

Mandatory climate-related financial disclosures: update and summary

September 2024



Latest developments

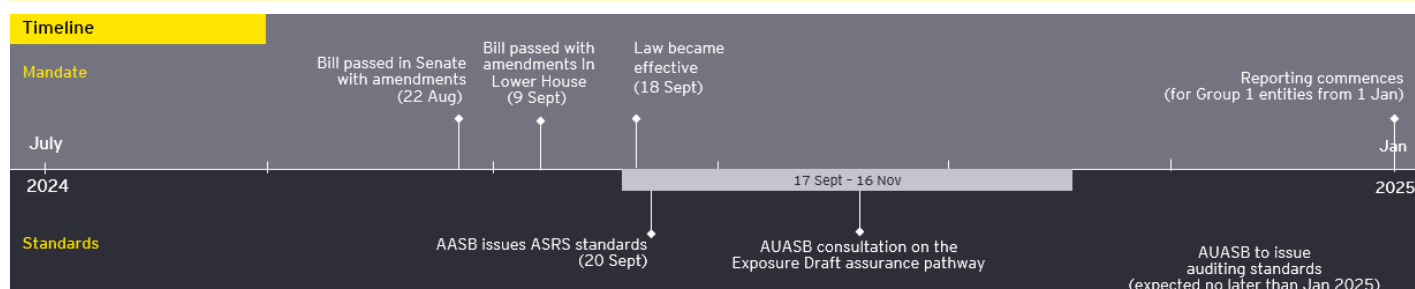
- ✓ Reporting of climate-related financial disclosures from 1 January 2025 is now law
- ✓ Australian Sustainability Reporting Standards now issued
- ✓ 'Assurance pathway' Exposure Draft published for comment

Overview:

- The *Corporations Act 2001* has been amended to introduce a mandatory climate-related disclosure regime for Australian entities that are large businesses or financial institutions. The regime applies to both listed and unlisted entities and will commence as early as financial years beginning on or after 1 January 2025.
- Under this regime, entities in scope will be required to lodge a 'sustainability report' containing climate-related disclosures prepared in accordance with Australian Sustainability Reporting Standards (ASRS Standards), which have now been issued by the Australian Accounting Standards Board (AASB). The sustainability report is prepared for the same reporting entity and the same reporting period as the related financial statements and must be released at the same time.
- Company directors will need to declare that the sustainability report complies with ASRS Standards. Directors are provided with up to 3 years of temporary relief in the form of limited liability for misleading or deceptive statements for disclosures relating to Scope 3 greenhouse gas emissions, scenario analysis, and transition plans. The modified liability approach also applies to cover all forward-looking statements in the first sustainability report for 'Group 1' entities. During this period, only the Australian Securities and Investments Commission (ASIC) can take action in relation to those disclosures.
- The amendments to the Corporations Act require an entity's sustainability report to be audited (i.e., subject to reasonable assurance) for financial years commencing on or after 1 July 2030. For earlier years, the Auditing and Assurance Standards Board (AUASB) will specify the phasing in of assurance requirements that will apply to each component of the sustainability report. The AUASB has published its proposed 'assurance pathway' for public comment.
- From November 2024, ASIC will consult on, and provide, regulatory guidance and support for the implementation of these climate-related disclosure requirements. Sustainability reports will be monitored under ASIC's usual surveillance programs. The ASIC website has a dedicated sustainability reporting page that provides information about the new regime and how ASIC will administer it.

This update provides further details of the requirements and what entities need to do next.

The latest developments confirm that mandatory climate disclosures will commence from 1 January 2025, with additional assurance requirements to follow. Preparing and reporting on these requirements will require significant effort. Readiness is now crucial.



Who is required to report?

The amendments to the Corporations Act made by the *Treasury Laws Amendment (Financial Market Infrastructure and Other Measures) Act 2024* specify that an entity must prepare an annual sustainability report if the entity is required to lodge financial reports under Chapter 2M of the Corporations Act and the entity either:

- Meets the prescribed size thresholds (see below)
- Or
- Is a 'registered corporation' under the NGER Act, or is required to make an application to be registered

A three-phased approach to implementation applies based on the following thresholds:

Group	Timing of reporting	Climate reporting criteria and thresholds		
		Size test (two or more are met)	Asset owners**	NGER Act reporters
1	1 January 2025 onwards	≥ 500 employees Consolidated total assets ≥ \$1b Consolidated revenue ≥ 500m	Not applicable	Above NGER publication threshold
2	1 July 2026 onwards	≥ 250 employees Consolidated total assets ≥ \$500m Consolidated revenue ≥ \$200m	Assets under management ≥ \$5b*	All other NGER reporters
3***	1 July 2027 onwards	≥ 100 employees Consolidated total assets ≥ \$25m Consolidated revenue ≥ \$50m	Apply general size test	Not applicable

*Explanatory Memorandum in para 4.68 states that "asset owners (registrable superannuation entities, registered schemes and retail CCIVs) are considered large if total assets under management are more than \$5 billion".

**Asset owners with assets under management of less than \$5 billion are required to apply the general size test to determine whether they qualify as Group 2 or Group 3 entities.

***Group 3 entities only need to provide climate-related financial disclosures if they identify material climate-related risks or opportunities for that reporting period. Group 3 entities that do not have material risks or opportunities are required to disclose that fact and how they reached this conclusion. These disclosures are subject to the same level of assurance as noted in the next section, and form part of the directors' declaration.

Frequently asked questions

Consolidated groups

If the entity is required to prepare financial statements on a consolidated basis, individual entities within the consolidated group that are controlled by the parent entity are not required to prepare a separate sustainability report.

Inbound subsidiaries

Mandatory climate-related financial disclosures apply to inbound Australian subsidiaries of international groups if the inbound subsidiaries are required to lodge financial reports under Chapter 2M of the Corporations Act and size thresholds are met or they are within scope of the NGER Act.

Commonwealth Government entities

Commonwealth Government entities will be required to provide climate-related financial disclosures. In November 2023, the Department of Finance announced the Commonwealth Government's climate disclosure policy, which will require all Commonwealth entities and Commonwealth companies to make climate disclosures in their annual reports.

ASX listed foreign entities

Entities listed on the Australian Securities Exchange (ASX) that are not incorporated in Australia do not need to prepare a sustainability report. This is because the requirement to prepare a sustainability report only applies to entities required to lodge financial reports under Chapter 2M of the Corporations Act.

Not-for-profit entities

Entities registered with the Australian Charities and Not-for-profits Commission are not required to make climate-related financial disclosures. Other not-for-profit entities that are companies limited by guarantee will be required to prepare a sustainability report if they meet the size thresholds plus have revenue of at least \$1 million.

ASIC relief

As with financial reporting, the Corporations Act allows ASIC to relieve entities (or a class of entities) from complying with some or all sustainability reporting requirements. Any decision by ASIC to grant relief is discretionary.

What needs to be reported?

The amended Corporations Act specifies that an entity's sustainability report must be prepared in compliance with ASRS Standards. The AASB has issued its first two ASRS Standards:

- AASB S1 *General Requirements for Disclosure of Sustainability-related Financial Information*
- AASB S2 *Climate-related Disclosures*

In-scope entities must apply AASB S2 for the preparation of the climate-related financial disclosures. Entities can voluntarily apply AASB S1 and disclose information about other sustainability-related risks and opportunities beyond climate.

AASB S2 specifies the climate-related financial disclosures that an entity is required to make, including core content disclosures relating to governance, strategy, risk management and metrics and targets (refer table below).

AASB S2 also includes the necessary components of AASB S1 so that AASB S2 can be applied on a standalone basis. The components comprise the general requirements for the preparation of the climate-related financial disclosures, including requirements addressing the reporting entity, materiality, comparatives, and timing of reporting.

While AASB S2 specifies disclosures relating to scenario analysis, the amended Corporations Act requires entities to undertake at least two mandatory climate scenarios as part of their climate scenario analysis and resilience disclosures:

- One scenario must be consistent with keeping warming to 1.5 degrees
- The other must be a 'higher warming' scenario which 'well exceeds' 2 degrees.

What are ASRS Standards based on?

AASB S1 and AASB S2 are based on IFRS S1 *General Requirements for Disclosure of Sustainability-related Financial Information* and IFRS S2 *Climate-related Disclosures* issued by the International Sustainability Standards Board (ISSB).

The main difference between ASRS Standards and IFRS Sustainability Disclosure Standards relates to an entity applying AASB S2 not being required to disclose industry-based metrics or to consider industry-based disclosure topics listed in the ISSB's *Industry-based Guidance on Implementing IFRS S2*.

Can an entity that complies with ASRS Standards also claim compliance with IFRS Sustainability Disclosure Standards?

An entity that complies with ASRS Standards will not necessarily be able to simultaneously claim compliance with the IFRS Sustainability Disclosure Standards. At a minimum, for an entity applying ASRS Standards to also potentially claim compliance with IFRS Sustainability Disclosure Standards, the entity will need to provide industry-based disclosures (as explained above) as well as disclose information about all sustainability-related risks and opportunities from year 2 onwards (in accordance with AASB S1 / IFRS S1).

Governance	Information about the governance processes, controls and procedures that a reporting entity uses to monitor and manage climate-related risks and opportunities.	<ul style="list-style-type: none">• Board governance, including oversight of targets• Management's role in governance• Whether and how related performance metrics are included in the remuneration policies
Strategy	Information about an entity's strategy for managing climate-related risks and opportunities.	<ul style="list-style-type: none">• Identify climate related risks and opportunities• Current and anticipated effects on the entity's business model and value chain• Strategy and decision making, including information about the entity's transition plans (if any)• Current and anticipated effects on the entity's financial position, financial performance and cash flows• Climate resilience and scenario analysis
Risk management	Information about how climate-related risks and opportunities are identified, assessed, prioritised and monitored, and whether and how these processes are integrated into its overall risk management framework.	<ul style="list-style-type: none">• Processes and policies used to identify, assess, prioritise and monitor climate-related risks and opportunities• Assess the entity's overall risk profile and its overall risk management process
Metrics and targets	Information about how an entity measures, monitors and manages climate-related risks and opportunities and assesses its performance, including progress towards the targets it has set.	<ul style="list-style-type: none">• Climate-related metrics:<ul style="list-style-type: none">• Scope 1, 2 and 3 greenhouse gas emissions• \$/% assets or business activities vulnerable to climate-related risks and opportunities• Capital deployment• Internal carbon prices• Remuneration• Climate-related targets set with supporting information on approach, scope and progress

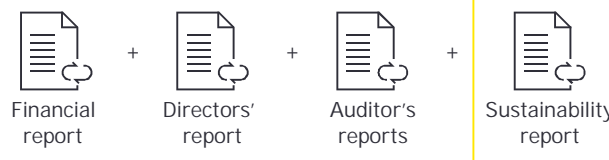
Where and by when does it need to be reported?

When is the information reported?

Climate disclosures will be required to be published in a new 'sustainability report' which will form part of an entity's annual reporting package that typically will be comprised of those reports shown below.

The sustainability report for a financial year includes:

- The climate statements for that financial year
- Any notes to the climate statements, and
- The directors' declaration about the statements and notes



What is the frequency and timing of lodgement?

A sustainability report is required to be prepared annually. An interim sustainability report is not required.

An entity's sustainability report needs to be lodged with ASIC at the same time as its other reports. The timing of lodgement will stay consistent with current requirements under Section 319 of the Corporations Act for lodging annual reports, which is:

- For disclosing entities and registered schemes: within three months after the end of the financial year;
- All other entities - within four months after the end of the financial year

Copies of an entity's sustainability report are to be provided on the same basis as copies of the financial report. An entity must provide a copy of its sustainability report to members if it is required to provide a copy of its financial report to members. If an entity is not required to provide the sustainability report to members, the entity must make the sustainability report publicly available on its website from the day the report is lodged with ASIC.

The ISSB allows an entity, in its first year of application of the IFRS Sustainability Disclosure Standards, to release its first sustainability report after it has released its financial report. This relief is not available under ASRS Standards.

NGER reporting considerations

The *Treasury Laws Amendment (Financial Market Infrastructure and Other Measures) Act 2024* does not make any consequential amendments to the Scope 1 and Scope 2 greenhouse gas emissions reporting requirements in the *National Greenhouse and Energy Reporting Act 2007* (NGER Act). NGER reporters who are also required to prepare a sustainability report should be mindful of differences between their NGER and ASRS reporting requirements.

Examples might include reporting periods, whereby NGER reporters who do not have 30 June year ends will be required to measure and disclose their Scope 1 and Scope 2 greenhouse gas emissions for the year ended 30 June (for NGER reporting purposes) and separately measure and disclose their Scope 1 and Scope 2 greenhouse gas emissions for each financial year end (in accordance with the Corporations Act and ASRS Standards).



Such seismic shifts in legislation provide a wake-up call for businesses of all sizes, but also offer an opportunity. Companies that adequately prepare, adapt and embrace the change will ultimately be better prepared to thrive in the advancing sustainable business arena. There's no time to waste — the time to prepare for the future is now.

Meg Fricke

Partner, Ernst & Young, Australia | Co-lead EY Sustainability Disclosure Hub

How are the requirements enforced?

Climate disclosures are subject to the existing liability framework embedded in the Corporations Act and *Australian Securities and Investment Commission Act 2001*. These laws address matters such as directors’ duties, misleading and deceptive conduct and general disclosure obligations.

Under the modified liability approach included in the amended Corporations Act, liability for misleading and deceptive (and other) conduct in relation to the most uncertain parts of a climate statement is temporarily suspended to ensure that entities are allowed time to develop experience and practice to report to the required level.

This limited immunity applies to statements in sustainability reports prepared for financial years commencing between 1 January 2025 and 31 December 2027. During this time, only ASIC will be able to bring action relating to breaches of relevant provisions made in disclosures of Scope 3 greenhouse gas emissions, scenario analysis and transition plans disclosures. The remedies available to ASIC for those breaches are limited to injunctions and declarations. However, this does not prevent criminal proceedings.

The modified liability approach also applies to cover all forward-looking statements for the first financial year for Group 1 entities. After this period, the existing liability arrangements will apply.

ASIC’s guidance and reporting relief

ASIC has launched a dedicated sustainability reporting page on its website to provide information about the new regime and how it will be administered. ASIC will issue regulatory guidance and support for the implementation of the mandatory climate-related disclosures regime, including guidance on providing relief from obligations and how the regime aligns with existing legal and regulatory requirements. A forward work plan is also available on the sustainability reporting page, outlining that from November 2024, ASIC will consult on and provide guidance for the implementation of these disclosure requirements.

ASIC has further indicated that, as with any new regulatory regime, it will adopt a pragmatic approach to supervising and enforcing the climate reporting requirements. ASIC will proactively monitor the first reporters - primarily the largest firms - to gather key insights that will benefit the broader market.

Proposals not reflected in final requirements

Proposals put forward by Treasury and by the AASB in Exposure Draft SR1 *Disclosure of Climate-related Financial Information* that were not reflected in the final requirements as a result of feedback received through the consultation processes include (noting this is not an exhaustive list):

Original proposal	Final requirements
Greenhouse gas emissions should be measured by applying methodologies set out in NGER Scheme legislation, using Australian-specific data sources and factors, to the extent practicable.	AASB S2 prioritises the GHG Protocol, and not NGER Scheme legislation, as the default framework for measuring GHG emissions. This is consistent with the requirements in IFRS S2.
Market-based (in addition to location-based) Scope 2 emissions should be disclosed by the fourth year of reporting.	AASB S2 does not require disclosure of market-based Scope 2 GHG emissions. Consistent with IFRS S2, AASB S2 requires disclosure of information about any contractual instruments that is necessary to inform users’ understanding of the entity’s Scope 2 greenhouse gas emissions.
Entities should be permitted to disclose estimates of their Scope 3 emissions relating to any one-year period, up to 12 months prior to the relevant reporting period.	Consistent with IFRS S2, AASB S2 permits entities to measure and disclose Scope 3 GHG emissions using information for reporting periods that are different from their own reporting period only if certain conditions are met.
Entities should be permitted to commence with qualitative scenario analysis, with quantitative analysis required by the fourth year of reporting.	Consistent with IFRS S2, AASB S2 requires an entity to use a method of scenario analysis that is commensurate with its skills, capabilities and resources, and the degree to which the entity is exposed to climate-related risks and opportunities. As such, the method used might range from a qualitative analysis to sophisticated quantitative modelling.
Disclosures about Scope 3 GHG emissions categories and financed emissions would be less prescriptive than in IFRS S2.	AASB S2 requires the same disclosures as IFRS S2.

What are the assurance requirements?

The amendments to the Corporations Act require entities to obtain independent assurance of their climate-related financial disclosures from the firm that is their financial statement auditor. Sustainability reports will be subject to audit (i.e., reasonable assurance) for financial years commencing on or after 1 July 2030. Until that time, the extent to which a sustainability report is subject to audit or review (i.e., limited assurance) will be determined by the AUASB, which has proposed an ‘assurance pathway’ in Exposure Draft 02/24 *Proposed Australian Standard on Sustainability Assurance ASSA 5010 Timeline for Audits and Reviews of Information in Sustainability Reports under the Corporations Act 2001*. The Exposure Draft is open for public comments until 16 November 2024. The final Standard is planned to be approved in December 2024.

The AUASB is proposing that assurance will be required from the first year in which an entity is required to prepare a sustainability report and will begin with limited assurance of Governance, Strategy – Risk and Opportunities, and Scope 1 and Scope 2 greenhouse gas emissions. The proposed assurance phasing is as follows:

Proposed assurance pathway*	Year 1	Year 2	Year 3	Year 4
Scope 1 and 2	Limited	Reasonable	Reasonable	Reasonable
Governance		Limited	Limited	
Strategy – risks and opportunities**				
Climate resilience assessments/scenario analysis	None			
Transition plans				
Risk management				
Climate-related metrics and targets				
Scope 3 emissions	N/A			

*The same assurance pathway applies to Groups 1, 2 and 3. Year 1 for a Group 1 entity refers to financial years commencing on or after 1 January 2025. Year 1 for a Group 2 entity refers to financial years commencing on or after 1 July 2026. Year 1 for a Group 3 entity refers to financial years commencing on or after 1 July 2027.

**The phasing for assurance on Statements where there are no material climate-related financial risks and opportunities is the same as for ‘Strategy – Risks and Opportunities’.

While the phasing model is proposed by the AUASB, we anticipate many entities will obtain assurance beyond what is currently proposed in the legislation to:

- Safeguard the integrity of published information
- Meet expectations of capital providers

Who can provide assurance of climate-related disclosures?

The firm that is the financial statement auditor must also audit the sustainability report. The auditor will be supported by technical climate and sustainability experts, when required.

Requiring a blended assurance team of financial accounting and climate/sustainability skillsets aligns with the general expectation that climate is a material risk for most entities, and as such, it is important that the information included in the preparation of the entity's financial statements and the information disclosed in the entity's sustainability report is connected and internally consistent.

Which Assurance Standards will need to be applied?

Last week, the International Auditing and Assurance Standards Board approved an enhanced assurance standard for sustainability assurance engagements: *International Standard on Sustainability Assurance (ISSA) 5000 General Requirements for Sustainability Assurance Engagements*. ISSA 5000 provides a comprehensive, stand-alone standard suitable for limited and reasonable sustainability assurance engagements. The AUASB will consider the suitability of ISSA 5000 for adoption of an Australian equivalent at a future meeting.

Next steps

It is now time for all entities within the scope of the mandatory climate-related disclosure regime to recalibrate and start implementing ASRS action plans if not done so already. Maturity will look different for each entity based on the individual circumstances, starting points and overall ambition. To prepare for these requirements, entities should consider performing the following steps:

Within next 1-3 months	Immediate-to-near-term actions	
	Assign resources	Convene a cross-functional working group with representation across all key functions (Sustainability, Finance, Risk, Strategy, Legal, Procurement, etc.). Determine whether additional capacity is needed for the immediate uplift and/or longer-term implementation.
	Determine approach to governance	This should be considered both in terms of board and management oversight of the approach to identifying, assessing and managing climate-related risks and opportunities, as well as for the reporting process itself.
Within next 6 months	Undertake climate risk & opportunity assessment	Identify physical and transition climate-related impacts and prioritise these through assessing the materiality of the impact on the entity.
	Short-term actions	
	Develop strategy	Determine the response to decarbonisation and managing other climate-related risks and opportunities, also noting that this should include determining whether to set targets and/or how to align Executive remuneration to climate-linked KPI's.
	Assess resilience utilising scenario analysis	As per the requirements, at least two climate scenarios must be selected for the purposes of testing the resilience of the entity's strategy and business model to the identified climate-related risks and opportunities.
Within next 12-18 months	Enhance measurement of metrics	For example, enhance Scope 3 greenhouse gas emissions measurement, determine metrics for identified climate-related risks and opportunities, and establish internal monitoring processes.
	Identify gaps and recalibrate action plan	Determine what additional disclosures and management actions are needed to meet the new reporting requirements.
	Medium-to-long-term actions	
	Start quantifying	Quantification and the evaluation of the financial impacts of climate change on the entity will be required. Evolving the entity's approach to quantitative scenario analysis and embedding this into financial planning and reporting processes likely will be a multi-year journey suggesting the earlier you start the more confident you will be once these disclosures need to be made.
	Grow awareness and build capability across the organisation	An entity's approach to climate risk and opportunity management should not just sit within the remit of a few key personnel. This requires a whole of business response necessitating training and development.
	Get assurance ready	Undertake baseline assurance at least twelve months ahead of the disclosures needing to be assured, and implement lessons learned.
	Look for opportunities	For example, this could come in the form of financing to pilot emissions reduction projects, partnerships and collaboration opportunities with suppliers and/or customers (or even reviewing the feasibility of new products and services through a climate lens).

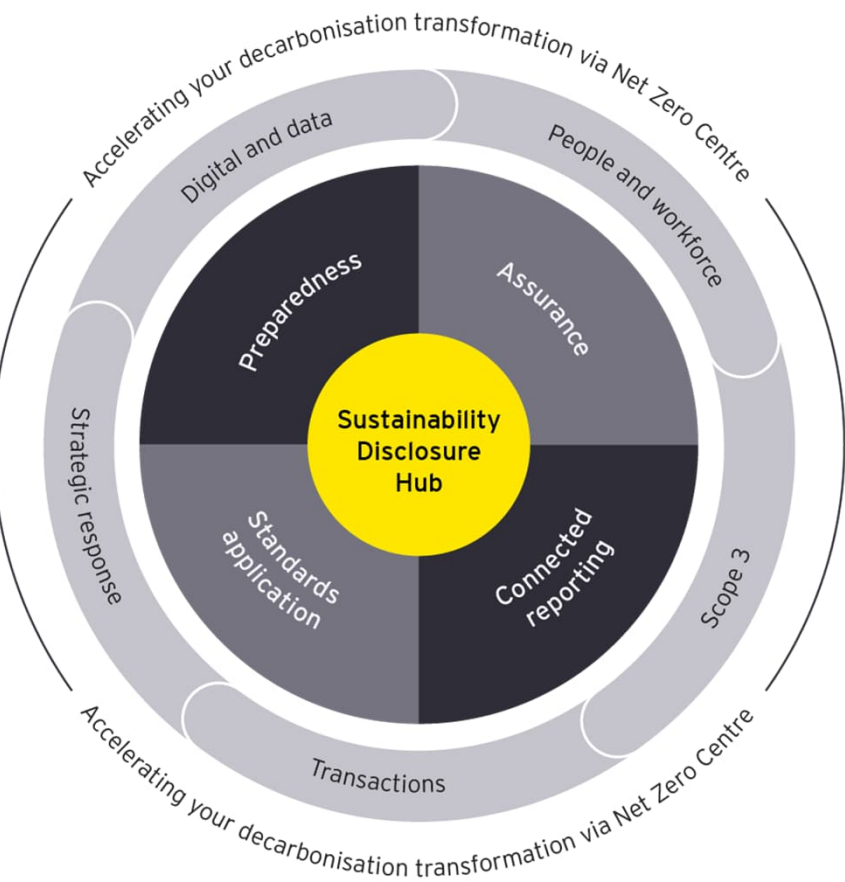
These activities are not necessarily sequential, and some actions may be iterative. Taking learnings throughout all phases will be essential to providing confidence to Management and the Board prior to making external disclosures. It's important to also recognise this won't be a 'set and forget' project – the entity's approach to climate risk and opportunity management should continue to mature over time.

Engaging the Board

Getting the Board involved will be essential. An indicative timeline for engaging them could be:

ASAP	Endorsement of the entity's ASRS implementation plan
Within the next three months	Board education session on director's duties associated with the new climate reporting requirements
At least one year prior to disclosure	Review of the outcomes of the climate risk/opportunity assessment, and scenario analysis
At least six months prior to disclosure	Review of the Strategy including any targets set and the Transition Plan
Within three months of the period-end date	Review of metrics, such as Scope 1 and 2 emissions, including the outcomes of any baseline assurance

Sustainability Disclosure Hub



The EY Sustainability Disclosure Hub offers practical guidance to assist companies across the region prepare for mandatory reporting of climate and sustainability-related reporting.

Headed by Oceania market-leading financial and non-financial reporting professionals, the Sustainability Disclosure Hub brings together EY capability locally and across the globe – coupling financial and non-financial reporting strategy, readiness and assurance capabilities that have intimate knowledge of the work of the ISSB and local market insights, including the development of the climate-related disclosure requirements by the AASB.

The Sustainability Disclosure Hub collaborates closely with the EY Net Zero Centre, which helps EY clients to make the right decisions at the right times and set themselves on a pathway for success in a net zero economy.

Please reach out to our Sustainability Disclosure Hub team to discuss what the requirements mean to you.

Contact us

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