follow the requirements of IVS 105 Valuation Approaches and Methods, sections 70 and 80.

80. Special Considerations for Businesses and Business Interests

80.1. The following sections address a non-exhaustive list of topics relevant to the valuation of businesses and business interests:

(a) Ownership Rights (section 90).

(b) Business Information (section 100).

(c) Economic and Industry Considerations (section 110).

(d) Operating and Non-Operating Assets (section 120).

(e) Capital Structure Considerations (section 130).
90. Ownership Rights

90.1. The rights, privileges or conditions that attach to the ownership interest, whether held in proprietorship, corporate or partnership form, require consideration in the valuation process. Ownership rights are usually defined within a jurisdiction by legal documents such as articles of association, clauses in the memorandum of the business, articles of incorporation, bylaws, partnership agreements and shareholder agreements (collectively “corporate documents”). In some situations, it may also be necessary to distinguish between legal and beneficial ownership.

90.2. Corporate documents may contain restrictions on the transfer of the interest or other provisions relevant to value. For example, corporate documents may stipulate that the interest should be valued as a pro rata fraction of the entire issued share capital regardless of whether it is a controlling or non-controlling interest. In each case, the rights of the interest being valued and the rights attaching to any other class of interest need to be considered at the outset.

90.3. Care should be taken to distinguish between rights and obligations inherent to the interest and those that may be applicable only to a particular shareholder (i.e., those contained in an agreement between current shareholders which may not apply to a potential buyer of the ownership interest). Depending on the basis(es) of value used, the valuer may be required to consider only the rights and obligations inherent to the subject interest or both those rights and considerations inherent to the subject interest and those that apply to a particular owner.

90.4. All the rights and preferences associated with a subject business or business interest should be considered in a valuation, including:

(a) if there are multiple classes of stock, the valuation should consider the rights of each different class, including, but not limited to:

1. liquidation preferences,
2. voting rights,
3. redemption, conversion and participation provisions, and
4. put and/or call rights.

(b) When a controlling interest in a business may have a higher value than a non-controlling interest. Control premiums or discounts for lack of control may be appropriate depending on the valuation method(s) applied (see IVS 105 Valuation Approaches and Methods, para 30.17.(b)). In respect of actual premiums paid in completed transactions, the valuer should consider whether the synergies and other factors that caused the acquirer to pay those premiums are applicable to the subject asset to a comparable degree.

100. Business Information

100.1. The valuation of a business entity or interest frequently requires reliance upon information received from management, representatives of the management or other experts. As required by IVS 105 Valuation Approaches and Methods, para 10.7, a valuer must assess the
reasonableness of information received from management, representatives of management or other experts and evaluate whether it is appropriate to rely on that information for the *valuation purpose*. For example, prospective financial information provided by management *may* reflect owner-specific synergies that *may* not be appropriate when using a basis of value that requires a *participant* perspective.

100.2. Although the *value* on a given date reflects the anticipated benefits of future ownership, the history of a business is useful in that it *may* give guidance as to the expectations for the future. *Valuers should* therefore consider the business’ historical financial statements as part of a valuation engagement. To the extent the future performance of the business is expected to deviate *significantly* from historical experience, a *valuer must* understand why historical performance is not representative of the future expectations of the business.

110. **Economic and Industry Considerations**

110.1. Awareness of relevant economic developments and specific industry trends is essential for all *valuations*. Matters such as political outlook, government policy, exchange rates, inflation, interest rates and market activity *may* affect assets in different locations and/or sectors of the economy quite differently. These factors can be particularly important in the *valuation* of businesses and business interests, as businesses *may* have complex structures involving multiple locations and types of operations. For example, a business *may* be impacted by economic and industry factors specific related to:

(a) the registered location of the business headquarters and legal form of the business,

(b) the nature of the business operations and where each aspect of the business is conducted (ie, manufacturing *may* be done in a different location to where research and development is conducted),

(c) where the business sells its goods and/or services,

(d) the currency(ies) the business uses,

(e) where the suppliers of the business are located, and

(f) what tax and legal *jurisdictions* the business is subject to.

120. **Operating and Non-Operating Assets**

120.1. The *valuation* of an ownership interest in a business is only relevant in the context of the financial position of the business at a point in time. It is important to understand the nature of *assets* and liabilities of the business and to determine which items are required for use in the income-producing operations of the business and which ones are redundant or “excess” to the business at the *valuation* date.

120.2. Most *valuation* methods do not capture the *value* of *assets* that are not required for the operation of the business. For example, a business valued using a multiple of EBITDA would only capture the *value* the assets utilised in generating that level of EBITDA. If the business had non-operating *assets* or liabilities such as an idle manufacturing plant, the *value* of that
non-operating plant would not be captured in the value. Depending on the level of value appropriate for the valuation engagement (see para 20.3), the value of non-operating assets may need to be separately determined and added to the operating value of the business.

120.3. Businesses may have unrecorded assets and/or liabilities that are not reflected on the balance sheet. Such assets could include intangible assets, machinery and equipment that is fully depreciated and legal liabilities/lawsuits.

120.4. When separately considering non-operating assets and liabilities, a valuer should ensure that the income and expenses associated with non-operating assets are excluded from the cash flow measurements and projections used in the valuation. For example, if a business has a significant liability associated with an underfunded pension and that liability is valued separately, the cash flows used in the valuation of the business should exclude any “catch-up” payments related to that liability.

120.5. If the valuation considers information from publicly-traded businesses, the publicly-traded stock prices implicitly include the value of non-operating assets, if any. As such, valuers must consider adjusting information from publicly-traded businesses to exclude the value, income and expenses associated with non-operating assets.

130. Capital Structure Considerations

130.1. Businesses are often financed through a combination of debt and equity. However, in many cases, valuers could be asked to value only equity, particular class of equity, or some other form of ownership interest. While equity or a particular class of equity can occasionally be valued directly, more often the enterprise value of the business is determined and then that value is allocated between the various classes of debt and equity.

130.2. While there are many ownership interests in an asset which a valuer could be asked to value, a non-exhaustive list of such interests includes:

(a) bonds,
(b) convertible debt,
(c) partnership interest,
(d) minority interest,
(e) common equity,
(f) preferred equity,
(g) options,
(h) warrants.
130.3. When a valuer is asked to value only equity, or determine how the business value as a whole is distributed among the various debt and equity classes, a valuer must determine and consider the different rights and preferences associated with each class of debt and equity. Rights and preferences can broadly be categorised as economic rights or control rights.

A non-exhaustive list of such rights and preferences may include:

(a) dividend or preferred dividend rights,
(b) liquidation preferences,
(c) voting rights,
(d) redemption rights,
(e) conversion rights,
(f) participation rights,
(g) anti-dilution rights
(h) registration rights, and
(i) put and/or call rights.

130.4. For simple capital structures that include only common stock and simple debt structures (such as bonds, loans and overdrafts), it may be possible to estimate the value of all of the common stock within the enterprise by directly estimating the value of debt, subtracting that value from the enterprise value, then allocating the residual equity value pro rata to all of the common stock. This method is not appropriate for all companies with simple capital structures, for example it may not be appropriate for distressed or highly leveraged companies.

130.5. For complex capital structures, being those that include a form of equity other than just common stock, valuers may use any reasonable method to determine the value of equity or a particular class of equity. In such cases, typically the enterprise value of the business is determined and then that value is allocated between the various classes of debt and equity. Three methods that valuers could utilise in such instances are discussed in this section, including:

(a) current value method (CVM);
(b) option pricing method (OPM); and
(c) probability-weighted expected return method (PWERM).

130.6. While the CVM is not forward looking, both the OPM and PWERM estimate values assuming various future outcomes. The PWERM relies on discrete assumptions for future events and the OPM estimates the future distribution of outcomes using a lognormal distribution around the current value.
130.7. A valuer should consider any potential differences between a “pre-money” and “post-money” valuation, particularly for early stage companies with complex capital structures. For example, an infusion of cash (i.e., “post-money valuation”) for such companies may impact the overall risk profile of the enterprise as well as the relative value allocation between share classes.

130.8. A valuer should consider recent transactions in the subject equity or a particular class of equity, and ensure the assumptions used in the subject valuation are updated as necessary to reflect changes in the investment structure and changes in market conditions.

Current Value Method (CVM)

130.9. The current value method (CVM) allocates the enterprise value to the various debt and equity securities assuming an immediate sale of the enterprise. Under the CVM, the obligations to debt holders, or debt equivalent securities, is first deducted from the enterprise value to calculate residual equity value (valuers should consider if the enterprise value includes or excludes cash, and the resulting use of gross or net debt for allocation purposes). Next, value is allocated to the various series of preferred stock based on the series’ liquidation preferences or conversion values, whichever would be greater. Finally, any residual value is allocated to any common equity, options, and warrants.

130.10. A limitation of the CVM is that it is not forward looking and fails to consider the option-like payoffs of many share classes.

130.11. The CVM should only be used when 1) a liquidity event of the enterprise is imminent, 2) when an enterprise is at such an early stage of its development that no significant common equity value above the liquidation preference on any preferred equity has been created, 3) no material progress has been made on the company’s business plan, or 4) no reasonable basis exists for estimating the amount and timing of any such value above the liquidation preference that might be created in the future.

130.12. Valuers should not assume that the value of debt, or debt-like securities, and its book value are equal without rationale for the determination.

Option Pricing Method (OPM)

130.13. The OPM values the different share classes by treating each share class as an option on the cash flows from the enterprise. The OPM is often applied to capital structures in which the payout to different share classes changes at different levels of total equity value, for instance, where there are convertible preferred shares, management incentive units, options, or other classes of shares that have certain liquidation preferences. The OPM may be performed on the enterprise value, thereby including any debt in the OPM, or on an equity basis after separate consideration of the debt.

130.14. The OPM considers the various terms of the stockholder agreements that would affect the distributions to each class of equity upon a liquidity event, including the level of seniority among the securities, dividend policy, conversion ratios, and cash allocations.

130.15. The starting point for the OPM is the value of total equity for the asset. The OPM is then applied to allocate the total equity value among equity securities.
130.16. The OPM (or a related hybrid method) is suited to circumstances where specific future liquidity events are difficult to forecast or the company is in an early stage of development.

130.17. The OPM most frequently relies on the Black–Scholes option pricing model to determine the value associated with distributions above certain value thresholds.

130.18. When applying the OPM, a non-exhaustive list of the steps valuers should perform includes:

(a) Determine the total equity value of the asset,

(b) Identify the liquidation preferences, preferred dividend accruals, conversion prices, and other features attached to the relevant securities that influences the cash distribution,

(c) Determine the different total equity value points (breakpoints) in which the liquidation preferences and conversion prices become effective,

(d) Determine the inputs to the Black–Scholes model:
   1) determine a reasonable time horizon for the OPM,
   2) select a risk-free rate corresponding to the time horizon,
   3) determine the appropriate volatility factor for the equity of the asset, and,
   4) determine the expected dividend yield.

(e) Calculate a value for the various call options and determine the value allocated to each interval between the breakpoints,

(f) Determine the relative allocation to each class of shares in each interval between the calculated breakpoints,

(g) Allocate the value between the breakpoints (calculated as the call options) among the share classes based on the allocation determined in step (f) and the value determined in step (e),

(h) Consider additional adjustments to the share classes as necessary, consistent with the basis of value. For example, it may be appropriate to apply discounts or premiums.

130.19. When determining the appropriate volatility assumption valuers should consider:

1) the development stage of the asset and the relative impact to the volatility when compared to that observed by the comparable companies, and,

2) the relative financial leverage of the asset.

130.20. In addition to the method as discussed above, the OPM can be used to back solve for the value of total equity value when there is a known price
for an individual security. The inputs to a back solve analysis are the same as above. Valuers will then solve for the price of the known security by changing the value of total equity. The back solve method will also provide a value for all other equity securities.

**Probability-Weighted Expected Return Method (PWERM)**

130.21. Under a PWERM, the value of the various equity securities are estimated based upon an analysis of future values for the asset, assuming various future outcomes. Share value is based upon the probability-weighted present value of expected future investment returns, considering each of the possible future outcomes available to the asset, as well as the rights and preferences of the share classes.

130.22. Typically, the PWERM is used when the company is close to exit and does not plan on raising additional capital.

130.23. When applying the PWERM, a non-exhaustive list of the steps valuers should perform includes:

(a) Determine the possible future outcomes available to the asset,

(b) Estimate the future value of the asset under each outcome,

(c) Allocate the estimated future value of the asset to each class of debt and equity under each possible outcome,

(d) Discount the expected value allocated to each class of debt and equity to present value using a risk-adjusted discount rate,

(e) Weight each possible outcome by its respective probability to estimate the expected future probability-weighted cash flows to each class of debt and equity,

(f) Consider additional adjustments to the share classes as necessary, consistent with the basis of value. For example, it may be appropriate to apply discounts or premiums.

130.24. Valuers should reconcile the probability-weighted present values of the future exit values to the overall asset value to make sure that the overall valuation of the enterprise is reasonable.

130.25. Valuers can combine elements of the OPM with the PWERM to create a hybrid methodology by using the OPM to estimate the allocation of value within one or more of the probability-weighted scenarios.
### Overview

10.1. The principles contained in the General Standards apply to *valuations* of intangible *assets* and *valuations* with an intangible *assets* component. This standard contains additional requirements that apply to *valuations* of intangible *assets*.

### Introduction

20.1. An intangible *asset* is a non-monetary *asset* that manifests itself by its economic properties. It does not have physical substance but grants rights and/or economic benefits to its owner.

20.2. Specific intangible *assets* are defined and described by characteristics such as their ownership, function, market position and image. These characteristics differentiate intangible *assets* from one another.

20.3. There are many types of intangible *assets*, but they are often considered to fall into one or more of the following categories (or goodwill):

(a) Marketing-related: Marketing-related intangible *assets* are used primarily in the marketing or promotion of products or services. Examples include trademarks, trade names, unique trade design and internet domain names.

(b) Customer-related: Customer-related intangible *assets* include customer lists, backlog, customer contracts, and contractual and non-contractual customer relationships.

(c) Artistic-related: Artistic-related intangible *assets* arise from the right to benefits from artistic works such as plays, books, films and music, and from non-contractual copyright protection.
(d) Contract-related: Contract-related intangible assets represent the value of rights that arise from contractual agreements. Examples include licensing and royalty agreements, service or supply contracts, lease agreements, permits, broadcast rights, servicing contracts, employment contracts and non-competition agreements and natural resource rights.

(e) Technology-based: Technology-related intangible assets arise from contractual or non-contractual rights to use patented technology, unpatented technology, databases, formulae, designs, software, processes or recipes.

20.4. Although similar intangible assets within the same class will share some characteristics with one another, they will also have differentiating characteristics that will vary according to the type of intangible asset. In addition, certain intangible assets, such as brands, may represent a combination of categories in para 20.3.

20.5. Particularly in valuing an intangible asset, valuers must understand specifically what needs to be valued and the purpose of the valuation. For example, customer data (names, addresses, etc) typically has a very different value from customer contracts (those contracts in place on the valuation date) and customer relationships (the value of the ongoing customer relationship including existing and future contracts). What intangible assets need to be valued and how those intangible assets are defined may differ depending on the purpose of the valuation, and the differences in how intangible assets are defined can lead to significant differences in value.

20.6. Generally, goodwill is any future economic benefit arising from a business, an interest in a business or from the use of a group of assets which has not been separately recognised in another asset. The value of goodwill is typically measured as the residual amount remaining after the values of all identifiable tangible, intangible and monetary assets, adjusted for actual or potential liabilities, have been deducted from the value of a business. It is often represented as the excess of the price paid in a real or hypothetical acquisition of a company over the value of the company’s other identified assets and liabilities. For some purposes, goodwill may need to be further divided into transferable goodwill (that which can be transferred to third parties) and non-transferable or “personal” goodwill.

20.7. As the amount of goodwill is dependent on which other tangible and intangible assets are recognised, its value can be different when calculated for different purposes. For example, in a business combination accounted for under IFRS or US GAAP, an intangible asset is only recognised to the extent that it:

(a) is separable, ie, capable of being separated or divided from the entity and sold, transferred, licensed, rented or exchanged, either individually or together with a related contract, identifiable asset or liability, regardless of whether the entity intends to do so, or

(b) arises from contractual or other legal rights, regardless of whether those rights are transferable or separable from the entity or from other rights and obligations.
20.8. While the aspects of goodwill can vary depending on the purpose of the valuation, goodwill frequently includes elements such as:

(a) company-specific synergies arising from a combination of two or more businesses (e.g., reductions in operating costs, economies of scale or product mix dynamics),

(b) opportunities to expand the business into new and different markets,

(c) the benefit of an assembled workforce (but generally not any intellectual property developed by members of that workforce),

(d) the benefit to be derived from future assets, such as new customers and future technologies, and

(e) assemblage and going concern value.

20.9. Valuers may perform direct valuations of intangible assets where the value of the intangible assets is the purpose of the analysis or one part of the analysis. However, when valuing businesses, business interests, real property, and machinery and equipment, valuers should consider whether there are intangible assets associated with those assets and whether those directly or indirectly impact the asset being valued. For example, when valuing a hotel based on an income approach, the contribution to value of the hotel’s brand may already be reflected in the profit generated by the hotel.

20.10. Intangible asset valuations are performed for a variety of purposes. It is the valuer’s responsibility to understand the purpose of a valuation and whether intangible assets should be valued, whether separately or grouped with other assets. A non-exhaustive list of examples of circumstances that commonly include an intangible asset valuation component is provided below:

(a) For financial reporting purposes, valuations of intangible assets are often required in connection with accounting for business combinations, asset acquisitions and sales, and impairment analysis.

(b) For tax reporting purposes, intangible asset valuations are frequently needed for transfer pricing analyses, estate and gift tax planning and reporting, and ad valorem taxation analyses.

(c) Intangible assets may be the subject of litigation, requiring valuation analysis in circumstances such as shareholder disputes, damage calculations and marital dissolutions (divorce).

(d) Other statutory or legal events may require the valuation of intangible assets such as compulsory purchases/eminent domain proceedings.

(e) Valuers are often asked to value intangible assets as part of general consulting, collateral lending and transactional support engagements.

30. Bases of Value

30.1. In accordance with IVS 104 Bases of Value, a valuer must select the appropriate basis(es) of value when valuing intangible assets.
30.2. Often, intangible asset valuations are performed using bases of value defined by entities/organisations other than the IVSC (some examples of which are mentioned in IVS 104 Bases of Value) and the valuer must understand and follow the regulation, case law, and other interpretive guidance related to those bases of value as of the valuation date.

40. Valuation Approaches and Methods

40.1. The three valuation approaches described in IVS 105 Valuation Approaches can all be applied to the valuation of intangible assets.

40.2. When selecting an approach and method, in addition to the requirements of this standard, a valuer must follow the requirements of IVS 105 Valuation Approaches, including para 10.3.

50. Market Approach

50.1. Under the market approach, the value of an intangible asset is determined by reference to market activity (for example, transactions involving identical or similar assets).

50.2. Transactions involving intangible assets frequently also include other assets, such as a business combination that includes intangible assets.

50.3. Valuers must comply with paras 20.2 and 20.3 of IVS 105 when determining whether to apply the market approach to the valuation of intangible assets. In addition, valuers should only apply the market approach to value intangible assets if both of the following criteria are met:

(a) information is available on arm’s length transactions involving identical or similar intangible assets on or near the valuation date, and

(b) sufficient information is available to allow the valuer to adjust for all significant differences between the subject intangible asset and those involved in the transactions.

50.4. The heterogeneous nature of intangible assets and the fact that intangible assets seldom transact separately from other assets means that it is rarely possible to find market evidence of transactions involving identical assets. If there is market evidence at all, it is usually in respect of assets that are similar, but not identical.

50.5. Where evidence of either prices or valuation multiples is available, valuers should make adjustments to these to reflect differences between the subject asset and those involved in the transactions. These adjustments are necessary to reflect the differentiating characteristics of the subject intangible asset and the assets involved in the transactions. Such adjustments may only be determinable at a qualitative, rather than quantitative, level. However, the need for significant qualitative adjustments may indicate that another approach would be more appropriate for the valuation.

50.6. Consistent with the above, examples of intangible assets for which the market approach is sometimes used include:

(a) broadcast spectrum,
(b) internet domain names, and
(c) taxi medallions.

50.7. The guideline transactions method is generally the only market approach method that can be applied to intangible assets.

50.8. In rare circumstances, a security sufficiently similar to a subject intangible asset may be publicly traded, allowing the use of the guideline public company method. One example of such securities is contingent value rights (CVRs) that are tied to the performance of a particular product or technology.

60. **Income Approach**

60.1. Under the income approach, the value of an intangible asset is determined by reference to the present value of income, cash flows or cost savings attributable to the intangible asset over its economic life.

60.2. *Valuers must comply with paras 40.2 and 40.3 of IVS 105 Valuation Approaches and Methods* when determining whether to apply the income approach to the valuation of intangible assets.

60.3. Income related to intangible assets is frequently included in the price paid for goods or a service. It may be challenging to separate the income related to the intangible asset from income related to other tangible and intangible assets. Many of the income approach methods are designed to separate the economic benefits associated with a subject intangible asset.

60.4. The income approach is the most common method applied to the valuation of intangible assets and is frequently used to value intangible assets including the following:

(a) technology,
(b) customer-related intangibles (eg, backlog, contracts, relationships),
(c) tradenames/trademarks/brands,
(d) operating licenses (eg, franchise agreements, gaming licenses, broadcast spectrum), and
(e) non-competition agreements.

**Income Approach Methods**

60.5. There are many income approach methods. The following methods are discussed in this standard in more detail:

(a) excess earnings method,
(b) relief-from-royalty method,
(c) premium profit method or with-and-without method,
(d) greenfield method, and
(e) distributor method.
Excess Earnings Method

60.6. The excess earnings method estimates the value of an intangible asset as the present value of the cash flows attributable to the subject intangible asset after excluding the proportion of the cash flows that are attributable to other assets required to generate the cash flows ("contributory assets"). It is often used for valuations where there is a requirement for the acquirer to allocate the overall price paid for a business between tangible assets, identifiable intangible assets and goodwill.

60.7. Contributory assets are assets that are used in conjunction with the subject intangible asset in the realisation of prospective cash flows associated with the subject intangible asset. Assets that do not contribute to the prospective cash flows associated with the subject intangible asset are not contributory assets.

60.8. The excess earnings method can be applied using several periods of forecasted cash flows ("multi-period excess earnings method" or "MPEEM"), a single period of forecasted cash flows ("single-period excess earnings method") or by capitalising a single period of forecasted cash flows ("capitalised excess earnings method" or the "formula method").

60.9. The capitalised excess earnings method or formula method is generally only appropriate if the intangible asset is operating in a steady state with stable growth/decay rates, constant profit margins and consistent contributory asset levels/charges.

60.10. As most intangible assets have economic lives exceeding one period, frequently follow non-linear growth/decay patterns and may require different levels of contributory assets over time, the MPEEM is the most commonly used excess earnings method as it offers the most flexibility and allows valuers to explicitly forecast changes in such inputs.

60.11. Whether applied in a single-period, multi-period or capitalised manner, the key steps in applying an excess earnings method are to:

(a) forecast the amount and timing of future revenues driven by the subject intangible asset and related contributory assets,

(b) forecast the amount and timing of expenses that are required to generate the revenue from the subject intangible asset and related contributory assets,

(c) adjust the expenses to exclude those related to creation of new intangible assets that are not required to generate the forecasted revenue and expenses. Profit margins in the excess earnings method may be higher than profit margins for the overall business because the excess earnings method excludes investment in certain new intangible assets. For example:

1. research and development expenditures related to development of new technology would not be required when valuing only existing technology, and

2. marketing expenses related to obtaining new customers would not be required when valuing existing customer-related intangible assets.
(d) identify the contributory assets that are needed to achieve the forecasted revenue and expenses. Contributory assets often include working capital, fixed assets, assembled workforce and identified intangible assets other than the subject intangible asset,

(e) determine the appropriate rate of return on each contributory asset based on an assessment of the risk associated with that asset. For example, low-risk assets like working capital will typically have a relatively lower required return. Contributory intangible assets and highly specialised machinery and equipment often require relatively higher rates of return,

(f) in each forecast period, deduct the required returns on contributory assets from the forecast profit to arrive at the excess earnings attributable to only the subject intangible asset,

(g) determine the appropriate discount rate for the subject intangible asset and present value or capitalise the excess earnings, and

(h) if appropriate for the purpose of the valuation (see paras 110.1-110.4), calculate and add the tax amortisation benefit (TAB) for the subject intangible asset.

60.12. Contributory asset charges (CACs) should be made for all the current and future tangible, intangible and financial assets that contribute to the generation of the cash flow, and if an asset for which a CAC is required is involved in more than one line of business, its CAC should be allocated to the different lines of business involved.

60.13. The determination of whether a CAC for elements of goodwill is appropriate should be based on an assessment of the relevant facts and circumstances of the situation, and the valuer should not mechanically apply CACs or alternative adjustments for elements of goodwill if the circumstances do not warrant such a charge. Assembled workforce, as it is quantifiable, is typically the only element of goodwill for which a CAC should be taken. Accordingly, valuers must ensure they have a strong basis for applying CACs for any elements of goodwill other than assembled workforce.

60.14. CACs are generally computed on an after-tax basis as a fair return on the value of the contributory asset, and in some cases a return of the contributory asset is also deducted. The appropriate return on a contributory asset is the investment return a typical participant would require on the asset. The return of a contributory asset is a recovery of the initial investment in the asset. There should be no difference in value regardless of whether CACs are computed on a pre-tax or after-tax basis.

60.15. If the contributory asset is not wasting in nature, like working capital, only a fair return on the asset is required.

60.16. For contributory intangible assets that were valued under a relief-from-royalty method, the CAC should be equal to the royalty (generally adjusted to an after-tax royalty rate).
60.17. The excess earnings method should be applied only to a single intangible asset for any given stream of revenue and income (generally the primary or most important intangible asset). For example, in valuing the intangible assets of a company utilising both technology and a tradename in delivering a product or service (i.e., the revenue associated with the technology and the tradename is the same), the excess earnings method should only be used to value one of the intangible assets and an alternative method should be used for the other asset. However, if the company had multiple product lines, each using a different technology and each generating distinct revenue and profit, the excess earnings method may be applied in the valuation of the multiple different technologies.

Relief-from-Royalty Method

60.18. Under the relief-from-royalty method, the value of an intangible asset is determined by reference to the value of the hypothetical royalty payments that would be saved through owning the asset, as compared with licensing the intangible asset from a third party. Conceptually, the method may also be viewed as a discounted cash flow method applied to the cash flow that the owner of the intangible asset could receive through licensing the intangible asset to third parties.

60.19. The key steps in applying a relief-from-royalty method are to:

(a) develop projections associated with the intangible asset being valued for the life of the subject intangible asset. The most common metric projected is revenue, as most royalties are paid as a percentage of revenue. However, other metrics such as a per-unit royalty may be appropriate in certain valuations,

(b) develop a royalty rate for the subject intangible asset. Two methods can be used to derive a hypothetical royalty rate. The first is based on market royalty rates for comparable or similar transactions. A prerequisite for this method is the existence of comparable intangible assets that are licensed at arm’s length on a regular basis. The second method is based on a split of profits that would hypothetically be paid in an arm’s length transaction by a willing licensee to a willing licensor for the rights to use the subject intangible asset,

(c) apply the selected royalty rate to the projections to calculate the royalty payments avoided by owning the intangible asset,

(d) estimate any additional expenses for which a licensee of the subject asset would be responsible. This can include upfront payments required by some licensors. A royalty rate should be analysed to determine whether it assumes expenses (such as maintenance, marketing and advertising) are the responsibility of the licensor or the licensee. A royalty rate that is “gross” would consider all responsibilities and expenses associated with ownership of a licensed asset to reside with the licensor, while a royalty that is “net” would consider some or all responsibilities and expenses associated with the licensed asset to reside with the licensee. Depending on whether the royalty is “gross” or “net”, the valuation should exclude or include, respectively, a deduction for expenses such as maintenance, marketing or advertising expenses related to the hypothetically licensed asset.
(e) if the hypothetical costs and royalty payments would be tax deductible, it may be appropriate to apply the appropriate tax rate to determine the after-tax savings associated with ownership of the intangible asset. However, for certain purposes (such as transfer pricing), the effects of taxes are generally not considered in the valuation and this step should be skipped,

(f) determine the appropriate discount rate for the subject intangible asset and present value or capitalise the savings associated with ownership of the intangible asset, and

(g) if appropriate for the purpose of the valuation (see paras 110.1-110.4), calculate and add the TAB for the subject intangible asset.

60.20. Whether a royalty rate is based on market transactions or a profit split method (or both), its selection should consider the characteristics of the subject intangible asset and the environment in which it is utilised. The consideration of those characteristics form the basis for selection of a royalty rate within a range of observed transactions and/or the range of profit available to the subject intangible asset in a profit split. Factors that should be considered include the following:

(a) Competitive environment: The size of the market for the intangible asset, the availability of realistic alternatives, the number of competitors, barriers to entry and presence (or absence) of switching costs.

(b) Importance of the subject intangible to the owner: Whether the subject asset is a key factor of differentiation from competitors, the importance it plays in the owner’s marketing strategy, its relative importance compared with other tangible and intangible assets, and the amount the owner spends on creation, upkeep and improvement of the subject asset.

(c) Life cycle of the subject intangible: The expected economic life of the subject asset and any risks of the subject intangible becoming obsolete.

60.21. When selecting a royalty rate, a valuer should also consider the following:

(a) When entering a licence arrangement, the royalty rate participants would be willing to pay depends on their profit levels and the relative contribution of the licensed intangible asset to that profit. For example, a manufacturer of consumer products would not license a tradename at a royalty rate that leads to the manufacturer realising a lower profit selling branded products compared with selling generic products.

(b) When considering observed royalty transactions, a valuer should understand the specific rights transferred to the licensee and any limitations. For example, royalty agreements may include significant restrictions on the use of a licensed intangible asset such as a restriction to a particular geographic area or for a product. In addition, the valuer should understand how the payments under the licensing agreement are structured, including whether there are upfront payments, milestone payments, puts/calls to acquire the licensed property outright, etc.
**With-and-Without Method**

60.22. The with-and-without method indicates the value of an intangible asset by comparing two scenarios: one in which the business uses the subject intangible asset and one in which the business does not use the subject intangible asset (but all other factors are kept constant).

60.23. The comparison of the two scenarios can be done in two ways:

(a) calculating the value of the business under each scenario with the difference in the business values being the value of the subject intangible asset, and

(b) calculating, for each future period, the difference between the profits in the two scenarios. The present value of those amounts is then used to reach the value of the subject intangible asset.

60.24. In theory, either method should reach a similar value for the intangible asset provided the valuer considers not only the impact on the entity’s profit, but additional factors such as differences between the two scenarios in working capital needs and capital expenditures.

60.25. The with-and-without method is frequently used in the valuation of non-competition agreements but may be appropriate in the valuation of other intangible assets in certain circumstances.

60.26. The key steps in applying the with-and-without method are to:

(a) prepare projections of revenue, expenses, capital expenditures and working capital needs for the business assuming the use of all of the assets of the business including the subject intangible asset. These are the cash flows in the “with” scenario,

(b) use an appropriate discount rate to present value the future cash flows in the “with” scenario, and/or calculate the value of the business in the “with” scenario,

(c) prepare projections of revenue, expenses, capital expenditures and working capital needs for the business assuming the use of all of the assets of the business except the subject intangible asset. These are the cash flows in the “without” scenario,

(d) use an appropriate discount rate for the business, present value the future cash flows in the “with” scenario and/or calculate the value of the business in the “with” scenario,

(e) deduct the present value of cash flows or the value of the business in the “without” scenario from the present value of cash flows or value of the business in the “with” scenario, and

(f) if appropriate for the purpose of the valuation (see paras 110.1-110.4), calculate and add the TAB for the subject intangible asset.

60.27. As an additional step, the difference between the two scenarios may need to be probability-weighted. For example, when valuing a non-competition agreement, the individual or business subject to the agreement may choose not to compete, even if the agreement were not in place.
60.28. The differences in value between the two scenarios should be reflected solely in the cash flow projections rather than by using different discount rates in the two scenarios.

**Greenfield Method**

60.29. Under the greenfield method, the value of the subject intangible is determined using cash flow projections that assume the only asset of the business at the valuation date is the subject intangible. All other tangible and intangible assets must be bought, built or rented.

60.30. The greenfield method is conceptually similar to the excess earnings method. However, instead of subtracting contributory asset charges from the cash flow to reflect the contribution of contributory assets, the greenfield method assumes that the owner of the subject asset would have to build, buy or rent the contributory assets. When building or buying the contributory assets, the cost of a replacement asset of equivalent utility is used rather than a reproduction cost.

60.31. The greenfield method is often used to estimate the value of "enabling" intangible assets such as franchise agreements and broadcast spectrum.

60.32. The key steps in applying the greenfield method are to:

   (a) prepare projections of revenue, expenses, capital expenditures and working capital needs for the business assuming the subject intangible asset is the only asset owned by the subject business at the valuation date, including the time period needed to “ramp up” to stabilised levels,

   (b) estimate the timing and amount of expenditures related to the acquisition, creation or rental of all other assets needed to operate the subject business,

   (c) using an appropriate discount rate for the business, present value the future cash flows to determine the value of the subject business with only the subject intangible in place, and

   (d) if appropriate for the purpose of the valuation (see paras 110.1-110.4), calculate and add the TAB for the subject intangible asset.

**Distributor Method**

60.33. The distributor method, sometimes referred to as the disaggregated method, is a variation of the multi-period excess earnings method sometimes used to value customer-related intangible assets. The underlying theory of the distributor method is that businesses that are comprised of various functions are expected to generate profits associated with each function. As distributors generally only perform functions related to distribution of products to customers rather than development of intellectual property or manufacturing, information on profit margins earned by distributors is used to estimate the excess earnings attributable to customer-related intangible assets.

60.34. The distributor method is appropriate to value customer-related intangible assets when another intangible asset (for example, technology or a brand) is deemed to be the primary or most significant intangible asset and is valued under a multi-period excess earnings method.
60.35. The key steps in applying the distributor method are to:

(a) prepare projections of revenue associated with existing customer relationships. This should reflect expected growth in revenue from existing customers as well as the effects of customer attrition,

(b) identify comparable distributors that have customer relationships similar to the subject business and calculate the profit margins achieved by those distributors,

(c) apply the distributor profit margin to the projected revenue,

(d) identify the contributory assets related to performing a distribution function that are needed to achieve the forecast revenue and expenses. Generally distributor contributory assets include working capital, fixed assets and workforce. However, distributors seldom require other assets such as trademarks or technology. The level of required contributory assets should also be consistent with participants performing only a distribution function,

(e) determine the appropriate rate of return on each contributory asset based on an assessment of the risk associated with that asset,

(f) in each forecast period, deduct the required returns on contributory assets from the forecast distributor profit to arrive at the excess earnings attributable to only the subject intangible asset,

(g) determine the appropriate discount rate for the subject intangible asset and present value the excess earnings, and

(h) if appropriate for the purpose of the valuation (see paras 110.1-110.4), calculate and add the TAB for the subject intangible asset.

70. Cost Approach

70.1. Under the cost approach, the value of an intangible asset is determined based on the replacement cost of a similar asset or an asset providing similar service potential or utility.

70.2. Valuers must comply with paras 60.2 and 60.3 of IVS 105 Valuation Approaches and Methods when determining whether to apply the cost approach to the valuation of intangible assets.

70.3. Consistent with these criteria, the cost approach is commonly used for intangible assets such as the following:

(a) acquired third-party software,

(b) internally-developed and internally-used, non-marketable software, and

(c) assembled workforce.

70.4. The cost approach may be used when no other approach is able to be applied; however, a valuer should attempt to identify an alternative method before applying the cost approach in situations where the subject asset does not meet the criteria in paras 60.2 and 60.3 of IVS 105 Valuation Approaches and Methods.
70.5. There are broadly two main methods that fall under the cost approach: replacement cost and reproduction cost. However, many intangible assets do not have physical form that can be reproduced and assets such as software, which can be reproduced, generally derive value from their function/utility rather than their exact lines of code. As such, the replacement cost is most commonly applied to the valuation of intangible assets.

70.6. The replacement cost method assumes that a participant would pay no more for the asset than the cost that would be incurred to replace the asset with a substitute of comparable utility or functionality.

70.7. Valuers should consider the following when applying the replacement cost method:

(a) the direct and indirect costs of replacing the utility of the asset, including labour, materials and overhead,

(b) whether the subject intangible asset is subject to obsolescence. While intangible assets do not become functionally or physically obsolete, they can be subject to economic obsolescence,

(c) whether it is appropriate to include a profit mark-up on the included costs. An asset acquired from a third party would presumably reflect their costs associated with creating the asset as well as some form of profit to provide a return on investment. As such, under bases of value (see IVS 104 Bases of Value) that assume a hypothetical transaction, it may be appropriate to include an assumed profit mark-up on costs. As noted in IVS 105 Valuation Approaches and Methods, costs developed based on estimates from third parties would be presumed to already reflect a profit mark-up, and

(d) opportunity costs may also be included, which reflect costs associated with not having the subject intangible asset in place for some period of time during its creation.

80. Special Considerations for Intangible Assets

80.1. The following sections address a non-exhaustive list of topics relevant to the valuation of intangible assets.

(a) Discount Rates/Rates of Return for Intangible Assets (section 90).

(b) Intangible Asset Economic Lives (section 100).

(c) Tax Amortisation Benefit (section 110).

90. Discount Rates/Rates of Return for Intangible Assets

90.1. Selecting discount rates for intangible assets can be challenging as observable market evidence of discount rates for intangible assets is rare. The selection of a discount rate for an intangible asset generally requires significant professional judgment.

90.2. In selecting a discount rate for an intangible asset, valuers should perform an assessment of the risks associated with the subject intangible asset and consider observable discount rate benchmarks.
90.3. When assessing the risks associated with an intangible asset, a valuer should consider factors including the following:

(a) intangible assets often have higher risk than tangible assets,
(b) if an intangible asset is highly specialised to its current use, it may have higher risk than assets with multiple potential uses,
(c) single intangible assets may have more risk than groups of assets (or businesses),
(d) intangible assets used in risky (sometimes referred to as non-routine) functions may have higher risk than intangible assets used in more low-risk or routine activities. For example, intangible assets used in research and development activities may be higher risk than those used in delivering existing products or services,
(e) the life of the asset. Similar to other investments, intangible assets with longer lives are often considered to have higher risk, all else being equal,
(f) intangible assets with more readily estimable cash flow streams, such as backlog, may have lower risk than similar intangible assets with less estimable cash flows, such as customer relationships.

90.4. Discount rate benchmarks are rates that are observable based on market evidence or observed transactions. The following are some of the benchmark rates that a valuer should consider:

(a) risk-free rates with similar maturities to the life of the subject intangible asset,
(b) cost of debt or borrowing rates with maturities similar to the life of the subject intangible asset,
(c) cost of equity or equity rates or return for participants for the subject intangible asset,
(d) weighted average cost of capital (WACC) of participants for the subject intangible asset or of the company owning/using the subject intangible asset,
(e) in contexts involving a recent business acquisition including the subject intangible asset, the Internal Rate of Return (IRR) for the transaction should be considered, and
(f) in contexts involving a valuation of all assets of a business, the valuer should perform a weighted average return on assets (WARA) analysis to confirm reasonableness of selected discount rates.

100. Intangible Asset Economic Lives

100.1. An important consideration in the valuation of an intangible asset, particularly under the income approach, is the economic life of the asset. This may be a finite period limited by legal, technological, functional or economic factors; other assets may have an indefinite life. The economic life of an intangible asset is a different concept than the remaining useful life for accounting or tax purposes.
100.2. Legal, technological, functional and economic factors must be considered individually and together in making an assessment of the economic life. For example, a pharmaceutical technology protected by a patent may have a remaining legal life of five years before expiry of the patent, but a competitor drug with improved efficacy may be expected to reach the market in three years. This might cause the economic life of the patent to be assessed as only three years. In contrast, the expected economic life of the technology could extend beyond the life of the patent if the knowhow associated with the technology would have value in production of a generic drug beyond the expiration of the patent.

100.3. In estimating the economic life of an intangible asset, a valuer should also consider the pattern of use or replacement. Certain intangible assets may be abruptly replaced when a new, better or cheaper alternative becomes available, while others may be replaced slowly over time, such as when a software developer releases a new version of software every year but only replaces a portion of the existing code with each new release.

100.4. For customer-related intangibles, attrition is a key factor in estimating an economic life as well as the cash flows used to value the customer-related intangibles. Attrition applied in the valuation of intangible assets is a quantification of expectations regarding future losses of customers. While it is a forward-looking estimate, attrition is often based on historical observations of attrition.

100.5. There are a number of ways to measure and apply historical attrition:

(a) a constant rate of loss (as a percentage of prior year balance) over the life of the customer relationships may be assumed if customer loss does not appear to be dependent on age of the customer relationship,

(b) a variable rate of loss may be used over the life of the customer relationships if customer loss is dependent on age of the customer relationship. In such circumstances, generally younger/new customers are lost at a higher rate than older, more established customer relationships,

(c) attrition may be measured based on either revenue or number of customers/customer count as appropriate, based on the characteristics of the customer group,

(d) customers may need to be segregated into different groups. For example, a company that sells products to distributors and retailers may experience different attrition rates for each group. Customers may also be segregated based on other factors such as geography, size of customer and type of product or service purchased, and

(e) the period used to measure attrition may vary depending on circumstances. For example, for a business with monthly subscribers, one month without revenue from a particular customer would indicate a loss of that customer. In contrast, for larger industrial products, a customer might not be considered “lost” unless there have been no sales to that customer for a year or more.
100.6. The application of any attrition factor *should* be consistent with the way attrition was measured. Correct application of attrition factor in first projection year (and therefore all subsequent years) *must* be consistent with form of measurement.

(a) If attrition is measured based on the number of customers at the beginning-of-period versus end-of-period (typically a year), the attrition factor *should* be applied using a “mid-period” convention for the first projection year (as it is usually assumed that customers were lost throughout the year). For example, if attrition is measured by looking at the number of customers at the beginning of the year (100) versus the number remaining at the end of the year (90), on average the company had 95 customers during that year, assuming they were lost evenly throughout the year. Although the attrition rate could be described as 10%, only half of that *should* be applied in the first year.

(b) If attrition is measured by analysing year-over-year revenue or customer count, the resulting attrition factor *should* generally be applied without a mid-period adjustment. For example, if attrition is measured by looking at the number of customers that generated revenue in Year 1 (100) versus the number of those same customers that had revenue in Year 2 (90), application would be different even though the attrition rate could again be described as 10%.

100.7. Revenue-based attrition *may* include growth in revenue from existing customers unless adjustments are made. It is generally a best practice to make adjustments to separate growth and attrition in measurement and application.

100.8. It is a best practice for *valuers* to input historical revenue into the model being used and check how closely it predicts actual revenue from existing customers in subsequent years. If attrition has been measured and applied appropriately, the model *should* be reasonably accurate. For example, if estimates of future attrition were developed based on historical attrition observed from 20X0 through 20X5, a *valuer* *should* input the 20X0 customer revenue into the model and check whether it accurately predicts the revenue achieved from existing customers in 20X1, 20X2, etc.

110. **Tax Amortisation Benefit (TAB)**

110.1. In many tax *jurisdictions*, intangible *assets* can be amortised for tax *purposes*, reducing a taxpayer’s tax burden and effectively increasing cash flows. Depending on the purpose of a valuation and the *valuation method* used, it *may* be appropriate to include the *value* of TAB in the *value* of the intangible.

110.2. If the market or cost approach is used to value an intangible *asset*, the price paid to create or purchase the *asset* would already reflect the ability to amortise the *asset*. However, in the income approach, a TAB needs to be explicitly calculated and included, if appropriate.

110.3. For some *valuation purposes*, such as financial reporting, the appropriate basis of value assumes a hypothetical sale of the subject intangible *asset*. Generally, for those *purposes*, a TAB *should* be included when the income approach is used because a typical *participant* would be able to amortise
an intangible asset acquired in such a hypothetical transaction. For other valuation purposes, the assumed transaction might be of a business or group of assets. For those bases of value, it may be appropriate to include a TAB only if the transaction would result in a step-up in basis for the intangible assets.

110.4. There is some diversity in practice related to the appropriate discount rate to be used in calculating a TAB. Valuers may use either of the following:

(a) a discount rate appropriate for a business utilising the subject asset, such as a weighted average cost of capital. Proponents of this view believe that, since amortisation can be used to offset the taxes on any income produced by the business, a discount rate appropriate for the business as a whole should be used, or

(b) a discount rate appropriate for the subject asset (ie, the one used in the valuation of the asset). Proponents of this view believe that the valuation should not assume the owner of the subject asset has operations and income separate from the subject asset and that the discount rate used in the TAB calculation should be the same as that used in the valuation of the subject asset.
10. Overview

10.1 The principles contained in the General Standards apply to valuations of non-financial liabilities and valuations with a non-financial liability component. This standard contains additional requirements that apply to valuations of non-financial liabilities.

10.2 With regard to the determination of discount rates and risk margins, in circumstances in which IVS 105 Valuation Approaches and Methods (see paras 50.29-50.31) conflicts with IVS 220 Non-Financial Liabilities, valuers must apply the principles in sections 90 and 100 of this Standard in valuations of non-financial liabilities.

20. Introduction

20.1. For purposes of IVS 220 Non-Financial Liabilities, non-financial liabilities are defined as those liabilities requiring a non-cash performance obligation to provide goods or services.

20.2 A non-exhaustive list of liabilities that may in part or in full require a non-cash fulfilment and be subject to IVS 220 Non-Financial Liabilities includes: deferred revenue or contract liabilities, warranties, environmental liabilities, asset retirement obligations, certain contingent consideration obligations, loyalty programmes, power purchase agreements, certain litigation reserves and contingencies, and certain indemnifications and guarantees.

20.3 Although certain contingent consideration liabilities may require a non-cash performance obligation, such liabilities are not included in the scope of IVS 220 Non-Financial Liabilities.

20.4 The party assuming a non-financial liability typically requires a profit margin on the fulfilment effort to compensate for the effort incurred and risk borne for the delivery of goods or services.
20.5 For financial liabilities, cash fulfilment is typically the only performance obligation and no additional compensation is needed for the fulfilment effort. Given that cash fulfilment is the only performance obligation for financial liabilities, asset-liability symmetry most often enables valuers to assess the subject liability using an asset framework.

20.6 Asset-liability symmetry typically does not exist for non-financial liabilities due to the performance obligation to provide goods and services to satisfy the liability and additional compensation for such effort. As such, non-financial liabilities will most often be valued using a liability framework.

20.7 In instances in which a corresponding asset is recognised by the counterparty, the valuer must assess if the values would reflect asset-liability symmetry under circumstances consistent with the basis of value. Certain bases of value issued by entities/organisations other than the IVSC require the specific consideration and reconciliation to a corresponding asset under certain circumstances. The valuer must understand and follow the regulation, case law, and other interpretive guidance related to those bases of value as of the valuation date (see IVS 200 Businesses and Business Interests, para 30.2). Instances in which the valuer should reconcile to a corresponding asset value will be rare, reasons include:

(a) Non-financial liabilities often do not have a recorded corresponding asset recognised by the counterparty (eg, environmental liability), or can only be transferred in conjunction with another asset (eg, an automobile and related warranty are only transferred together).

(b) The corresponding asset of a non-financial liability may be held by numerous parties for which it is impractical to identify and reconcile the asset values.

(c) The market for the non-financial asset and liability is often highly illiquid, thus resulting in asymmetric information, high bid ask spreads, and asset-liability asymmetry.

20.8 Participants that most often transact in the subject non-financial liability may not be the comparable companies and competitors of the entity holding the subject non-financial liability. Examples include insurance companies, third party warranty issuers, and more. The valuer should consider if a market, or participants, exist outside the immediate industry in which the entity holding the subject non-financial liability operates.

20.9 Non-financial liability valuations are performed for a variety of purposes. It is the valuer’s responsibility to understand the purpose of a valuation and whether the non-financial liabilities should be valued, whether separately or grouped with other assets. A non-exhaustive list of examples of circumstances that commonly include a non-financial liability valuation component is provided below:

(a) For financial reporting purposes, valuations of non-financial liabilities are often required in connection with accounting for business combinations, asset acquisitions and sales, and impairment analysis.

(b) For tax reporting purposes, non-financial liability valuations are often needed for transfer pricing analyses, estate and gift tax planning and
reporting, and ad valorem taxation analyses.

(c) Non-financial liabilities may be the subject of litigation, requiring valuation analysis in certain circumstances.

(d) Valuers are sometimes asked to value non-financial liabilities as part of general consulting, collateral lending and transactional support engagements.

30. Bases of Value

30.1 In accordance with IVS 104 Bases of Value, a valuer must select the appropriate basis(es) of value when valuing non-financial liabilities.

30.2 Often, non-financial liability valuations are performed using bases of value defined by entities/organisations other than the IVSC (some examples of which are mentioned in IVS 104 Bases of Value) and the valuer must understand and follow the regulation, case law, and other interpretive guidance related to those bases of value as of the valuation date (see IVS 200 Businesses and Business Interests, para 30.2).

40. Valuation Approaches and Methods

40.1 Elements of the three valuation approaches described in IVS 105 Valuation Approaches (market, income and cost approach) can all be applied to the valuation of non-financial liabilities. The methods described below may exhibit elements of more than one approach. If it is necessary for the valuer to classify a method under one of the three approaches, the valuer should use judgement in making the determination and not necessarily rely on the classification below.

40.2 When selecting an approach and method, in addition to the requirements of this standard, a valuer must follow the requirements of IVS 105 Valuation Approaches, including para 10.3.

50. Market Approach

50.1 Under the market approach, the value of a non-financial liability is determined by reference to market activity (for example, transactions involving identical or similar non-financial liabilities).

50.2 Transactions involving non-financial liabilities frequently also include other assets, such as a business combinations that include tangible and intangible assets.

50.3 Transactions involving standalone non-financial liabilities are infrequent as compared with transactions for businesses and assets.

50.4 While standalone transactions of non-financial liabilities are infrequent, valuers should consider relevant market-based indications of value. Although such market-based indications may not provide sufficient information with which to apply the market approach, the use of market-based inputs should be maximised in the application of other approaches.

50.5 A non-exhaustive list of such market indications of value includes:

(a) Pricing from third parties to provide identical or similar products as the subject non-financial liability (eg, deferred revenue),
(b) Pricing for warranty policies issued by third parties for identical or similar obligations,

(c) The prescribed monetary conversion amount as published by participants for certain loyalty reward obligations,

(d) The traded price for contingent value rights (CVRs) with similarities to the subject non-financial liability (e.g., contingent consideration),

(e) Observed rates of return for investment funds that invest in non-financial liabilities (e.g., litigation finance).

50.6 Valuers must comply with paras 20.2 and 20.3 of IVS 105 Valuation Approaches and Methods when determining whether to apply the market approach to the valuation of non-financial liabilities.

50.7 The diverse nature of many non-financial liabilities and the fact that non-financial liabilities seldom transact separately from other assets means that it is rarely possible to find market evidence of transactions involving similar non-financial liabilities.

50.8 Where evidence of market prices is available, valuers should consider adjustments to these to reflect differences between the subject non-financial liability and those involved in the transactions. These adjustments are necessary to reflect the differentiating characteristics of the subject non-financial liability and those involved in the transactions. Such adjustments may only be determinable at a qualitative, rather than quantitative, level. However, the need for significant qualitative adjustments could indicate that another approach would be more appropriate for the valuation.

50.9 In certain instances a valuer may rely on market prices or evidence for an asset corresponding to the subject non-financial liability. In such instances, the valuer should consider an entity's ability to transfer the subject non-financial liability, whether the asset and related price of the asset reflect those same restrictions, and whether adjustments to reflect the restrictions should be included. The valuer should take care to determine if the transfer restrictions are characteristics of the subject non-financial liability (for example, an illiquid market) or restrictions that are characteristics of the entity (for example, financial distress).

50.10 The comparable transaction method, also known as the guideline transactions method, is generally the only market approach method that can be applied to value non-financial liabilities.

50.11 In rare circumstances, a security sufficiently similar to a subject non-financial liability could be publicly traded, allowing the use of the guideline public company method. One example of such securities is contingent value rights that are tied to the performance of a particular product or technology.

**Market Approach Methods**

50.12 A method to value non-financial liabilities under the Market Approach is often referred to as the Top-Down Method.
Top-Down Method

50.13 Under the Top-Down Method, valuing non-financial liabilities is based on the premise that reliable market-based indications of pricing are available for the performance obligation.

50.14 A participant fulfilling the obligation to deliver the product or services associated with the non-financial liability could theoretically price the liability by deducting costs already incurred toward the fulfilment obligation, plus a mark-up on those costs, from the market price of services.

50.15 When market information is used to determine the value of the subject non-financial liability, discounting is typically not necessary because the effects of discounting are incorporated into observed market prices.

50.16 The key steps in applying a Top-Down Method are to:

(a) Determine the market price of the non-cash fulfilment.
(b) Determine the costs already incurred and assets utilised by the transferor. The nature of such costs will differ depending on the subject non-financial liability. For example, for deferred revenue the costs will primarily consist of sales and marketing costs that have already been incurred in generating the non-financial liability.
(c) Determine a reasonable profit margin on the costs already incurred.
(d) Subtract costs incurred and profit from the market price.

Income Approach

60.1 Under the income approach, the value of a non-financial liability is often determined by reference to the present value of the costs to fulfil the obligation plus a profit margin that would be required to assume the liability.

60.2 Valuers must comply with paras 40.2 and 40.3 of IVS 105 Valuation Approaches and Methods when determining whether to apply the income approach to the valuation of non-financial liabilities.

Income Approach Methods

60.3 The primary method to value non-financial liabilities under the Income Approach is often referred to as the Bottom-Up Method.

Bottom-Up Method

60.4 Under the Bottom-Up Method, the non-financial liability is measured as the costs (which may or may not include certain overhead items) required to fulfil the performance obligation, plus a reasonable mark-up on those costs, discounted to present value.

60.5 The key steps in applying a Bottom-Up Method are to:

(a) Determine the costs required to fulfil the performance obligation. Such costs will include the direct costs to fulfil the performance obligation, but may also include indirect costs such as charges for the use of contributory assets. Fulfilment costs represent those costs that are related to fulfilling the performance obligation that generates the non-financial liability. Costs incurred as part of the selling activities before the acquisition date should be excluded from the fulfilment effort.
1. Contributory asset charges should be included in the fulfilment costs when such assets would be required to fulfil the obligation and the related cost is not otherwise captured in the income statement.

2. In limited instances, in addition to direct and indirect costs, it may be appropriate to include opportunity costs. For example, in the licensing of symbolic intellectual property, the direct and indirect costs of fulfilment may be nominal. However, if the obligation reduces the ability to monetise the underlying asset (in an exclusive licensing arrangement for example), then the valuer should consider how participants would account for the potential opportunity costs associated with the non-financial liability.

(b) Determine a reasonable mark-up on the fulfilment effort. In most cases it may be appropriate to include an assumed profit margin on certain costs which can be expressed as a target profit, either a lump sum or a percentage return on cost or value. An initial starting point may be to utilise the operating profit of the entity holding the subject non-financial liability. However, this methodology assumes the profit margin would be proportional to the costs incurred. In many circumstances there is rationale to assume profit margins which are not proportional to costs. In such cases the risks assumed, value added, or intangibles contributed to the fulfilment effort are not the same as those contributed pre-measurement date. When costs are derived from actual, quoted or estimated prices by third party suppliers or contractors, these costs will already include a third party’s desired level of profit.

(c) Determine timing of fulfilment and discount to present value. The discount rate should account for the time value of money and non-performance risk. Typically it is preferable to reflect the impact of uncertainty such as changes in anticipated fulfilment costs and fulfilment margin through the cash flows, rather than in the discount rate.

(d) When fulfilment costs are derived through a percent of revenue, valuers should consider whether the fulfilment costs already implicitly include the impact of discounting. For example, prepayment for services may result in a discount as one would expect to pay less for the same service as compared with paying throughout the contract term. As a result, the derived costs may also contain an implicit discount and further discounting may not be necessary.

70. Cost Approach

70.1 The cost approach has limited application for non-financial liabilities as participants typically expect a return on the fulfilment effort.

70.2 Valuers must comply with paras 60.2 and 60.3 of IVS 105 Valuation Approaches and Methods when determining whether to apply the cost approach to the valuation of non-financial liabilities.
80. **Special Considerations for Non-Financial Liabilities**

80.1 The following sections address a non-exhaustive list of topics relevant to the valuation of non-financial liabilities.

(a) Discount Rates for Non-Financial Liabilities (section 90)

(b) Estimating Cash Flows and Risk Margins (section 100)

(c) Restrictions on Transfer (section 110)

(d) Taxes (section 120)

90. **Discount Rates for Non-Financial Liabilities**

90.1 A fundamental basis for the income approach is that investors expect to receive a return on their investments and that such a return should reflect the perceived level of risk in the investment.

90.2 The discount rate should account for the time value of money and non-performance risk. Non-performance risk is typically a function of counterparty risk (i.e., credit risk of the entity obligated to fulfil the liability) (see para 60.5c of this Standard).

90.3 Certain bases of value issued by entities/organisations other than the IVSC may require the discount rate to specifically account for liability specific risks. The valuer must understand and follow the regulation, case law, and other interpretive guidance related to those bases of value as of the valuation date (see IVS 200 *Businesses and Business Interests*, para 30.2).

90.4 Valuers should consider the term of the subject non-financial liability when determining the appropriate inputs for the time value of money and non-performance risk.

90.5 In certain circumstances, the valuer may explicitly adjust the cash flows for non-performance risk.

90.6 What a participant would have to pay to borrow the funds necessary to satisfy the obligation may provide insights to help quantify the non-performance risk.

90.7 Given the long-term nature of certain non-financial liabilities, the valuer must consider if inflation has been incorporated into the estimated cash flows, and must ensure that the discount rate and cash flow estimates are prepared on a consistent basis.

100. **Estimating Cash Flows and Risk Margins**

100.1 The principles contained in IVS 105 *Valuation Approaches and Methods* may not apply to valuations of non-financial liabilities and valuations with a non-financial liability component (see IVS 105 *Valuation Approaches and Methods*, paras 50.12-50.19). Valuers must apply the principles in sections 90 and 100 of this Standard in valuations of non-financial liabilities.

100.2 Non-financial liability cash flow forecasts often involve the explicit modelling of multiple scenarios of possible future cash flow to derive a probability-weighted expected cash flow forecast. This method is often referred to as the Scenario-Based Method (SBM). The SBM also includes certain
simulation techniques such as the Monte Carlo simulation. The SBM is commonly used when future payments are not contractually defined but rather vary depending upon future events. When the non-financial liability cash flows are a function of systematic risk factors, the valuer should consider the appropriateness of the SBM, and may need to utilise other methods such as option pricing models (OPMs).

100.3 Considerations in estimating cash flows include developing and incorporating explicit assumptions, to the extent possible. A non-exhaustive list of such assumptions may include:

(a) The costs that a third party would incur in performing the tasks necessary to fulfil the obligation,

(b) Other amounts that a third party would include in determining the price of the transfer, including, for example, inflation, overhead, equipment charges, profit margin, and advances in technology,

(c) The extent to which the amount of a third party’s costs or the timing of its costs would vary under different future scenarios and the relative probabilities of those scenarios, and,

(d) The price that a third party would demand and could expect to receive for bearing the uncertainties and unforeseeable circumstances inherent in the obligation.

100.4 While expected cash flows (ie, the probability-weighted average of possible future cash flows) incorporate the variable expected outcomes of the asset’s cash flows, they do not account for the compensation that participants demand for bearing the uncertainty of the cash flows. For non-financial liabilities, forecast risk may include uncertainty such as changes in anticipated fulfilment costs and fulfilment margin. The compensation for bearing such risk should be incorporated into the expected payoff through a cash flow risk margin or the discount rate.

100.5 Given the inverse relationship between the discount rate and value, the discount rate should be decreased to reflect the impact of forecast risk (ie, the compensation for bearing risk due to uncertainty about the amount and timing of cash flows).

100.6 While possible to account for forecast risk by reducing the discount rate, given its limited practical application, the valuer must explain the rationale for reducing the discount rate rather than incorporating a risk margin, or specifically note the regulation, case law, or other interpretive guidance that requires the accounting for forecast risk of non-financial liabilities through the discount rate rather than a risk margin (see IVS 200 Businesses and Business Interests, para 30.2).

100.7 In developing a risk margin, a valuer must:

(a) document the method used for developing the risk margin, including support for its use, and,

(b) provide evidence for the derivation of the risk margin, including the identification of the significant inputs and support for their derivation or source.
100.8 In developing a cash flow risk margin, a valuer must consider:

(a) the life/term and/or maturity of the asset and the consistency of inputs,

(b) the geographic location of the asset and/or the location of the markets in which it would trade,

(c) the currency denomination of the projected cash flows, and

(d) the type of cash flow contained in the forecast, for example, a cash flow forecast may represent expected cash flows (i.e., probability-weighted scenarios), most likely cash flows, contractual cash flows, etc.

100.9 In developing a cash flow risk margin, a valuer should consider:

(a) the less certainty there is in the anticipated fulfilment costs and fulfilment margin, the higher the risk margin should be,

(b) given the finite term of most non-financial liabilities, as opposed to indefinite for many business and asset valuations, to the extent that emerging experience reduces uncertainty, risk margins should decrease, and vice versa,

(c) the expected distribution of outcomes, and the potential for certain non-financial liabilities to have high ‘tail risk’ or severity. Non-financial liabilities with wide distributions and high severity should have higher risk margins,

(d) the respective rights and preferences of the non-financial liability, and/or related asset, in the event of a liquidation and its relative position within the liquidation waterfall.

100.10 The cash flow risk margin should be the compensation that would be required for a party to be indifferent between fulfilling a liability that has a range of possible outcomes, and one that will generate fixed cash outflows.

100.11 A valuer need not conduct an exhaustive quantitative process, but should take into account all the information that is reasonably available.

110. Restrictions on Transfer

110.1 Non-financial liabilities often have restrictions on the ability to transfer. Such restrictions can be either contractual in nature, or a function of an illiquid market for the subject non-financial liability.

110.2 When relying on market evidence, a valuer should consider an entity’s ability to transfer such non-financial liabilities and whether adjustments to reflect the restrictions should be included. The valuer may need to determine if the transfer restrictions are characteristics of the non-financial liability or restrictions that are characteristics of an entity, as certain basis of value may specify one or the other be considered (see IVS 220 Non-Financial Liabilities, para 50.9).

110.3 When relying on an income approach in which the non-financial liability value is estimated through a fulfilment approach, the valuer should determine if an investor would require an additional risk margin to account for the limitations on transfer.
120. **Taxes**

120.1 *Valuers should* use pre-tax cash flows and a pre-tax discount rate for the *valuation* of non-financial liabilities.

120.2 In certain circumstances, it *may* be appropriate to perform the analysis with after tax cash flows and discount rates. In such instances, the *valuer must* explain the rationale for use of after tax inputs, or specifically note the regulation, case law, or other interpretive guidance that requires the use of after tax inputs (see IVS 200 *Businesses and Business Interests*, para 30.2).

120.3 If after tax inputs are used, it *may* be appropriate to include the tax benefit created by the projected cash outflow associated with the non-financial liability.
IVS 300 Plant and Equipment

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10. Overview

10.1. The principles contained in the General Standards apply to valuations of plant and equipment. This standard only includes modifications, additional principles or specific examples of how the General Standards apply for valuations to which this standard applies.

20. Introduction

20.1. Items of plant and equipment (which may sometimes be categorised as a type of personal property) are tangible assets that are usually held by an entity for use in the manufacturing/production or supply of goods or services, for rental by others or for administrative purposes and that are expected to be used over a period of time.

20.2. For lease of machinery and equipment, the right to use an item of machinery and equipment (such as a right arising from a lease) would also follow the guidance of this standard. It must also be noted that the “right to use” an asset could have a different life span than the service life (that takes into consideration of both preventive and predictive maintenance) of the underlying machinery and equipment itself and, in such circumstances, the service life span must be stated.

20.3. Assets for which the highest and best use is “in use” as part of a group of assets must be valued using consistent assumptions. Unless the assets belonging to the sub-systems may reasonably be separated independently from its main system, then the sub-systems may be valued separately, having consistent assumptions within the sub-systems. This will also cascade down to sub-sub-systems and so on.

20.4. Intangible assets fall outside the classification of plant and equipment assets. However, an intangible asset may have an impact on the value of plant and equipment assets. For example, the value of patterns and dies is often inextricably linked to associated intellectual property rights. Operating software, technical data, production records and patents are further examples of intangible assets that can have an impact on the value of plant and equipment assets, depending on whether or not they are included in the
valuation. In such cases, the valuation process will involve consideration of the inclusion of intangible assets and their impact on the valuation of the plant and equipment assets. When there is an intangible asset component, the valuer should also follow IVS 210 Intangible Assets.

20.5. A valuation of plant and equipment will normally require consideration of a range of factors relating to the asset itself, its environment and physical, functional and economic potential. Therefore, all plant and equipment valuers should normally inspect the subject assets to ascertain the condition of the plant and also to determine if the information provided to them is usable and related to the subject assets being valued. Examples of factors that may need to be considered under each of these headings include the following:

(a) Asset-related:

1. the asset’s technical specification,
2. the remaining useful, economic or effective life, considering both preventive and predictive maintenance,
3. the asset’s condition, including maintenance history,
4. any functional, physical and technological obsolescence,
5. if the asset is not valued in its current location, the costs of decommissioning and removal, and any costs associated with the asset’s existing in-place location, such as installation and re-commissioning of assets to its optimum status,
6. for machinery and equipment that are used for rental purposes, the lease renewal options and other end-of-lease possibilities,
7. any potential loss of a complementary asset, eg, the operational life of a machine may be curtailed by the length of lease on the building in which it is located,
8. additional costs associated with additional equipment, transport, installation and commissioning, etc, and
9. in cases where the historical costs are not available for the machinery and equipment that may reside within a plant during a construction, the valuer may take references from the Engineering, Procurement, Construction (“EPC”) contract.

(b) Environment-related:

1. the location in relation to the source of raw material and market for the product. The suitability of a location may also have a limited life, eg, where raw materials are finite or where demand is transitory,
2. the impact of any environmental or other legislation that either restricts utilisation or imposes additional operating or decommissioning costs,
3. radioactive substances that may be in certain machinery and equipment have a severe impact if not used or disposed of
appropriately. This will have a major impact on expense consideration and the environment,

4. toxic wastes which *may* be chemical in the form of a solid, liquid or gaseous state *must* be professionally stored or disposed of. This is critical for all industrial manufacturing, and

5. licences to operate certain machines in certain countries *may* be restricted.

(c) Economic-related:

1. the actual or potential profitability of the *asset* based on comparison of operating costs with earnings or potential earnings (see IVS 200 *Business and Business Interests*),

2. the demand for the product manufactured by the plant with regard to both macro- and micro-economic factors could impact on demand, and

3. the potential for the *asset* to be put to a more valuable use than the current use (ie, highest and best use).

20.6. *Valuations* of plant and equipment *should* reflect the impact of all forms of obsolescence on *value*.

20.7. To comply with the requirement to identify the *asset* or liability to be valued in IVS 101 *Scope of Work*, para 20.3.(d) to the extent it impacts on *value*, consideration *must* be given to the degree to which the *asset* is attached to, or integrated with, other *assets*. For example:

(a) *assets may* be permanently attached to the land and could not be removed without substantial demolition of either the *asset* or any surrounding structure or building,

(b) an individual machine *may* be part of an integrated production line where its functionality is dependent upon other *assets*,

(c) an *asset may* be considered to be classified as a component of the real property (eg, a Heating, Ventilation and Air Conditioning System (HVAC)).

In such cases, it will be necessary to clearly define what is to be included or excluded from the *valuation*. Any special assumptions relating to the availability of any complementary *assets must* also be stated (see also para 20.8).

20.8. Plant and equipment connected with the supply or provision of services to a building are often integrated within the building and, once installed, are not separable from it. These items will normally form part of the real property interest. Examples include plant and equipment with the primary function of supplying electricity, gas, heating, cooling or ventilation to a building and equipment such as elevators. If the *purpose of the valuation* requires these items to be valued separately, the scope of work *must* include a statement to the effect that the *value* of these items would normally be included in the real property interest and *may* not be separately realisable. When different valuation assignments are undertaken to carry out *valuations* of the real
property interest and plant and equipment assets at the same location, care is necessary to avoid either omissions or double counting.

20.9. Because of the diverse nature and transportability of many items of plant and equipment, additional assumptions will normally be required to describe the situation and circumstances in which the assets are valued. In order to comply with IVS 101 Scope of Work, para 20.3.(k) these must be considered and included in the scope of work. Examples of assumptions that may be appropriate in different circumstances include:

(a) that the plant and equipment assets are valued as a whole, in place and as part of an operating business,

(b) that the plant and equipment assets are valued as a whole, in place but on the assumption that the business is not yet in production,

(c) that the plant and equipment assets are valued as a whole, in place but on the assumption that the business is closed,

(d) that the plant and equipment assets are valued as a whole, in place but on the assumption that it is a forced sale (See IVS 104 Bases of Value),

(e) that the plant and equipment assets are valued as individual items for removal from their current location.

20.10. In some circumstances, it may be appropriate to report on more than one set of assumptions, eg, in order to illustrate the effect of business closure or cessation of operations on the value of plant and equipment.

20.11. In addition to the minimum requirements in IVS 103 Reporting, a valuation report on plant and equipment must include appropriate references to matters addressed in the scope of work. The report must also include comment on the effect on the reported value of any associated tangible or intangible assets excluded from the actual or assumed transaction scenario, eg, operating software for a machine or a continued right to occupy the land on which the item is situated.

20.12. Valuations of plant and equipment are often required for different purposes including financial reporting, leasing, secured lending, disposal, taxation, litigation and insolvency proceedings.

30. Bases of Value

30.1. In accordance with IVS 104 Bases of Value, a valuer must select the appropriate basis(es) of value when valuing plant and equipment.

30.2. Using the appropriate basis(es) of value and associated premise of value (see IVS 104 Bases of Value, sections 140-170) is particularly crucial in the valuation of plant and equipment because differences in value can be pronounced, depending on whether an item of plant and equipment is valued under an “in use” premise, orderly liquidation or forced liquidation (see IVS 104 Bases of Value, para 80.1). The value of most plant and equipment is particularly sensitive to different premises of value.

30.3. An example of forced liquidation conditions is where the assets have to be removed from a property in a timeframe that precludes proper marketing
because a lease of the property is being terminated. The impact of such circumstances on value needs careful consideration. In order to advise on the value likely to be realised, it will be necessary to consider any alternatives to a sale from the current location, such as the practicality and cost of removing the items to another location for disposal within the available time limit and any diminution in value due to moving the item from its working location.

40. **Valuation Approaches and Methods**

40.1. The three principal valuation approaches described in the IVS may all be applied to the valuation of plant and equipment assets depending on the nature of the assets, the information available, and the facts and circumstances surrounding the valuation.

50. **Market Approach**

50.1. For classes of plant and equipment that are homogenous, eg, motor vehicles and certain types of office equipment or industrial machinery, the market approach is commonly used as there may be sufficient data of recent sales of similar assets. However, many types of plant and equipment are specialised and where direct sales evidence for such items will not be available, care must be exercised in offering an income or cost approach opinion of value when available market data is poor or non-existent. In such circumstances it may be appropriate to adopt either the income approach or the cost approach to the valuation.

60. **Income Approach**

60.1. The income approach to the valuation of plant and equipment can be used where specific cash flows can be identified for the asset or a group of complementary assets, eg, where a group of assets forming a process plant is operating to produce a marketable product. However, some of the cash flows may be attributable to intangible assets and difficult to separate from the cash flow contribution of the plant and equipment. Use of the income approach is not normally practical for many individual items of plant or equipment; however, it can be utilised in assessing the existence and quantum of economic obsolescence for an asset or asset group.

60.2. When an income approach is used to value plant and equipment, the valuation must consider the cash flows expected to be generated over the life of the asset(s) as well as the value of the asset at the end of its life. Care must be exercised when plant and equipment is valued on an income approach to ensure that elements of value relating to intangible assets, goodwill and other contributory assets is excluded (see IVS 210 Intangible Assets).

70. **Cost Approach**

70.1. The cost approach is commonly adopted for plant and equipment, particularly in the case of individual assets that are specialised or special-use facilities. The first step is to estimate the cost to a market participant of replacing the subject asset by reference to the lower of either reproduction or replacement cost. The replacement cost is the cost of obtaining an alternative asset of equivalent utility; this can either be a modern equivalent providing the same functionality or the cost of
reproducing an exact replica of the subject asset. After concluding on a replacement cost, the value should be adjusted to reflect the impact on value of physical, functional, technological and economic obsolescence on value. In any event, adjustments made to any particular replacement cost should be designed to produce the same cost as the modern equivalent asset from an output and utility point of view.

70.2. An entity's actual costs incurred in the acquisition or construction of an asset may be appropriate for use as the replacement cost of an asset under certain circumstances. However, prior to using such historical cost information, the valuer should consider the following:

(a) Timing of the historical expenditures: An entity's actual costs may not be relevant, or may need to be adjusted for inflation/indexation to an equivalent as of the valuation date, if they were not incurred recently due to changes in market prices, inflation/deflation or other factors.

(b) The basis of value: Care must be taken when adopting a particular market participant's own costings or profit margins, as they may not represent what typical market participants might have paid. The valuer must also consider the possibility that the entity's costs incurred may not be historical in nature due to prior purchase accounting or the purchase of used plant and equipment assets. In any case, historical costs must be trended using appropriate indices.

(c) Specific costs included: A valuer must consider all significant costs that have been included and whether those costs contribute to the value of the asset and for some bases of value, some amount of profit margin on costs incurred may be appropriate.

(d) Non-market components: Any costs, discounts or rebates that would not be incurred by, or available to, typical market participants should be excluded.

70.3. Having established the replacement cost, deductions must be made to reflect the physical, functional, technological and economic obsolescence as applicable (see IVS 105 Valuation Approaches and Methods, section 80).

**Cost-to-Capacity Method**

70.4. Under the cost-to-capacity method, the replacement cost of an asset with an actual or required capacity can be determined by reference to the cost of a similar asset with a different capacity.

70.5. The cost-to-capacity method is generally used in one of two ways:

(a) to estimate the replacement cost for an asset or assets with one capacity where the replacement costs of an asset or assets with a different capacity are known (such as when the capacity of two subject assets could be replaced by a single asset with a known cost), or

(b) to estimate the replacement cost for a modern equivalent asset with capacity that matches foreseeable demand where the subject asset has excess capacity (as a means of measuring the penalty for the lack of utility to be applied as part of an economic obsolescence adjustment).
70.6. This method may only be used as a check method unless there is an existence of an exact comparison plant of the same designed capacity that resides within the same geographical area.

70.7. It is noted that the relationship between cost and capacity is often not linear, so some form of exponential adjustment may also be required.

80. Special Considerations for Plant and Equipment

80.1. The following section Financing Arrangements addresses a non-exhaustive list of topics relevant to the valuation of plant and equipment.

90. Financing Arrangements

90.1. Generally, the value of an asset is independent of how it is financed. However, in some circumstances the way items of plant and equipment are financed and the stability of that financing may need to be considered in valuation.

90.2. An item of plant and equipment may be subject to a leasing or financing arrangement. Accordingly, the asset cannot be sold without the lender or lessor being paid any balance outstanding under the financing arrangement. This payment may or may not exceed the unencumbered value of the item to the extent unusual/excessive for the industry. Depending upon the purpose of the valuation, it may be appropriate to identify any encumbered assets and to report their values separately from the unencumbered assets.

90.3. Items of plant and equipment that are subject to operating leases are the property of third parties and are therefore not included in a valuation of the assets of the lessee, subject to the lease meeting certain conditions. However, such assets may need to be recorded as their presence may impact on the value of owned assets used in association. In any event, prior to undertaking a valuation, the valuer should establish (in conjunction with Client and/or advisors) whether assets are subject to operating lease, finance lease or loan, or other secured lending. The conclusion on this regard and wider purpose of the valuation will then dictate the appropriate basis and valuation methodology.
10. **Overview**

10.1. The principles contained in the General Standards apply to *valuations* of real property interests. This standard contains additional requirements for *valuations* of real property interests.

20. **Introduction**

20.1. Property interests are normally defined by state or the law of individual *jurisdictions* and are often regulated by national or local legislation. Before undertaking a *valuation* of a real property interest, a *valuer* must understand the relevant legal framework that affects the interest being valued.

20.2. A real property interest is a right of ownership, control, use or occupation of land and buildings. There are three main types of interest:

(a) the superior interest in any defined area of land. The owner of this interest has an absolute right of possession and control of the land and any buildings upon it in perpetuity, subject only to any subordinate interests and any statutory or other legally enforceable constraints,

(b) a subordinate interest that normally gives the holder rights of exclusive possession and control of a defined area of land or buildings for a defined period, eg, under the terms of a lease contract, and/or

(c) a right to use land or buildings but without a right of exclusive possession or control, eg, a right to pass over land or to use it only for a specified activity.

20.3. Intangible *assets* fall outside the classification of real property *assets*. However, an intangible *asset* may be associated with, and have a material impact on, the *value* of real property *assets*. It is therefore essential to be clear in the scope of work precisely what the valuation assignment is to include or exclude. For example, the *valuation* of a hotel can be inextricably linked to the hotel brand. In such cases, the valuation process will involve consideration of the inclusion of intangible *assets* and their impact on the
valuation of the real property and plant and equipment assets. When there is an intangible asset component, the valuer should also follow IVS 210 Intangible Assets.

20.4. Although different words and terms are used to describe these types of real property interest in different jurisdictions, the concepts of an unlimited absolute right of ownership, an exclusive interest for a limited period or a non-exclusive right for a specified purpose are common to most. The immovability of land and buildings means that it is the right that a party holds that is transferred in an exchange, not the physical land and buildings. The value, therefore, attaches to the legal interest rather than to the physical land and buildings.

20.5. To comply with the requirement to identify the asset to be valued in IVS 101 Scope of Work, para 20.3.(d) the following matters must be included:

(a) a description of the real property interest to be valued, and
(b) identification of any superior or subordinate interests that affect the interest to be valued.

20.6. To comply with the requirements to state the extent of the investigation and the nature and source of the information to be relied upon in IVS 101 Scope of Work, para 20.3.(j) and IVS 102 Investigations and Compliance, the following matters must be considered:

(a) the evidence required to verify the real property interest and any relevant related interests,
(b) the extent of any inspection,
(c) responsibility for information on the site area and any building floor areas,
(d) responsibility for confirming the specification and condition of any building,
(e) the extent of investigation into the nature, specification and adequacy of services,
(f) the existence of any information on ground and foundation conditions,
(g) responsibility for the identification of actual or potential environmental risks,
(h) legal permissions or restrictions on the use of the property and any buildings, as well as any expected or potential changes to legal permissions and restrictions.

20.7. Typical examples of special assumptions that may need to be agreed and confirmed in order to comply with IVS 101 Scope of Work, para 20.3. (k) include:

(a) that a defined physical change had occurred, eg, a proposed building is valued as if complete at the valuation date,
(b) that there had been a change in the status of the property, eg, a vacant building had been leased or a leased building had become vacant at the valuation date,

(c) that the interest is being valued without taking into account other existing interests, and

(d) that the property is free from contamination or other environmental risks.

20.8. Valuations of real property interests are often required for different purposes including secured lending, sales and purchases, taxation, litigation, compensation, insolvency proceedings and financial reporting.

30. Bases of Value

30.1. In accordance with IVS 104 Bases of Value, a valuer must select the appropriate basis(es) of value when valuing real property interests.

30.2. Under most bases of value, a valuer must consider the highest and best use of the real property, which may differ from its current use (see IVS 104 Bases of Value, para 30.3). This assessment is particularly important to real property interests which can be changed from one use to another or that have development potential.

40. Valuation Approaches and Methods

40.1. The three valuation approaches described in the IVS 105 Valuation Approaches and Methods can all be applicable for the valuation of a real property interest.

40.2. When selecting an approach and method, in addition to the requirements of this standard, a valuer must follow the requirements of IVS 105 Valuation Approaches and Methods, including para 10.3 and 10.4.

50. Market Approach

50.1. Property interests are generally heterogeneous (ie, with different characteristics). Even if the land and buildings have identical physical characteristics to others being exchanged in the market, the location will be different. Notwithstanding these dissimilarities, the market approach is commonly applied for the valuation of real property interests.

50.2. In order to compare the subject of the valuation with the price of other real property interests, valuers should adopt generally accepted and appropriate units of comparison that are considered by participants, dependent upon the type of asset being valued. Units of comparison that are commonly used include:

(a) price per square metre (or per square foot) of a building or per hectare for land,

(b) price per room, and

(c) price per unit of output, eg, crop yields.

50.3. A unit of comparison is only useful when it is consistently selected and applied to the subject property and the comparable properties in each analysis. To the extent possible, any unit of comparison used should be one commonly used by participants in the relevant market.
50.4. The reliance that can be applied to any comparable price data in the valuation process is determined by comparing various characteristics of the property and transaction from which the data was derived with the property being valued. Differences between the following should be considered in accordance with IVS 105 Valuation Approaches and Methods, para 30.8. Specific differences that should be considered in valuing real property interests include, but are not limited to:

(a) the type of interest providing the price evidence and the type of interest being valued,
(b) the respective locations,
(c) the respective quality of the land or the age and specification of the buildings,
(d) the permitted use or zoning at each property,
(e) the circumstances under which the price was determined and the basis of value required,
(f) the effective date of the price evidence and the valuation date, and
(g) market conditions at the time of the relevant transactions and how they differ from conditions at the valuation date.

60. Income Approach

60.1. Various methods are used to indicate value under the general heading of the income approach, all of which share the common characteristic that the value is based upon an actual or estimated income that either is, or could be, generated by an owner of the interest. In the case of an investment property, that income could be in the form of rent (see paras 90.1-90.3); in an owner-occupied building, it could be an assumed rent (or rent saved) based on what it would cost the owner to lease equivalent space.

60.2. For some real property interests, the income-generating ability of the property is closely tied to a particular use or business/trading activity (for example, hotels, golf courses, etc). Where a building is suitable for only a particular type of trading activity, the income is often related to the actual or potential cash flows that would accrue to the owner of that building from the trading activity. The use of a property’s trading potential to indicate its value is often referred to as the “profits method”.

60.3. When the income used in the income approach represents cash flow from a business/trading activity (rather than cash flow related to rent, maintenance and other real property-specific costs), the valuer should also comply as appropriate with the requirements of IVS 200 Business and Business Interests and, where applicable, IVS 210 Intangible Assets.

60.4. For real property interests, various forms of discounted cash flow models may be used. These vary in detail but share the basic characteristic that the cash flow for a defined future period is adjusted to a present value using a discount rate. The sum of the present day values for the individual periods represents an estimate of the capital value. The discount rate in a discounted cash flow model will be based on the time cost of money and the risks and rewards of the income stream in question.
60.5. Further information on the derivation of discount rates is included in IVS 105 *Valuation Approaches and Methods*, paras 50.29-50.31. The development of a yield or discount rate *should* be influenced by the objective of the *valuation*. For example:

(a) if the objective of the *valuation* is to establish the *value* to a particular owner or potential owner based on their own investment criteria, the rate used *may* reflect their required rate of return or their *weighted* average cost of capital, and

(b) if the objective of the *valuation* is to establish the market value, the discount rate *may* be derived from observation of the returns implicit in the price paid for real property interests traded in the market between *participants* or from hypothetical *participants’* required rates or return. When a discount rate is based on an analysis of market transactions, *valuers should* also follow the guidance contained in IVS 105 *Valuation Approaches and Methods*, paras 30.7 and 30.8.

60.6. An appropriate discount rate *may* also be built up from a typical “risk-free” return adjusted for the additional risks and opportunities specific to the particular real property interest.

70. **Cost Approach**

70.1. In applying the cost approach, *valuers must* follow the guidance contained in IVS 105 *Valuation Approaches and Methods*, paras 70.1-70.14.

70.2. This approach is generally applied to the *valuation of real property interests through the depreciated replacement cost method.*

70.3. *It may be used as the primary approach when there is either no evidence of transaction prices for similar property or no identifiable actual or notional income stream that would accrue to the owner of the relevant interest.*

70.4. *In some cases, even when evidence of market transaction prices or an identifiable income stream is available, the cost approach may be used as a secondary or corroborating approach.*

70.5. The first step requires a replacement cost to be calculated. This is normally the cost of replacing the property with a modern equivalent at the relevant *valuation* date. An exception is where an equivalent property would need to be a replica of the subject property in order to provide a *participant* with the same utility, in which case the replacement cost would be that of reproducing or replicating the subject building rather than replacing it with a modern equivalent. The replacement cost *must* reflect all incidental costs, as appropriate, such as the *value* of the land, infrastructure, design fees, finance costs and developer profit that would be incurred by a *participant* in creating an equivalent *asset.*

70.6. The cost of the modern equivalent *must* then, as appropriate, be subject to adjustment for physical, functional, technological and economic obsolescence (see IVS 105 *Valuation Approaches and Methods*, section 80). The objective of an adjustment for obsolescence is to estimate how much less valuable the subject property might, or would be, to a potential buyer than the modern equivalent. Obsolescence considers the physical condition, functionality and economic utility of the subject property compared to the modern equivalent.
80. **Special Considerations for Real Property Interests**

80.1. The following sections address a non-exhaustive list of topics relevant to the *valuation* of real property interests.

(a) Hierarchy of Interests (section 90).

(b) Rent (section 100).

90. **Hierarchy of Interests**

90.1. The different types of real property interests are not mutually exclusive. For example, a superior interest *may* be subject to one or more subordinate interests. The owner of the absolute interest *may* grant a lease interest in respect of part or all of his interest. Lease interests granted directly by the owner of the absolute interest are “head lease” interests. Unless prohibited by the terms of the lease contract, the holder of a head lease interest can grant a lease of part or all of that interest to a third party, which is known as a sub-lease interest. A sub-lease interest will always be shorter than, or coterminous with, the head lease out of which it is created.

90.2. These property interests will have their own characteristics, as illustrated in the following examples:

(a) Although an absolute interest provides outright ownership in perpetuity, it *may* be subject to the effect of subordinate interests. These subordinate interests could include leases, restrictions imposed by a previous owner or restrictions imposed by statute.

(b) A lease interest will be for a defined period, at the end of which the property reverts to the holder of the superior interest out of which it was created. The lease contract will normally impose obligations on the lessee, eg, the payment of rent and other expenses. It *may* also impose conditions or restrictions, such as in the way the property *may* be used or on any transfer of the interest to a third party.

(c) A right of use *may* be held in perpetuity or *may* be for a defined period. The right *may* be dependent on the holder making payments or complying with certain other conditions.

90.3. When valuing a real property interest it is therefore necessary to identify the nature of the rights accruing to the holder of that interest and reflect any constraints or encumbrances imposed by the existence of other interests in the same property. The sum of the individual *values* of various different interests in the same property will frequently differ from the *value* of the unencumbered superior interest.

100. **Rent**

100.1. Market rent is addressed as a basis of value in IVS 104 *Bases of Value*.

100.2. When *valuing* either a superior interest that is subject to a lease or an interest created by a lease, *valuers must* consider the contract rent and, in cases where it is different, the market rent.
100.3. The contract rent is the rent payable under the terms of an actual lease. It *may* be fixed for the duration of the lease or variable. The frequency and basis of calculating variations in the rent will be set out in the lease and *must* be identified and understood in order to establish the total benefits accruing to the lessor and the liability of the lessee.
10. Overview

10.1 The principles contained in the General Standards IVS 101 to IVS 105 apply to valuations of development property. This standard only includes modifications, additional requirements or specific examples of how the General Standards apply for valuations to which this standard applies. Valuations of development property must also follow IVS 400 Real Property Interests.

20. Introduction

20.1 In the context of this standard, development properties are defined as interests where redevelopment is required to achieve the highest and best use, or where improvements are either being contemplated or are in progress at the valuation date and include:

(a) the construction of buildings,

(b) previously undeveloped land which is being provided with infrastructure,

(c) the redevelopment of previously developed land,

(d) the improvement or alteration of existing buildings or structures,

(e) land allocated for development in a statutory plan, and

(f) land allocated for a higher value uses or higher density in a statutory plan.

20.2 Valuations of development property may be required for different purposes. It is the valuer’s responsibility to understand the purpose of a valuation. A non-exhaustive list of examples of circumstances that may require a development valuation is provided below:
(a) when establishing whether proposed projects are financially feasible,

(b) as part of general consulting and transactional support engagements for acquisition and loan security,

(c) for tax reporting purposes, development valuations are frequently needed for ad valorem taxation analyses,

(d) for litigation requiring valuation analysis in circumstances such as shareholder disputes and damage calculations,

(e) for financial reporting purposes, valuation of a development property is often required in connection with accounting for business combinations, asset acquisitions and sales, and impairment analysis, and

(f) for other statutory or legal events that may require the valuation of development property such as compulsory purchases.

20.3. When valuing development property, valuers must follow the applicable standard for that type of asset or liability (for example, IVS 400 Real Property Interests).

20.4. The residual value or land value of a development property can be very sensitive to changes in assumptions or projections concerning the income or revenue to be derived from the completed project or any of the development costs that will be incurred. This remains the case regardless of the method or methods used or however diligently the various inputs are researched in relation to the valuation date.

20.5. This sensitivity also applies to the impact of significant changes in either the costs of the project or the value on completion. If the valuation is required for a purpose where significant changes in value over the duration of a construction project may be of concern to the user (eg, where the valuation is for loan security or to establish a project’s viability), the valuer must highlight the potentially disproportionate effect of possible changes in either the construction costs or end value on the profitability of the project and the value of the partially completed property. A sensitivity analysis may be useful for this purpose provided it is accompanied by a suitable explanation.

30. Bases of Value

30.1. In accordance with IVS 104 Bases of Value, a valuer must select the appropriate basis(es) of value when valuing development property.

30.2. The valuation of development property often includes a significant number of assumptions and special assumptions regarding the condition or status of the project when complete. For example, special assumptions may be made that the development has been completed or that the property is fully leased. As required by IVS 101 Scope of Work, significant assumptions and special assumptions used in a valuation must be communicated to all parties to the valuation engagement and must be agreed and confirmed in the scope of work. Particular care may also be required where reliance may be placed by third parties on the valuation outcome.
30.3. Frequently it will be either impracticable or impossible to verify every feature of a development property which could have an impact on potential future development, such as where ground conditions have yet to be investigated. When this is the case, it **may** be appropriate to make assumptions (e.g., that there are no abnormal ground conditions that would result in *significantly* increased costs). If this was an assumption that a *participant* would not make, it would need to be presented as a special assumption.

30.4. In situations where there has been a change in the market since a project was originally conceived, a project under construction **may** no longer represent the highest and best use of the land. In such cases, the costs to complete the project originally proposed **may** be irrelevant as a buyer in the market would either demolish any partially completed structures or adapt them for an alternative project. The *value* of the development property under construction would need to reflect the current value of the alternative project and the costs and risks associated with completing that project.

30.5. For some development properties, the property is closely tied to a particular use or business/trading activity or a special assumption is made that the completed property will trade at specified and sustainable levels. In such cases, the *valuer must*, as appropriate, also comply with the requirements of IVS 200 *Business and Business Interests* and, where applicable, IVS 210 *Intangible Assets*.

40. **Valuation Approaches and Methods**

40.1. The three principal valuation approaches described in IVS 105 *Valuation Approaches and Methods* may all be applicable for the *valuation* of a real property interest. There are two main approaches in relation to the *valuation* of the development property. These are:

(a) the *market approach* (see section 50), and

(b) the *residual method*, which is a hybrid of the market approach, the income approach and the cost approach (see sections 40-70). This is based on the completed “*gross development value*” and the deduction of development costs and the developer’s return to arrive at the residual *value* of the development property (see section 90).

40.2. When selecting an approach and method, in addition to the requirements of this standard, a *valuer must* follow the requirements of IVS 105 *Valuation Approaches and Methods*, including para 10.3.

40.3. The valuation approach to be used will depend on the required basis of value as well as specific facts and circumstances, e.g., the level of recent transactions, the stage of development of the project and movements in property markets since the project started, and *should* always be that which is most appropriate to those circumstances. Therefore, the exercise of judgement in the selection of the most suitable approach is critical.

50. **Market Approach**

50.1. Some types of development property can be sufficiently homogenous and frequently exchanged in a market for there to be sufficient data from recent sales to use as a direct comparison where a *valuation* is required.
50.2. In most markets, the market approach may have limitations for larger or more complex development property, or smaller properties where the proposed improvements are heterogeneous. This is because the number and extent of the variables between different properties make direct comparisons of all variables inapplicable though correctly adjusted market evidence (See IVS 105 Valuation Approaches and Methods, section 20.5) may be used as the basis for a number of variables within the valuation.

50.3. For development property where work on the improvements has commenced but is incomplete, the application of the market approach is even more problematic. Such properties are rarely transferred between participants in their partially-completed state, except as either part of a transfer of the owning entity or where the seller is either insolvent or facing insolvency and therefore unable to complete the project. Even in the unlikely event of there being evidence of a transfer of another partially-completed development property close to the valuation date, the degree to which work has been completed would almost certainly differ, even if the properties were otherwise similar.

50.4. The market approach may also be appropriate for establishing the value of a completed property as one of the inputs required under the residual method, which is explained more fully in the section on the residual method (section 90).

60. Income Approach

60.1. Establishing the residual value of a development property may involve the use of a cash flow model in some markets.

60.2. The income approach may also be appropriate for establishing the value of a completed property as one of the inputs required under the residual method, which is explained more fully in the section on the residual method (see section 90).

70. Cost Approach

70.1. Establishing the development costs is a key component of the residual approach (see para 90.5).

70.2. The cost approach may also exclusively be used as a means of indicating the value of development property such as a proposed development of a building or other structure for which there is no active market on completion.

70.3. The cost approach is based on the economic principle that a buyer will pay no more for an asset than the amount to create an asset of equal utility. To apply this principle to development property, the valuer must consider the cost that a prospective buyer would incur in acquiring a similar asset with the potential to earn a similar profit from development as could be obtained from development of the subject property. However, unless there are unusual circumstances affecting the subject development property, the process of analysing a proposed development and determining the anticipated costs for a hypothetical alternative would effectively replicate either the market approach or the residual method as described above, which can be applied directly to the subject property.
70.4. Another difficulty in applying the cost approach to development property is in determining the profit level, which is its “utility” to a prospective buyer. Although a developer may have a target profit at the commencement of a project, the actual profit is normally determined by the value of the property at completion. Moreover, as the property approaches completion, some of the risks associated with development are likely to reduce, which may impact on the required return of a buyer. Unless a fixed price has been agreed, profit is not determined by the costs incurred in acquiring the land and undertaking the improvements.

80. Special Considerations for a Development Property

80.1. The following sections address a non-exhaustive list of topics relevant to the valuation of development property:

(a) Residual Method (section 90).
(b) Existing Asset (section 100).
(c) Special Considerations for Financial Reporting (section 110).
(d) Special Considerations for Secured Lending (section 120).

90. Residual Method

90.1. The residual method is so called because it indicates the residual amount after deducting all known or anticipated costs required to complete the development from the anticipated value of the project when completed after consideration of the risks associated with completion of the project. This is known as the residual value.

90.2. The residual value can be highly sensitive to relatively small changes in the forecast cash flows and the practitioner should provide separate sensitivity analyses for each significant factor.

90.3. Caution is required in the use of this method because of the sensitivity of the result to changes in many of the inputs, which may not be precisely known on the valuation date, and therefore have to be estimated with the use of assumptions.

90.4. The models used to apply the residual method vary considerably in complexity and sophistication, with the more complex models allowing for greater granularity of inputs, multiple development phases and sophisticated analytical tools. The most suitable model will depend on the size, duration and complexity of the proposed development.

90.5. In applying the residual method, a valuer should consider and evaluate the reasonableness and reliability of the following:

(a) the source of information on any proposed building or structure, eg, any plans and specification that are to be relied on in the valuation, and
(b) any source of information on the construction and other costs that will be incurred in completing the project and which will be used in the valuation.

90.6. The following basic elements require consideration in any application of the method to estimate the market value of development property and if another basis is required, alternative inputs may be required.
(a) Completed property value,
(b) Construction costs,
(c) Consultants fees,
(d) Marketing costs,
(e) Timetable,
(f) Finance costs,
(g) Development profit,
(h) Discount rate.

**Value of Completed Property**

90.7. The first step requires an estimate of the value of the relevant interest in the real property following notional completion of the development project, which should be developed in accordance with IVS 105 Valuation Methods and Approaches.

90.8. Regardless of the methods adopted under either the market or income approach, the valuer must adopt one of the two basic underlying assumptions:

(a) the estimated market value on completion is based on values that are current on the valuation date on the special assumption the project had already been completed in accordance with the defined plans and specification, or

(b) the estimated value on completion is based on the special assumption that the project is completed in accordance with the defined plans and specification on the anticipated date of completion.

90.9. Market practice and availability of relevant data should determine which of these assumptions is more appropriate. However, it is important that there is clarity as to whether current or projected values are being used.

90.10. If estimated gross development value is used, it should be made clear that these are based on special assumptions that a participant would make based on information available on the valuation date.

90.11. It is also important that care is taken to ensure that consistent assumptions are used throughout the residual value calculation, ie, if current values are used then the costs should also be current and discount rates derived from analysis of current prices.

90.12. If there is a pre-sale or pre-lease agreement in place that is conditional on the project, or a relevant part, being completed, this will be reflected in the valuation of the completed property. Care should be taken to establish whether the price in a pre-sale agreement or the rent and other terms in a pre-lease agreement reflect those that would be agreed between participants on the valuation date.
90.13. If the terms are not reflective of the market, adjustments may need to be made to the valuation.

90.14. It would also be appropriate to establish if these agreements would be assignable to a purchaser of the relevant interest in the development property prior to the completion of the project.

**Construction Costs**

90.15. The costs of all work required at the valuation date to complete the project to the defined specification need to be identified. Where no work has started, this will include any preparatory work required prior to the main building contract, such as the costs of obtaining statutory permissions, demolition or off-site enabling work.

90.16. Where work has commenced, or is about to commence, there will normally be a contract or contracts in place that can provide the independent confirmation of cost. However, if there are no contracts in place, or if the actual contract costs are not typical of those that would be agreed in the market on the valuation date, then it may be necessary to estimate these costs reflecting the reasonable expectation of participants on the valuation date of the probable costs.

90.17. The benefit of any work carried out prior to the valuation date will be reflected in the value, but will not determine that value. Similarly, previous payments under the actual building contract for work completed prior to the valuation date are not relevant to current value.

90.18. In contrast, if payments under a building contract are geared to the work completed, the sums remaining to be paid for work not yet undertaken at the valuation date may be the best evidence of the construction costs required to complete the work.

90.19. However, contractual costs may include special requirements of a specific end user and therefore may not reflect the general requirements of participants.

90.20. Moreover, if there is a material risk that the contract may not be fulfilled, (eg, due to a dispute or insolvency of one of the parties), it may be more appropriate to reflect the cost of engaging a new contractor to complete the outstanding work.

90.21. When valuing a partly completed development property, it is not appropriate to rely solely on projected costs and income contained in any project plan or feasibility study produced at the commencement of the project.

90.22. Once the project has commenced, this is not a reliable tool for measuring value as the inputs will be historic. Likewise, an approach based on estimating the percentage of the project that has been completed prior to the valuation date is unlikely to be relevant in determining the current market value.

**Consultants’ Fees**

90.23. These include legal and professional costs that would be reasonably incurred by a participant at various stages through the completion of the project.
**Marketing Costs**

90.24. If there is no identified buyer or lessee for the completed project, it will normally be appropriate to allow for the costs associated with appropriate marketing, and for any leasing commissions and consultants’ fees incurred for marketing not included under para 90.23.

**Timetable**

90.25. The duration of the project from the valuation date to the expected date of physical completion of the project needs to be considered, together with the phasing of all cash outflows for construction costs, consultants’ fees, etc.

90.26. If there is no sale agreement in place for the relevant interest in the development property following practical completion, an estimate should be made of the marketing period that might typically be required following completion of construction until a sale is achieved.

90.27. If the property is to be held for investment after completion and if there are no pre-leasing agreements, the time required to reach stabilised occupancy needs to be considered (ie, the period required to reach a realistic long-term occupancy level). For a project where there will be individual letting units, the stabilised occupancy levels may be less than 100 percent if market experience indicates that a number of units may be expected to always be vacant, and allowance should be considered for costs incurred by the owner during this period such as additional marketing costs, incentives, maintenance and/or unrecoverable service charges.

**Finance Costs**

90.28. These represent the cost of finance for the project from the valuation date through to the completion of the project, including any period required after physical completion to either sell the interest or achieve stabilised occupancy. As a lender may perceive the risks during construction to differ substantially from the risks following completion of construction, the finance cost during each period may also need to be considered separately. Even if an entity is intending to self-fund the project, an allowance should be made for interest at a rate which would be obtainable by a participant for borrowing to fund the completion of the project on the valuation date.

**Development Profit**

90.29. Allowance should be made for development profit, or the return that would be required by a buyer of the development property in the market place for taking on the risks associated with completion of the project on the valuation date. This will include the risks involved in achieving the anticipated income or capital value following physical completion of the project.

90.30. This target profit can be expressed as a lump sum, a percentage return on the costs incurred or a percentage of the anticipated value of the project on completion or a rate of return. Market practice for the type of property in question will normally indicate the most appropriate option. The amount of profit that would be required will reflect the level of risk that would be perceived by a prospective buyer on the valuation date and will vary according to factors such as:
(a) the stage which the project has reached on the valuation date. A project which is nearing completion will normally be viewed as being less risky than one at an early stage, with the exception of situations where a party to the development is insolvent,

(b) whether a buyer or lessee has been secured for the completed project, and

(c) the size and anticipated remaining duration of the project. The longer the project, the greater the risk caused by exposure to fluctuations in future costs and receipts and changing economic conditions generally.

90.31. The following are examples of factors that may typically need to be considered in an assessment of the relative risks associated with the completion of a development project:

(a) unforeseen complications that increase construction costs,

(b) potential for contract delays caused by adverse weather or other matters outside of developer's control,

(c) delays in obtaining statutory consents,

(d) supplier failures,

(e) entitlement risk and changes in entitlements over the development period,

(f) regulatory changes, and

(g) delays in finding a buyer or lessee for the completed project.

90.32. Whilst all of the above factors will impact the perceived risk of a project and the profit that a buyer or the development property would require, care must be taken to avoid double counting, either where contingencies are already reflected in the residual valuation model or risks in the discount rate used to bring future cash flows to present value.

90.33. The risk of the estimated value of the completed development project changing due to changed market conditions over the duration of the project will normally be reflected in the discount rate or capitalisation rate used to value the completed project.

90.34. The profit anticipated by the owner of an interest in development property at the commencement of a development project will vary according to the valuation of its interest in the project once construction has commenced. The valuation should reflect those risks remaining at the valuation date and the discount or return that a buyer of the partially completed project would require for bringing it to a successful conclusion.

Discount Rate

90.35. In order to arrive at an indication of the value of the development property on the valuation date, the residual method requires the application of a discount rate to all future cash flows in order to arrive at a net present value. This discount rate may be derived using a variety of methods (see IVS 105 Valuation Approaches and Methods, paras 50.30-50.39.)
90.36. If the cash flows are based on values and costs that are current on the valuation date, the risk of these changing between the valuation date and the anticipated completion date should be considered and reflected in the discount rate used to determine the present value. If the cash flows are based on prospective values and costs, the risk of those projections proving to be inaccurate should be considered and reflected in the discount rate.

100. Existing Asset

100.1. In the valuation of development property, it is necessary to establish the suitability of the real property in question for the proposed development. Some matters may be within the valuer’s knowledge and experience but some may require information or reports from other specialists. Matters that typically need to be considered for specific investigation when undertaking a valuation of a development property before a project commences include:

(a) whether or not there is a market for the proposed development,

(b) is the proposed development the highest and best use of the property in the current market,

(c) whether there are other non-financial obligations that need to be considered (political or social criteria),

(d) legal permissions or zoning, including any conditions or constraints on permitted development,

(e) limitations, encumbrances or conditions imposed on the relevant interest by private contract,

(f) rights of access to public highways or other public areas,

(g) geotechnical conditions, including potential for contamination or other environmental risks,

(h) the availability of, and requirements to, provide or improve necessary services, eg, water, drainage and power,

(i) the need for any off-site infrastructure improvements and the rights required to undertake this work,

(j) any archaeological constraints or the need for archaeological investigations,

(k) sustainability and any client requirements in relation to green buildings,

(l) economic conditions and trends and their potential impact on costs and receipts during the development period,

(m) current and projected supply and demand for the proposed future uses,

(n) the availability and cost of funding,

(o) the expected time required to deal with preparatory matters prior to starting work, for the completion of the work and, if appropriate, to rent or sell the completed property, and

(p) any other risks associated with the proposed development.
100.2. Where a project is in progress, additional enquiries or investigations will typically be needed into the contracts in place for the design of the project, for its construction and for supervision of the construction.

110. **Special Considerations for Financial Reporting**

110.1. The accounting treatment of development property can vary depending on how it is classified by the reporting entity (e.g., whether it is being held for sale, for owner occupation or as investment property). This may affect the valuation requirements and therefore the classification and the relevant accounting requirements need to be determined before selecting an appropriate valuation method.

110.2. Financial statements are normally produced on the assumption that the entity is a going concern. It is therefore normally appropriate to assume that any contracts (e.g., for the construction of a development property or for its sale or leasing on completion), would pass to the buyer in the hypothetical exchange, even if those contracts may not be assignable in an actual exchange. An exception would be if there was evidence of an abnormal risk of default by a contracted party on the valuation date.

120. **Special Considerations for Secured Lending**

120.1. The appropriate basis of valuation for secured lending is normally market value. However, in considering the value of a development property, regard should be given to the probability that any contracts in place, e.g., for construction or for the sale or leasing of the completed project may, become void or voidable in the event of one of the parties being the subject of formal insolvency proceedings. Further regard should be given to any contractual obligations that may have a material impact on market value. Therefore, it may be appropriate to highlight the risk to a lender caused by a prospective buyer of the property not having the benefit of existing building contracts and/or pre-leases, and pre-sales and any associated warranties and guarantees in the event of a default by the borrower.

120.2. To demonstrate an appreciation of the risks involved in valuing development property for secured lending or other purposes, the valuer should apply a minimum of two appropriate and recognised methods to valuing development property for each valuation project, as this is an area where there is often “insufficient factual or observable inputs for a single method to produce a reliable conclusion” (see IVS 105 Valuation Approaches and Methods, para 10.4).

120.3. The valuer must be able to justify the selection of the valuation approach(es) reported and should provide an “As Is” (existing stage of development) and an “As Proposed” (completed development) value for the development property and record the process undertaken and a rationale for the reported value (see IVS 103 Reporting, paras 30.1-30.2).
10. Overview

10.1. The principles contained in the General Standards apply to valuations of financial instruments. This standard only includes modifications, additional requirements or specific examples of how the General Standards apply for valuations to which this standard applies.

20. Introduction

20.1. A financial instrument is a contract that creates rights or obligations between specified parties to receive or pay cash or other financial consideration. Such instruments include but are not limited to, derivatives or other contingent instruments, hybrid instruments, fixed income, structured products and equity instruments. A financial instrument can also be created through the combination of other financial instruments in a portfolio to achieve a specific net financial outcome.

20.2. Valuations of financial instruments conducted under IVS 500 Financial Instruments can be performed for many different purposes including, but not limited to:

(a) acquisitions, mergers and sales of businesses or parts of businesses,

(b) purchase and sale,

(c) financial reporting,

(d) legal or regulatory requirements (subject to any specific requirements set by the relevant authority),

(e) internal risk and compliance procedures,

(f) tax, and

(g) litigation.
20.3. A thorough understanding of the instrument being valued is required to identify and evaluate the relevant market information available for identical or comparable instruments. Such information includes prices from recent transactions in the same or a similar instrument, quotes from brokers or pricing services, credit ratings, yields, volatility, indices or any other inputs relevant to the valuation process.

20.4. When valuations are being undertaken by the holding entity that are intended for use by external investors, regulatory authorities or other entities, to comply with the requirement to confirm the identity and status of the valuer in IVS 101 Scope of Work, para 20.3.(a), reference must be made to the control environment in place, as required by IVS 105 Valuation Approaches and Methods and IVS 500 Financial Instruments paras 120.1-120.3 regarding control environment.

20.5. To comply with the requirement to identify the asset or liability to be valued as in IVS 101 Scope of Work, para 20.3.(d), the following matters must be addressed:

(a) the class or classes of instrument to be valued,

(b) whether the valuation is to be of individual instruments or a portfolio, and

(c) the unit of account.

20.6. IVS 102 Investigations and Compliance, paras 20.2-20.4 provide that the investigations required to support the valuation must be adequate having regard to the purpose of the assignment. To support these investigations, sufficient evidence supplied by the valuer and/or a credible and reliable third party must be assembled. To comply with these requirements, the following are to be considered:

(a) All market data used or considered as an input into the valuation process must be understood and, as necessary, validated.

(b) Any model used to estimate the value of a financial instrument shall be selected to appropriately capture the contractual terms and economics of the financial instrument.

(c) Where observable prices of, or market inputs from, similar financial instruments are available, those imputed inputs from comparable price(s) and/or observable inputs should be adjusted to reflect the contractual and economic terms of the financial instrument being valued.

(d) Where possible, multiple valuation approaches are preferred. If differences in value occur between the valuation approaches, the valuer must explain and document the differences in value.

20.7. To comply with the requirement to disclose the valuation approach(es) and reasoning in IVS 103 Reporting, para 20.1, consideration must be given to the appropriate degree of reporting detail. The requirement to disclose this information in the valuation report will differ for different categories of financial instruments. Sufficient information should be provided to allow users to understand the nature of each class of instrument valued and the primary factors influencing the values. Information that adds little to a users'
understanding as to the nature of the asset or liability, or that obscures the primary factors influencing value, must be avoided. In determining the level of disclosure that is appropriate, regard must be had to the following:

(a) Materiality: The value of an instrument or class of instruments in relation to the total value of the holding entity’s assets and liabilities or the portfolio that is valued.

(b) Uncertainty: The value of the instrument may be subject to significant uncertainty on the valuation date due to the nature of the instrument, the model or inputs used or to market abnormalities. Disclosure of the cause and nature of any material uncertainty should be made.

(c) Complexity: The greater the complexity of the instrument, the greater the appropriate level of detail to ensure that the assumptions and inputs affecting value are identified and explained.

(d) Comparability: The instruments that are of particular interest to users may differ with the passage of time. The usefulness of the valuation report, or any other reference to the valuation, is enhanced if it reflects the information demands of users as market conditions change, although, to be meaningful, the information presented should allow comparison with previous periods.

(e) Underlying instruments: If the cash flows of a financial instrument are generated from or secured by identifiable underlying assets or liabilities, the relevant factors that influence the underlying value must be provided in order to help users understand how the underlying value impacts the estimated value of the financial instrument.

30. Bases of Value

30.1. In accordance with IVS 104 Bases of Value, a valuer must select the appropriate basis(es) of value when valuing financial instruments.

30.2. Often, financial instrument valuations are performed using bases of value defined by entities/organisations other than the IVSC (some examples of which are mentioned in IVS 104 Bases of Value) and it is the valuer’s responsibility to understand and follow the regulation, case law, tax law and other interpretive guidance related to those bases of value as of the valuation date.

40. Valuation Approaches and Methods

40.1. When selecting an approach and method, in addition to the requirements of this chapter, a valuer must follow the requirements of IVS 105 Valuation Approaches and Methods.

40.2. The three valuation approaches described in IVS 105 Valuation Approaches and Methods may be applied to the valuation of financial instruments.

40.3. The various valuation methods used in financial markets are based on variations of the market approach, the income approach or the cost approach as described in the IVS 105 Valuation Approaches and Methods. This standard describes the commonly used methods and matters that need to be considered or the inputs needed when applying these methods.
40.4. When using a particular valuation method or model, it is important to ensure that it is calibrated with observable market information, where available, on a regular basis to ensure that the model reflects current market conditions. As market conditions change, it may become necessary to change to a more suitable model(s) or to modify the existing model and recalibrate and/or make additional adjustments to the valuation inputs. Those adjustments should be made to ensure consistency with the required valuation basis, which in turn is determined by the purpose for which the valuation is required; see the IVS Framework.

50. Market Approach

50.1. A price obtained from trading on a liquid exchange on, or very close to, the time or date of valuation is normally the best indication of the market value of a holding of the identical instrument. In cases where there have not been recent relevant transactions, the evidence of quoted or consensus prices, or private transactions may also be relevant.

50.2. It may be necessary to make adjustments to the price information if the observed instrument is dissimilar to that being valued or if the information is not recent enough to be relevant. For example, if an observable price is available for similar instruments with one or more different characteristics to the instrument being valued, then the implied inputs from the comparable observable price are to be adjusted to reflect the specific terms of the financial instrument being valued.

50.3. When relying on a price from a pricing service, the valuer must understand how the price was derived.

60. Income Approach

60.1. The value of financial instruments may be determined using a discounted cash flow method. The terms of an instrument determine, or allow estimation of, the undiscounted cash flows. The terms of a financial instrument typically set out:

(a) the timing of the cash flows, ie, when the entity expects to realise the cash flows related to the instrument,

(b) the calculation of the cash flows, eg, for a debt instrument, the interest rate that applies, or for a derivative instrument, how the cash flows are calculated in relation to the underlying instrument or index (or indices),

(c) the timing and conditions for any options in the contract, eg, put or call, prepayment, extension or conversion options, and

(d) protection of the rights of the parties to the instrument, eg, terms relating to credit risk in debt instruments or the priority over, or subordination to, other instruments held.

60.2. In establishing the appropriate discount rate, it is necessary to assess the return that would be required on the instrument to compensate for the time value of money and potential additional risks from, but not limited to the following:

(a) the terms and conditions of the instrument, eg, subordination,
(b) the credit risk, i.e., uncertainty about the ability of the counterparty to make payments when due,
(c) the liquidity and marketability of the instrument,
(d) the risk of changes to the regulatory or legal environment, and
(e) the tax status of the instrument.

60.3. Where future cash flows are not based on fixed contracted amounts, estimates of the expected cash flows will need to be made in order to determine the necessary inputs. The determination of the discount rate must reflect the risks of, and be consistent with, the cash flows. For example, if the expected cash flows are measured net of credit losses then the discount rate must be reduced by the credit risk component. Depending upon the purpose of the valuation, the inputs and assumptions made into the cash flow model will need to reflect either those that would be made by participants, or those that would be based on the holder’s current expectations or targets. For example, if the purpose of the valuation is to determine market value, or fair value as defined in IFRS, the assumptions should reflect those of participants. If the purpose is to measure performance of an asset against management determined benchmarks, e.g., a target internal rate of return, then alternative assumptions may be appropriate.

70. Cost Approach

70.1. In applying the cost approach, valuers must follow the guidance contained in IVS 105 Valuation Approaches and Methods, paras 70.1-70.14.

80. Special Considerations for Financial Instruments

80.1. The following sections address a non-exhaustive list of topics relevant to the valuation of financial instruments:
(a) Valuation Inputs (section 90).
(b) Credit Risk (section 100).
(c) Liquidity and Market Activity (section 110).
(d) Control Environment (section 120).

90. Valuation Inputs

90.1. As per IVS 105 Valuation Approaches and Methods, para 10.7, any data set used as a valuation input, understanding the sources and how inputs are adjusted by the provider, if any, is essential to understanding the reliance that should be given to the use of the valuation input.

90.2. Valuation inputs may come from a variety of sources. Commonly used valuation input sources are broker quotations, consensus pricing services, the prices of comparable instruments from third parties and market data pricing services. Implied inputs can often be derived from such observable prices such as volatility and yields.

90.3. When assessing the validity of broker quotations, as evidence of how participants would price an asset, the valuer should consider the following:
(a) Brokers generally make markets and provide bids in respect of more popular instruments and may not extend coverage to less liquid instruments. Because liquidity often reduces with time, quotations may be harder to find for older instruments.

(b) A broker is concerned with trading, not supporting valuation, and they have little incentive to research an indicative quotation as thoroughly as they would an executable quotation. A valuer is required to understand whether the broker quote is a binding, executable quote or a non-binding, theoretical quote. In the case of a non-binding quote, the valuer is required to gather additional information to understand if the quote should be adjusted or omitted from the valuation.

(c) There is an inherent conflict of interest where the broker is the counterparty to an instrument.

(d) Brokers have an incentive to encourage trading.

90.4. Consensus pricing services operate by collecting price or valuation input information about an instrument from several participating subscribers. They reflect a pool of quotations from different sources, sometimes with adjustment to compensate for any sampling bias. This overcomes the conflict of interest problems associated with single brokers. However, as with a broker quotation, it may not be possible to find a suitable input for all instruments in all markets. Additionally, despite its name, a consensus price may not necessarily constitute a true market “consensus”, but rather is more of a statistical estimate of recent market transactions or quoted prices. Therefore, the valuer needs to understand how the consensus pricing was estimated and if such estimates are reasonable, given the instrument being valued. Information and inputs relevant to the valuation of an illiquid instrument can often be gleaned through comparable transactions (see section 110 for further details).

100. Credit Risk Adjustments

100.1. Understanding the credit risk is often an important aspect of valuing a financial instrument and most importantly the issuer. Some of the common factors that need to be considered in establishing and measuring credit risk include the following:

(a) Own credit and counterparty risk: Assessing the financial strength of the issuer or any credit support providers will involve consideration of not only historical and projected financial performance of the relevant entity or entities but also consideration of performance and prospects for the industry sector in which the business operates. In addition to issuer credit, the valuer must also consider the credit exposure of any counterparties to the asset or liability being valued. In the case of a clearing house settlement process, many jurisdictions now require certain derivatives to be transacted through a central counterparty which can mitigate risk, however residual counterparty risk needs to be considered.

(b) The valuer also needs to be able to differentiate between the credit risk of the instrument and the credit risk of the issuer and/or counterparty. Generally, the credit risk of the issuer or counterparty does not consider specific collateral related to the instrument.
(c) Subordination: Establishing the priority of an instrument is critical in assessing the default risk. Other instruments may have priority over an issuer’s assets or the cash flows that support the instrument.

(d) Leverage: The amount of debt used to fund the assets from which an instrument’s return is derived can affect the volatility of returns to the issuer and credit risk.

(e) Netting agreements: Where derivative instruments are held between counterparties, credit risk may be reduced by a netting or offset agreement that limits the obligations to the net value of the transactions, i.e., if one party becomes insolvent, the other party has the right to offset sums owed to the insolvent party against sums due under other instruments.

(f) Default protection: Many instruments contain some form of protection to reduce the risk of non-payment to the holder. Protection might take the form of a guarantee by a third party, an insurance contract, a credit default swap or more assets to support the instrument than are needed to make the payments. Credit exposure is also reduced if subordinated instruments take the first losses on the underlying assets and therefore reduce the risk to more senior instruments. When protection is in the form of a guarantee, an insurance contract or a credit default swap, it is necessary to identify the party providing the protection and assess that party’s creditworthiness. Considering the credit worthiness of a third party involves not only the current position but also the possible effect of any other guarantees or insurance contracts the entity has written. If the provider of a guarantee has also guaranteed other correlated debt securities, the risk of its non-performance will likely increase.

100.2. For parties for which limited information is available, if secondary trading in a financial instrument exists, there may be sufficient market data to provide evidence of the appropriate risk adjustment. If not, it might be necessary to look to credit indices, information available for entities with similar risk characteristics, or estimate a credit rating for the party using its own financial information. The varying sensitivities of different liabilities to credit risk, such as collateral and/or maturity differences, should be taken into account in evaluating which source of credit data provides the most relevant information. The risk adjustment or credit spread applied is based on the amount a participant would require for the particular instrument being valued.

100.3. The own credit risk associated with a liability is important to its value as the credit risk of the issuer is relevant to the value in any transfer of that liability. Where it is necessary to assume a transfer of the liability regardless of any actual constraints on the ability of the counterparties to do so, e.g., in order to comply with financial reporting requirements, there are various potential sources for reflecting own credit risk in the valuation of liabilities. These include the yield curve for the entity’s own bonds or other debt issued, credit default swap spreads, or by reference to the value of the corresponding asset. However, in many cases the issuer of a liability will not have the ability to transfer it and can only settle the liability with the counterparty.
100.4. Collateral: The assets to which the holder of an instrument has recourse in the event of default need to be considered. In particular, the valuer needs to understand whether recourse is to all the assets of the issuer or only to specified asset(s). The greater the value and liquidity of the asset(s) to which an entity has recourse in the event of default, the lower the overall risk of the instrument due to increased recovery. In order not to double count, the valuer also needs to consider if the collateral is already accounted for in another area of the balance sheet.

100.5. When adjusting for own credit risk of the instrument, it is also important to consider the nature of the collateral available for the liabilities being valued. Collateral that is legally separated from the issuer normally reduces the credit exposure. If liabilities are subject to a frequent collateralisation process, there might not be a material own credit risk adjustment because the counterparty is mostly protected from loss in the event of default.

110. Liquidity and Market Activity

110.1. The liquidity of financial instruments range from those that are standardised and regularly transacted in high volumes to those that are agreed between counterparties that are incapable of assignment to a third party. This range means that consideration of the liquidity of an instrument or the current level of market activity is important in determining the most appropriate valuation approach.

110.2. Liquidity and market activity are distinct. The liquidity of an asset is a measure of how easily and quickly it can be transferred in return for cash or a cash equivalent. Market activity is a measure of the volume of trading at any given time, and is a relative rather than an absolute measure. Low market activity for an instrument does not necessarily imply the instrument is illiquid.

110.3. Although separate concepts, illiquidity or low levels of market activity pose similar valuation challenges through a lack of relevant market data, ie, data that is either current at the valuation date or that relates to a sufficiently similar asset to be reliable. The lower the liquidity or market activity, the greater the reliance that will be needed on valuation approaches that use techniques to adjust or weight the inputs based on the evidence of other comparable transactions to reflect either market changes or differing characteristics of the asset.

120. Valuation Control and Objectivity

120.1. The control environment consists of the internal governance and control procedures that are in place with the objective of increasing the confidence of those who may rely on the valuation in the valuation process and conclusion. Where an external valuer is placing reliance upon an internally performed valuation, the external valuer must consider the adequacy and independence of the valuation control environment.

120.2. In comparison with other asset classes, financial instruments are more commonly valued internally by the same entity that creates and trades them. Internal valuations bring into question the independence of the valuer and hence this creates risk to the perceived objectivity of valuations. Please reference 40.1 and 40.2 of the IVS Framework regarding valuation performed by internal valuers and the need for procedures to be in place.
to ensure the objectivity of the *valuation* and steps that *should* be taken to ensure that an adequate control environment exists to minimise threats to the independence of the *valuation*. Many entities which deal with the *valuation* of financial instruments are registered and regulated by statutory financial regulators. Most financial regulators require banks or other regulated entities that deal with financial instruments to have independent price verification procedures. These operate separately from trading desks to produce *valuations* required for financial reporting or the calculation of regulatory capital guidance on the specific valuation controls required by different regulatory regimes. This is outside the scope of this standard. However, as a general principle, *valuations* produced by one department of an entity that are to be included in financial statements or otherwise relied on by third parties *should* be subject to scrutiny and approval by an independent department of the entity. Ultimate authority for such *valuations* *should* be separate from, and fully independent of, the risk-taking functions. The practical means of achieving a separation of the function will vary according to the nature of the entity, the type of instrument being valued and the materiality of the *value* of the particular class of instrument to the overall objective. The appropriate protocols and controls *should* be determined by careful consideration of the threats to objectivity that would be perceived by a third party relying on the *valuation*.

120.3. When accessing your valuation controls, the following include items you *should* consider in the valuation process:

(a) establishing a governance group responsible for valuation policies and procedures and for oversight of the entity’s valuation process, including some members external to the entity,

(b) systems for regulatory compliance if applicable,

(c) a protocol for the frequency and methods for calibration and testing of valuation models,

(d) criteria for verification of certain *valuations* by different internal or external experts,

(e) periodic independent validation of the valuation model(s),

(f) identifying thresholds or events that trigger more thorough investigation or secondary approval requirements, and

(g) identifying procedures for establishing *significant* inputs that are not directly observable in the market, eg, by establishing pricing or audit committees.
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**see also** bases of value; Bases of Value (IVS 104)

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