

November Topical Issues

2 November 2021





Climate Change

Regulatory update and key industry challenges

Claire Booth Amy Nicholson

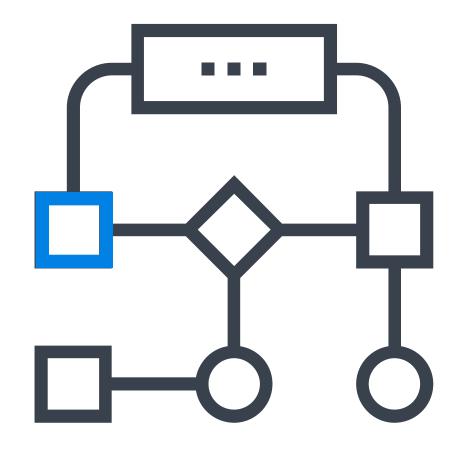


Agenda

1	Regulatory updates
2	Key industry challenges
3	How to approach scenario analysis

Regulatory Updates

The Financial Risks from Climate Change



Exploring the resilience of the largest UK insurers to physical and transition risks

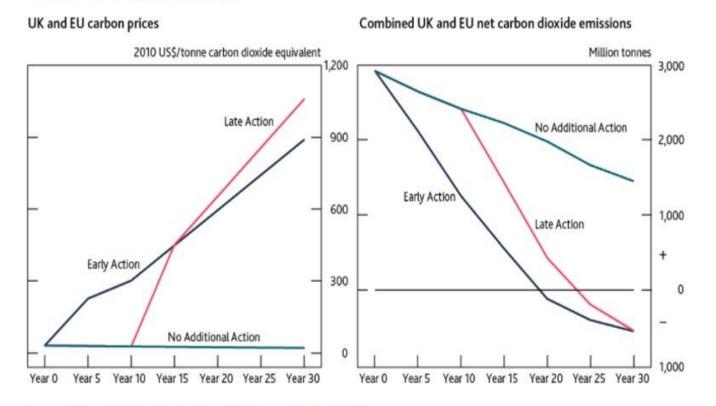
Size the financial exposures of participants and the financial system to climate-related risks.

Understand the challenges presented by climate-related risks to firms' business models and provision of services.

Assist firms in developing their management of climate-related risks.



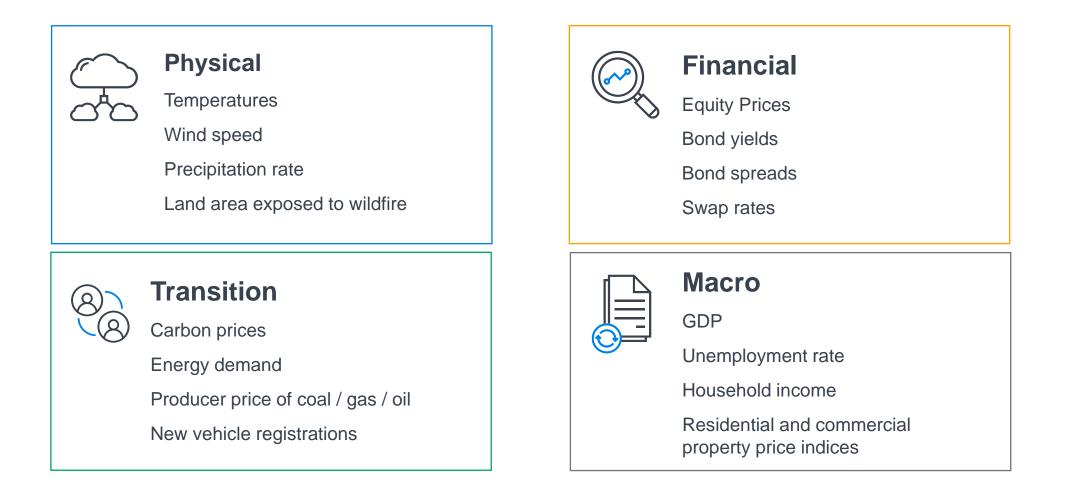
Chart 3.1: In the Early and Late Action scenarios, stringent climate policies are associated with a fall in carbon emissions to net zero in the UK and the EU; but in the No Additional Action scenario emissions fall only moderately ^{(a)(b)}



Sources: Network for Greening the Financial System and Bank calculations.



Variable Paths



Takeaways for non-participant firms



Assess impact of climate-related risks on existing key risks to generate meaningful scenarios



Emphasis on exploring how you need to change your business model as climate risks emerge

Emphasis on counterparty analysis



Emphasis on exploring management actions



FCA Disclosure requirements

CP21/17: Enhancing climate-related disclosures by asset managers, life insurers, and FCAregulated pension providers



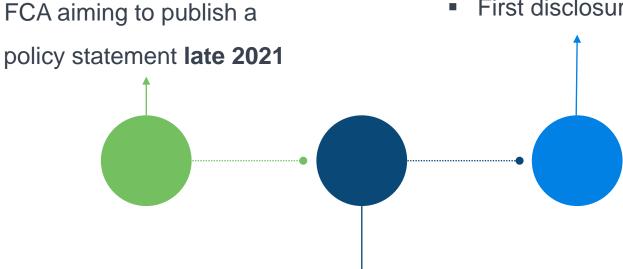
Product or portfolio level disclosures Published annually Core metrics on carbon emissions and carbon intensity.





FCA Disclosure requirements

CP21/17

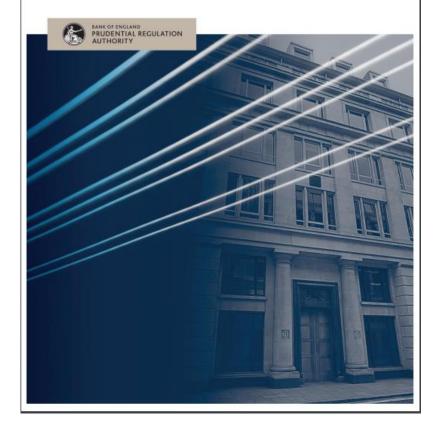


- Firms with assets under management of £5 billion or more to comply from the 1 January 2023
 - First disclosures to be made by **30 June 2024**

- Firms with at least £25 billion in assets under management to comply with the rules from the 1 January 2022
- First disclosures to be made by **30 June 2023**

SS3/19: Embedding Climate Risks

Supervisory Statement | SS3/19 Enhancing banks' and insurers' approaches to managing the financial risks from climate change April 2019





Challenges





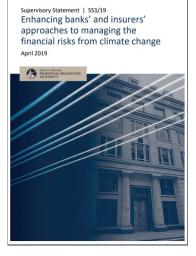
"The PRA expects firms to address the financial risks from climate change through their existing risk management frameworks, in line with their board-approved risk appetite."

— PRA, SS3/19



"The PRA expects firms to consider a range of quantitative and qualitative tools and metrics to monitor their exposure to financial risks from climate change."

— PRA, SS3/19

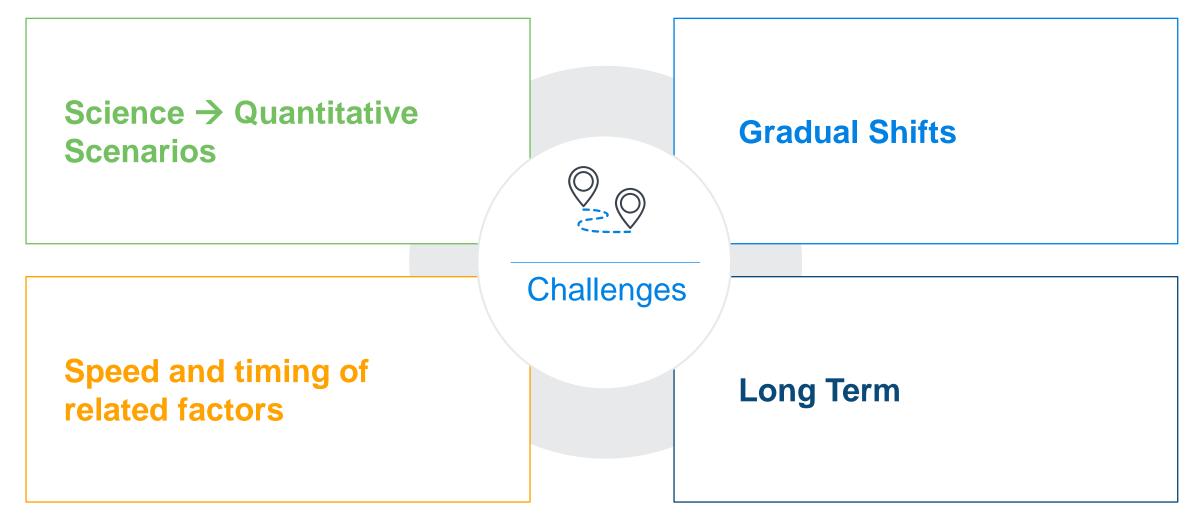




1	Minimum existing requirements
2	TCFD report
3	Further disclosures to enhance transparency?

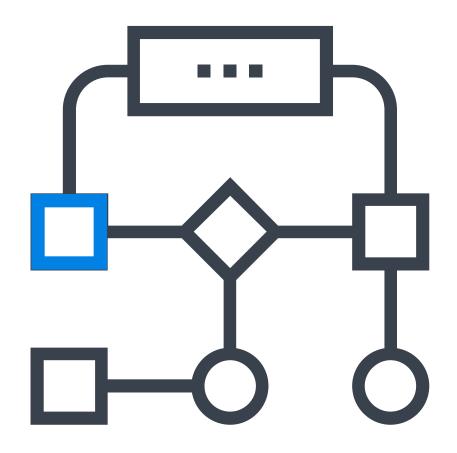


Scenario Analysis



Scenario Analysis

Two potential approaches



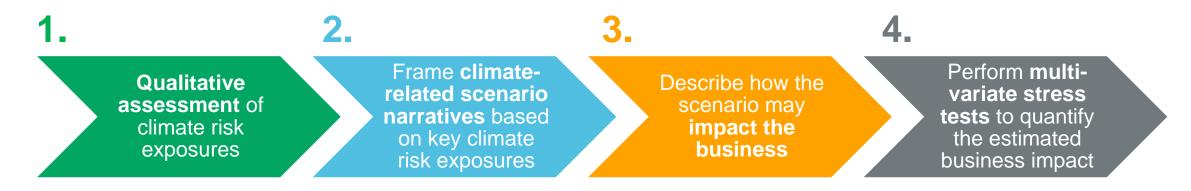
Approach 1

Getting started

Scenario Analysis

Case Study 1: Multi-Variate Stress Testing

Establishing multi-variate climate risk stress tests based on key risk exposures for inclusion in the ORSA



Areas for further development

- Assessing impact on liquidity as well as solvency
- Considering the continued appropriateness of existing management actions
- Identifying mitigating actions
- Consider longer-term assessment of climate risk

Approach 2

A more in-depth analysis

Thinking about risk

The theory

At a base level, a risk is simply an event characterised by a causal chain involving:

- The event itself;
- Another consequent event;
- One or more initiating events;
- One or more control events which may prevent the initiating events from causing the risk event; and
- One or more mitigating events that help avoid or reduce the consequent event.

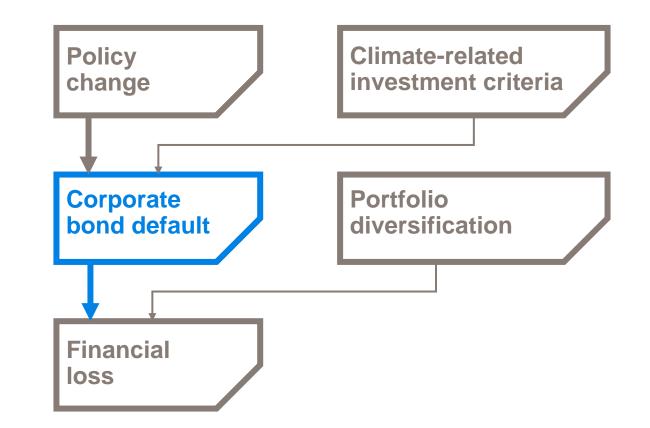


Thinking about risk

In practice

For example:

- Risk event: Corporate bond default;
- Consequent event: Financial loss;
- Initiating event: Policy change;
- Control event: Climate-related investment criteria; and
- Mitigating event: Diversification of investment portfolio.

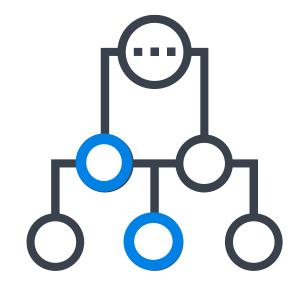


Causal models in risk assessment

Process overview

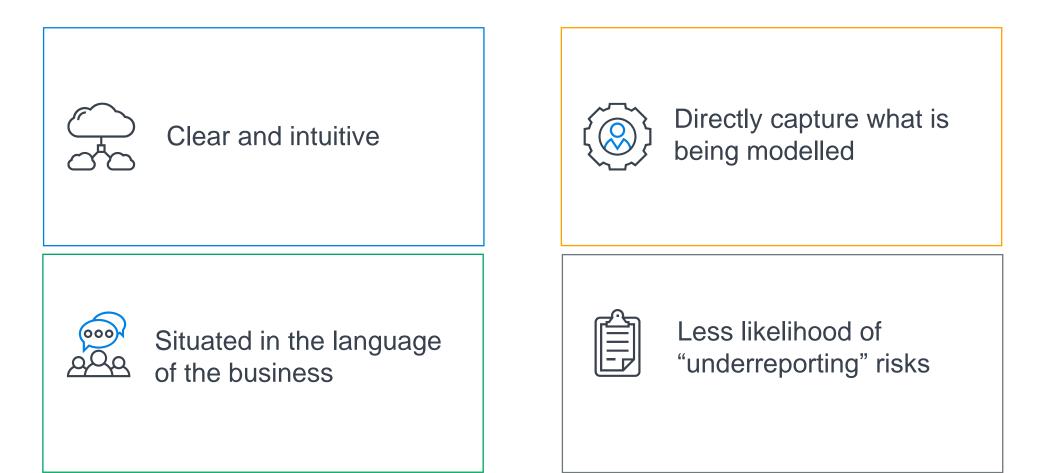
Broadly, establishing a causal modelling framework for risk assessment involves:

- 1. Drawing out the structure of the system driving risk events;
- 2. Identifying critical drivers within this system;
- 3. Determining appropriate states for each driver;
- 4. Defining causal relationships between drivers and outcomes;
- 5. Aggregating risk events;
- 6. Sense-checks and use.



Causal models in risk assessment

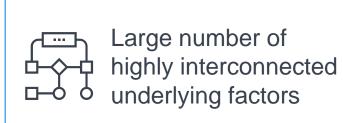
Why use them?



Transition risk scenario analysis

Using a causal modelling approach

A causal modelling approach can capture the key complexities associated with transition risk:





Difficulty in monitoring drivers of change



Qualitative and intangible nature of transition risk



Inability to use the past to inform the future

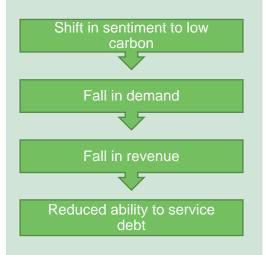


Transition risk scenario analysis

Case Study 2: Assessing the impact of transition risk on a corporate bond using a causal model

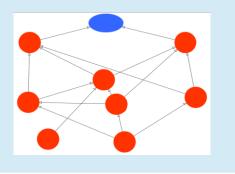
1. Risk workshop

- Discuss the key drivers of bond default, and how these drivers may be impacted by transition risk
- For example:



2. Develop causal model

- Draw out the structure of the risk drivers, capturing the relationships between drivers.
- Create a causal model by identifying critical drivers to form a minimally complex view.



3. Calibrate model

- Determine appropriate states
- Source data to populate parent nodes
- Calibrate non-parent nodes
- Incorporate unstructured data to gain further insight.

4. Analysis

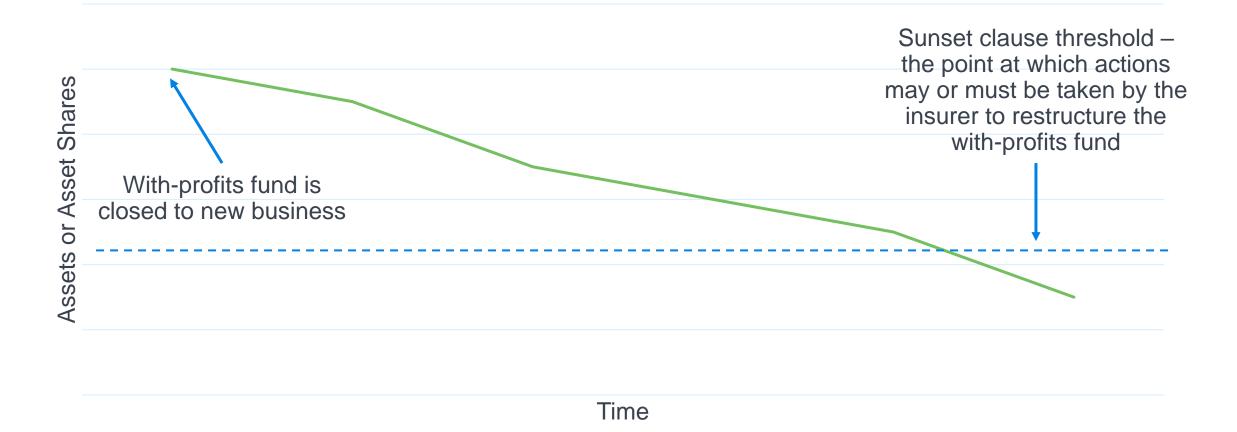
- Once calibrated and validated, scenario analysis and reverse stress testing can be performed, e.g.:
- What is the expected impact of worsening climate projections and a shift in market sentiment?
- What drivers are most likely to cause a downgrade in credit rating?
- This enables a deeper understanding of how transition risk could impact a corporate bond portfolio.

With-Profits Restructuring

Sarah Walker Jen van der Ree

1. Background and Recent Restructuring

Introduction



TR19/3 – "There is a risk of customer harm if a fund is restructured too early or too late"

Amendments to an Existing Scheme

When?	 Most sunset clauses were established under provisions of previous, court approved, schemes. An amendment is only possible where an existing provision permits such a change.
How?	 The governance process will be specified in the scheme and will be scheme specific. It is possible, depending on the materiality of the change, that additional governance is requested by the FCA or the With-Profits Committee.



Schemes of Arrangements

When?	 Where the terms of an existing scheme do not permit a change it will be necessary to gain court approval to restructure a with-profits fund ahead of any existing sunset clause. If there is no existing scheme, the restructure of the with-profits fund, at any point, will require the approval of the court.
How?	 A Scheme of Arrangement is a formal, statutory process, with three main steps:
	 Convening hearing – a court order is requested to convene a meeting of policyholders.
	2. Policyholder meeting – policyholders vote on the offer.
	 Sanction hearing – the court is asked to sanction the scheme of arrangement

Real-world examples – amendments to existing schemes

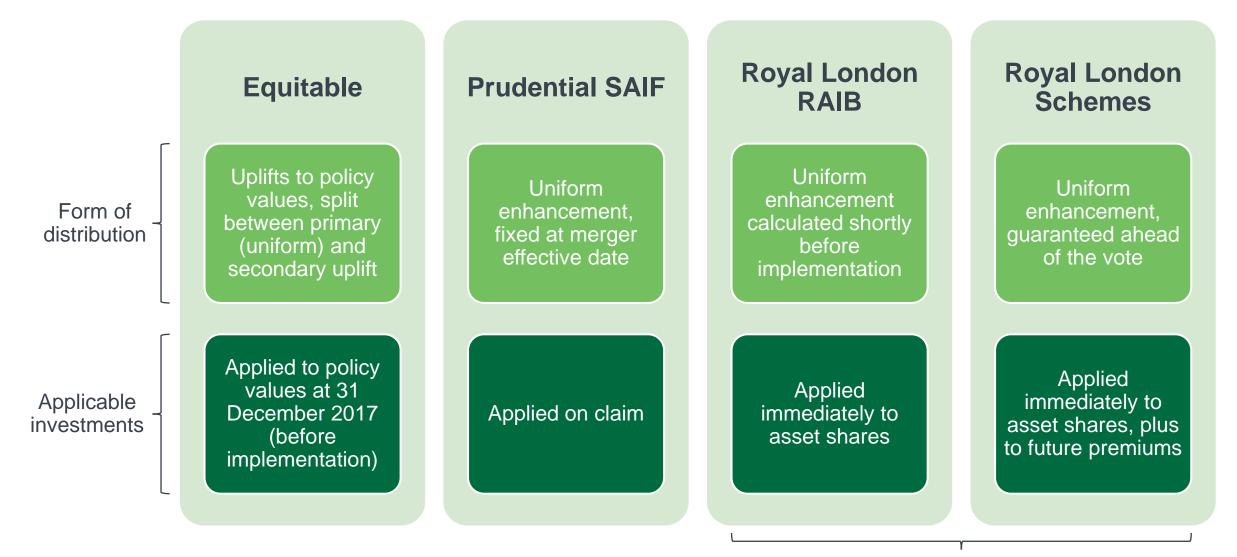
Prudential Assurance Company Limited (Prudential) merger of the Scottish Amicable Insurance Fund (SAIF) with its With-Profits Sub Fund (WPSF)	Royal London Mutual Insurance Society merger of the Refuge Assurance Industrial Branch Sub- Fund (RAIB Sub-Fund) with the Royal London Open Fund (RL Open Fund)
It was projected the sunset clause would be reached in 2024.	It was projected the sunset clause would be reached in 2025.
It was felt that an early merger would be beneficial to SAIF with-profits policyholders.	It was felt that the early merger was beneficial for the with-profits policyholders of RAIB.
Changes were made to the scheme to allow the early merger and clarify the terms of the merger.	The only change to the scheme was the sunset clause threshold.
A report by an Independent Actuary was required, but was only required to consider the SALAS policyholders.	A report by an Independent Expert was produced, although this was not a requirement of the scheme.

Real-world examples – Schemes of Arrangement

Equitable Life Assurance Society (Equitable) Scheme of Arrangement to convert the UK and Irish with-profit policies into unit-linked	Royal London Mutual Insurance Society Simplification Programme
The ability to distribute assets fairly and quickly was being constrained by the need to meet statutory capital requirements.	Allowed the earlier realisation of benefits, including tontine smoothing and the spreading of project costs.
An uplift to policy values was made in exchange for policyholder giving up their right to a claim on the with-profits assets, and also for the residual value of guarantees.	An uplift was applied to asset shares, and will be applied to the percentage of regular contractual premiums that are allocated to asset share.
A report on the Scheme of Arrangement was produced by an Independent Expert, with a separate report on the Part VII transfer, produced by another Independent Expert.	A report was produced by an Independent Expert.

2. Considerations for restructuring

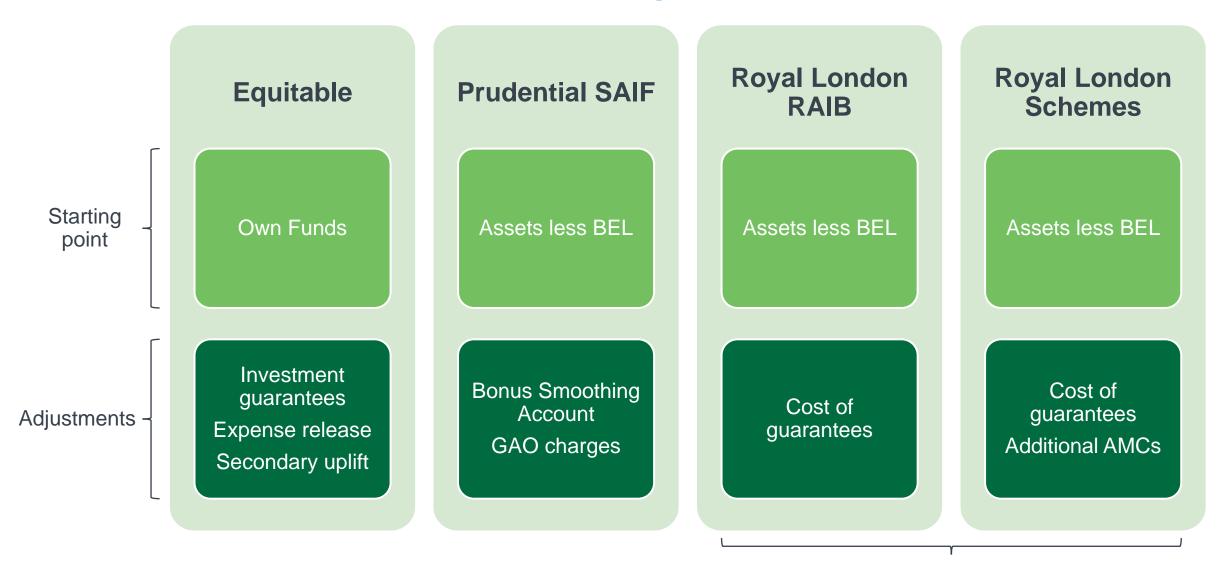
Method for distributing surplus



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Special bonus

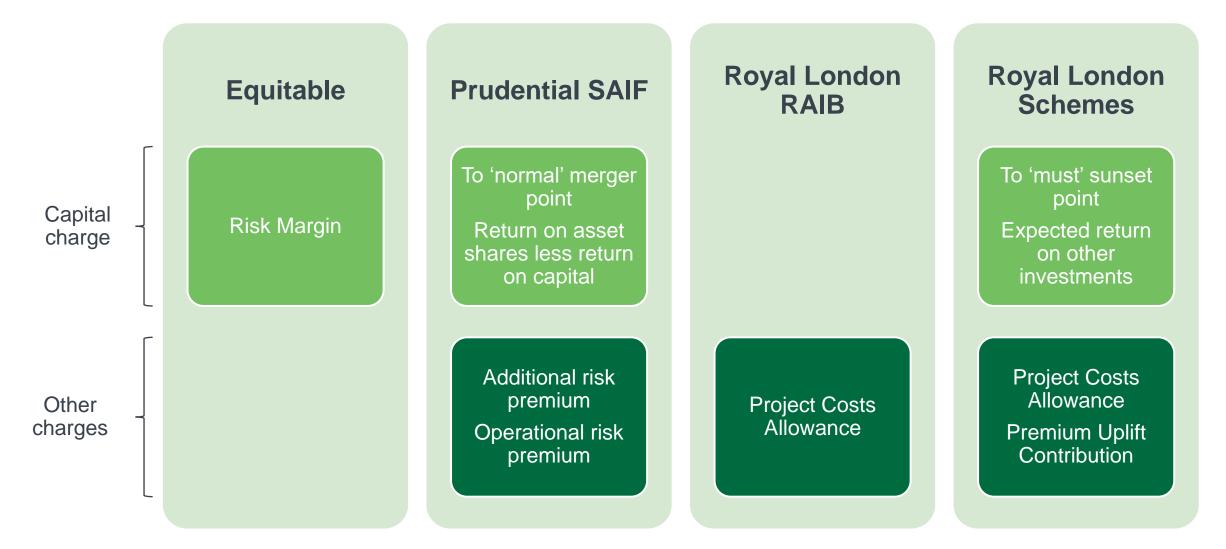
Determination of distributable surplus



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Gone-aways

Charges deducted from the estate



Summary

- Many with-profits funds have some form of sunset clause in place
- We are seeing more examples of firms taking action to resolve their funds outside of these sunset clauses, including some much further in advance of these
- Regardless of approach used, in general the principles underlying the distribution of surplus of the fund are:
 - To keep the distribution broadly in line with current practice
 - Where consolidating into another with-profits fund, not to materially disadvantage the receiving withprofits policyholders





Update on M&A activity in Europe, Asia and the US

Stuart Reynolds Ian Humphries

02 NOVEMBER 2021







- 1 Recent M&A activity in European Life Insurance market
- 2 Potential future M&A drivers in the Europe, Asia and the US

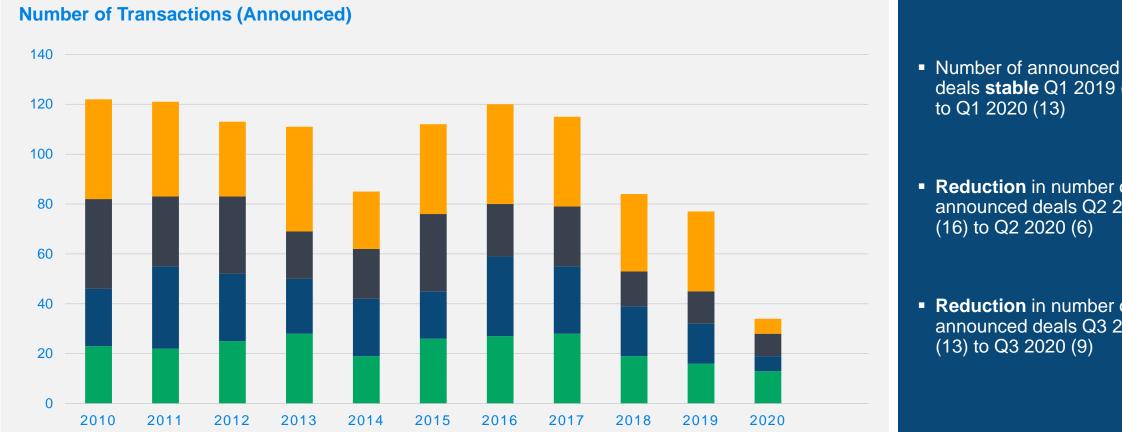


Recent M&A activity in European Life Insurance market



European M&A Activity – Life Insurance Market (@Q4 2020)





- deals **stable** Q1 2019 (16)
- Reduction in number of announced deals Q2 2019 (16) to Q2 2020 (6)
- Reduction in number of announced deals Q3 2019 (13) to Q3 2020 (9)

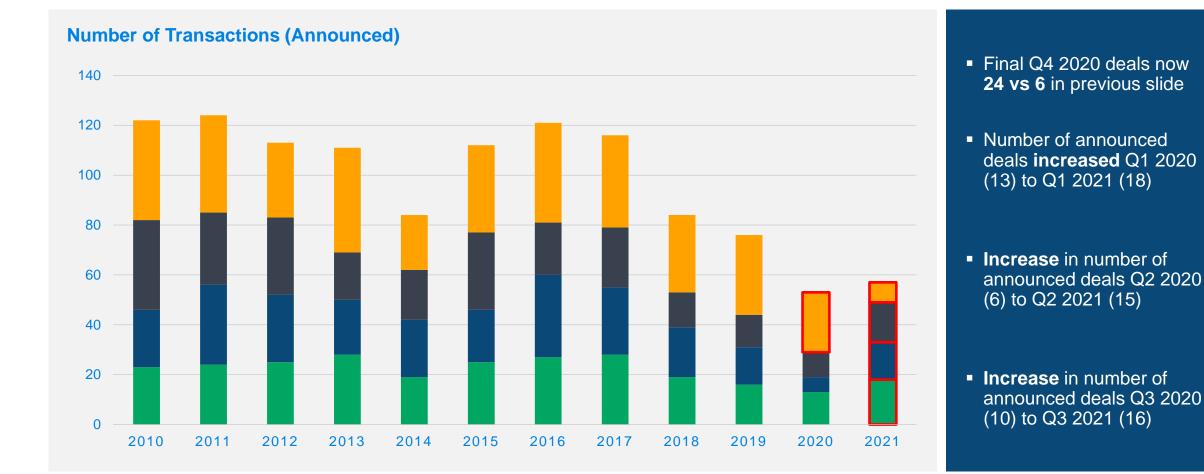
Strategic Reviews by Insurance Groups (@Q4 2020)



 Strategic Reviews Help work through change Look to the future – risks & opportunities 	Aegon	"Transform our organisation to become simple, digital, and scalable" Press comment on possible sale of Eastern European business		
	Aviva	"We will focus the portfolio" Press comment on sales of various businesses		
	AIG	"Simplified structure will unlock significant value" Planned separation of Life & Retirement business		
 New external environment Economic Regulation 	Prudential	"Jackson will need access to additional investment, which we believe would best be provided by 3rd parties" Preparing for full separation and divestment of US business		
	Generali	"four key strategic actions have been taken: targeted in-force disposals which enable resilient margins" Significant funds available for acquisitions		
	Phoenix Group	"European business it is assessing a range of strategic options to maximise value for shareholders" Press comment on possible sale of European business		

European M&A Activity – Life Insurance Market (@Q4 2021)





Strategic Reviews by Insurance Groups – What happened?



 Strategic Reviews Help work through change Look to the future – risks & opportunities 	Aegon	"Transform our organisation to become simple, digital, and scalable" Reported sale of Eastern European business to VIG (some issues with approval of sale in Hungary)		
	Aviva	"We will focus the portfolio" Sales of business in France, Poland, Italy, Turkey, Singapore, Hong Kong, Vietnam		
	AIG	"Simplified structure will unlock significant value" Continue to work on separation – sold 9.9% take in Life & Retirement business to Blackstone		
 New external environment Economic Regulation 	Prudential	"Jackson will need access to additional investment, which we believe would best be provided by 3rd parties" Completed demerger of US Arm (Jackson) in September – focus then on Africa and Asia		
	Generali	"four key strategic actions have been taken: targeted in-force disposals which enable resilient margins" Has made some acquisitions – Cattolica in Italy and purchase of AXA Greece		
	Phoenix Group	"European business it is assessing a range of strategic options to maximise value for shareholders" Proceeded with sale process but eventually aborted. Ark Life business was sold.		

Recent European Deal List

Announcement Date	Target or Issuer	Buyer	Seller	Country
Sep-21	Legacy Portfolio	Resolution Re Ltd.	Allianz Suisse	Switzerland
Sep-21	Amissima Vita S.p.A.	Athora Holding Ltd.	Apollo Global	Italy
Sep-21	Sanlam Life and Pensions UK	Chesnara plc	Sanlam Limited	United Kingdom
Sep-21	ERM portfolio	Phoenix Group	Just Group plc	United Kingdom
Aug-21	Portfolio of lifetime mortgages	Rothesay Life Plc	Just Group plc	United Kingdom
Jul-21	Ark Life	Irish Life Group Limited	Phoenix Group	Ireland
Jun-21	Business in Poland and Greece	NN Group N.V.	MetLife, Inc.	Poland/Greece
May-21	Cattolica	Assicurazioni Generali	Cattolica	Italy
May-21	Ame Life Lux S.A.	Monument Assur. Lux	Covéa	Luxembourg
May-21	Portfolio of Intégrale	Monument Assur. Bel	Integrale Insurance	Belgium
Apr-21	Lombarda Vita S.p.A.	Intesa Sanpaolo S.p.A.	Cattolica	Italy
Apr-21	Quilter International Limited	Utmost Group	Quilter plc	IoM
Mar-21	Aviva Poland business	Allianz SE	Aviva plc	Poland
Mar-21	Life insurance business	CNP Assurances SA	Aviva Plc	Italy
Mar-21	VA Portfolio of Athora Ireland	Monument Re Ltd.	Athora Ireland plc	Ireland
Feb-21	Certain SLAL UK products	abrdn plc	Phoenix Group	United Kingdom
Feb-21	AvivaSA Emeklilik ve Hayat AŞ	Ageas Insurance Int'l	Aviva Plc	Turkey
Feb-21	Aviva France SA	Aéma Groupe	Aviva Plc	France
Feb-21	Hodge Life	RGA	Hodge Life	United Kingdom
Dec-20	Vera Vita S.p.A.	Banco BPM S.p.A.	Cattolica	Italy
Dec-20	Liverpool Victoria	Bain Capital	Liverpool Victoria	United Kingdom
Nov-20	UL Portfolio Bonds	Monument Life DAC	Zurich Insurance	Ireland
Nov-20	Various business	Vienna Insurance Group	AEGON N.V.	Hun/Pol/Rom/Turk
Nov-20	Pension Insurance Corporation	Undisclosed Buyer	Keyhaven Capital	United Kingdom
Nov-20	Aviva Vita SpA	UBI Banca	Aviva Plc	Italy
Nov-20	Pension Insurance Corporation	Reinet Fund Manager	NA	United Kingdom
Sep-20	Pension Insurance Corporation	Investor Group	Legend Holdings	United Kingdom
Sep-20	Rothesay Life Plc	Investor Group	Blackstone	United Kingdom



Summary Highlights

- 9 deals from insurance groups disposing of noncore business (dark blue)
- 9 deals involving specialist acquirers/private equity (light blue)
- 6 deals involving targets in Italy (dark green)
- **10 deals** involving targets in the UK (light green)

European Deal List – Valuation Metrics



Announcement Date	Target or Issuer	Buyer	Seller	Country	Open to NB?	Price	Price/ Own Funds
Jul-21	Ark Life	Irish Life Group Limited	Phoenix Group	Ireland	No	€230m	0.91
Jun-21	Business in Poland and Greece	NN Group N.V.	MetLife, Inc.	Poland/Greece	Yes	\$738m	1.37
May-21	Cattolica	Assicurazioni Generali	Cattolica	Italy	Uncertain	€987m	0.56
Apr-21	Lombarda Vita S.p.A.	Intesa Sanpaolo S.p.A.	Cattolica	Italy	Uncertain	€220m	0.44
Mar-21	Aviva Poland business	Allianz SE	Aviva plc	Poland	Yes	€2,743m	2.33
Mar-21	Life insurance business	CNP Assurances SA	Aviva Plc	Italy	Yes	€543m	0.69
Feb-21	Aviva France SA	Aéma Groupe	Aviva Plc	France	Yes	€3,200m	0.82
Dec-20	Vera Vita S.p.A.	Banco BPM S.p.A.	Cattolica	Italy	Uncertain	€376m	0.93
Nov-20	Aviva Vita SpA	UBI Banca	Aviva Plc	Italy	Uncertain	€453m	0.90
Nov-20	Pension Insurance Corporation (2.9%)	Reinet Fund Manager	NA	United Kingdom	No	£119m	0.90
Sep-20	Pension Insurance Corporation (4.3%)	Investor Group	Legend Holdings	United Kingdom	No	£175m	0.89
Sep-20	Rothesay Life Plc (36%)	Investor Group	Blackstone	United Kingdom	No	£2,100m	0.79
Aug-19	Quilter UK Heritage book	ReAssure	Quilter plc	United Kingdom	No	£425m	1.10
Aug-18	AXA Life Europe*	Cinven	Axa Group	Ireland	No	€925m	0.81
Jan-18	ReAssure (10% stake)	MS&AD	NA	United Kingdom	No	£315m	0.85
Dec-17	Nordea Liv & Pension (45%)	Norliv	Nordea Bank AB	Denmark	Yes	DKK 3,520m	0.56
Dec-17	Generali PanEurope DAC	Utmost Ltd	Assicurazioni Generali	Ireland	Yes	€286m	1.01
Nov-17	Popolare Vita SpA (50%)	Banco BPM SpA	UnipolSai Assicurazioni	Italy	Yes	€536m	2.17
Nov-17	Friends First Life	Aviva Ireland Ltd	Achmea BV	Ireland	Yes	€146m	0.58
Aug-17	AEGON Ireland plc	AGER Bermuda Holding	AEGON N.V.	Ireland	No	€195m	0.81
Aug-17	Laguna Life DAC	Monument Assur. DAC	Enstar Group Limited	Ireland	No	€26m	0.67
Feb-17	Antarius S.A. (50%)	Sogecap SA	Aviva France SA	France	Yes	€500m	1.15
Nov-16	Nordea Liv & Pension (25%)	Foreningen NLP	Nordea Bank AB	Denmark	Yes	DKK 2,160m	0.62
Aug-16	Union Heritage Life	Harcourt Life Assurance	American Income Life	Ireland	No	€3m	0.58
Aug-16	Old Mutual Wealth Italy SpA	Phlavia Investimenti S.r.I.	Old Mutual plc	Italy	Yes	€278m	1.16

* This transaction was terminated in H2 2020

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Solvency II Based Value Metrics



 Solvency II Own Funds Common reported metric Sourced directly from the QRTs Sometimes quoted with adjustments listed in footnotes 	 UT1 + DTA Market Consistent Sourced directly from the QRTs Excludes certain types of capital repayable before ordinary shareholders (e.g. sub-ordinated debt)
 Solvency II Adjusted Own Funds (S2AOF) Similar to UT1 + DTA Requires some extra assumptions compared to UT1 + DTA No allowance for value of future NB 	 Solvency II Embedded Value (S2EV*) Real-world Requires some extra assumptions compared to S2AOF No allowance for value of future NB

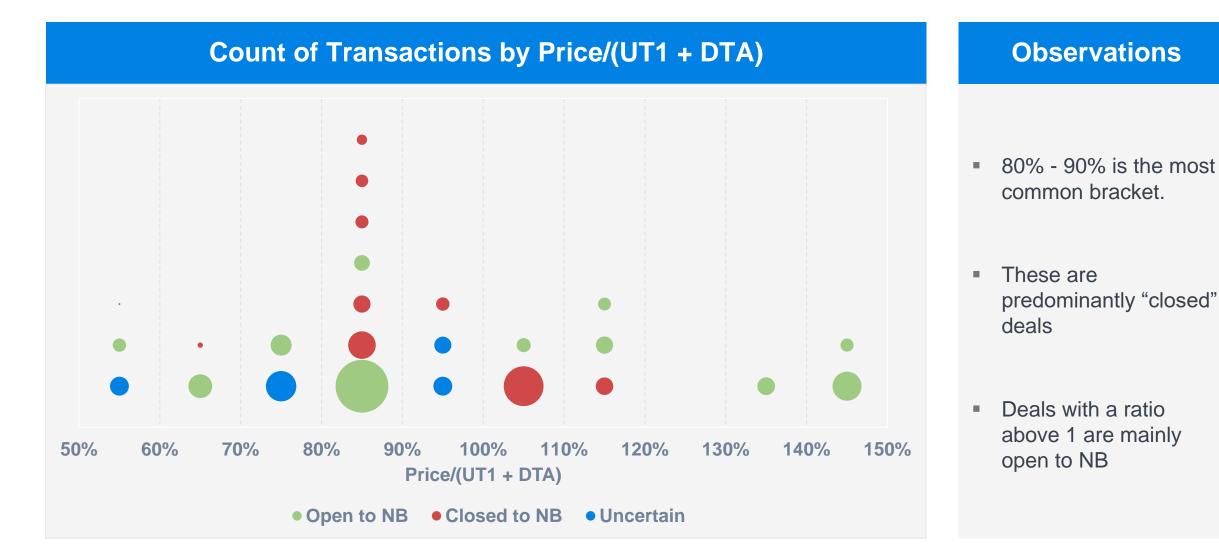




Count of Transactions by Price/Own Funds Observations • 60 - 70% is the most common bracket... ...but no real pattern Many "closed" deals significantly less than 1 100% 50% 60% 70% 80% 90% 110% 120% 130% 140% 150% **Price/Own Funds** • Open to NB • Closed to NB Uncertain



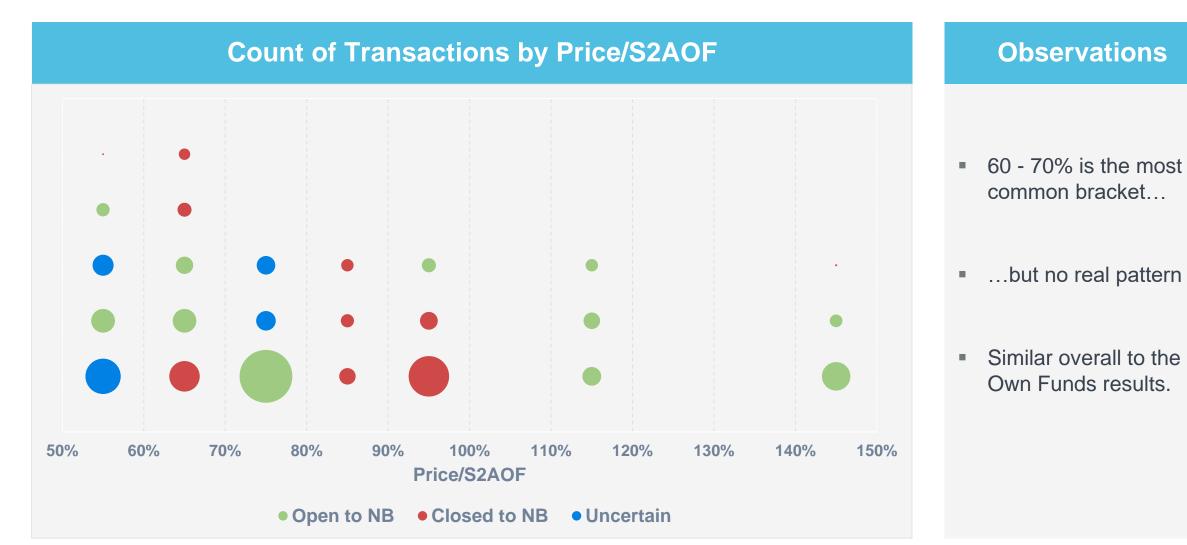




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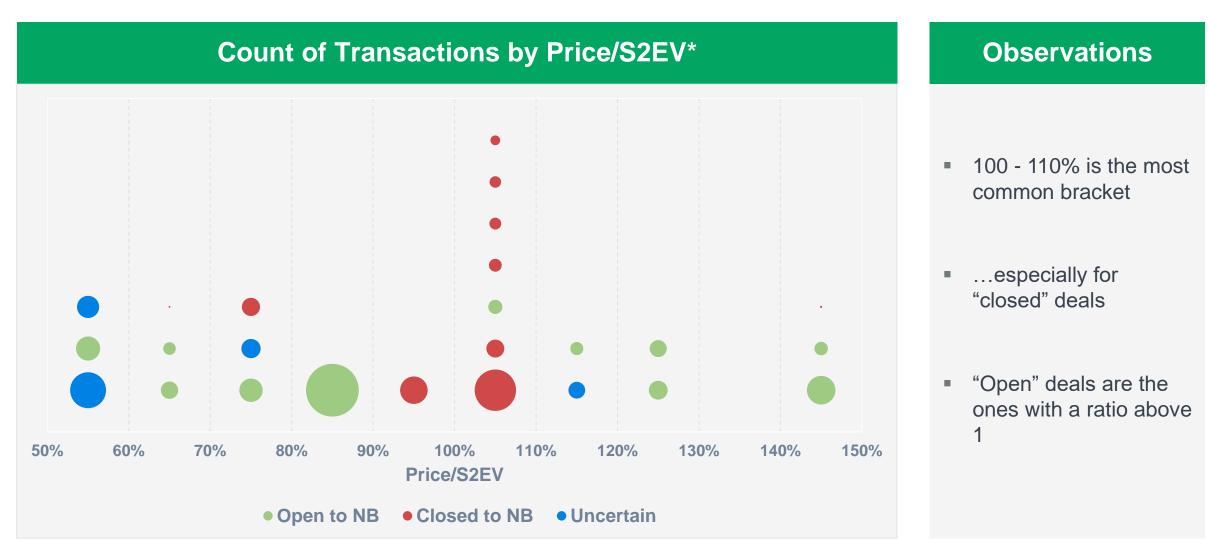
Size of dot is size of deal by selected metric







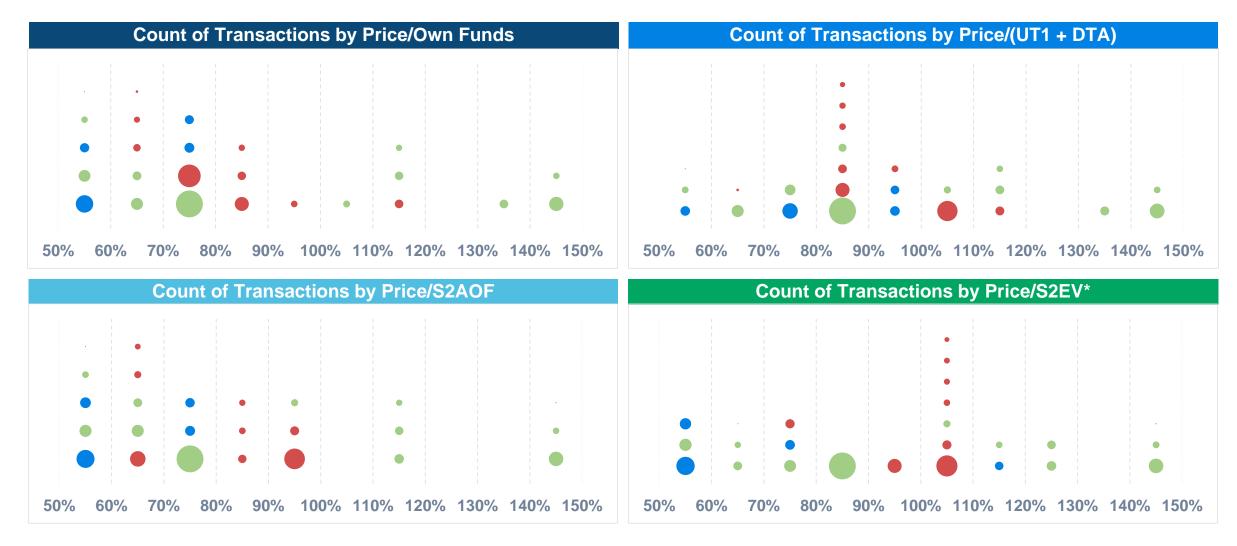






Solvency II Based Value Metrics – Summary





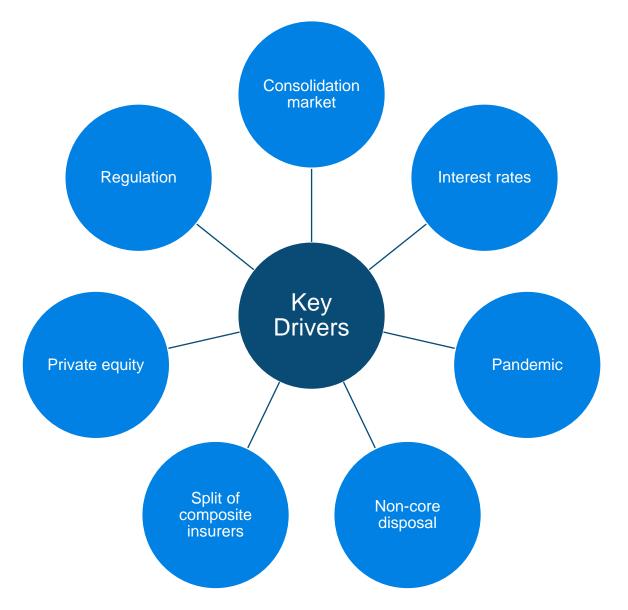
S2EV* as this metric is based on the S2EV/S2AV methodology but has limitations as it is uses only publicly available data

Potential future M&A drivers in the Europe, Asia and the US



Key future drivers – UK and Europe

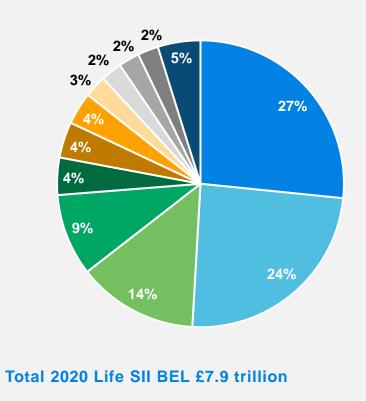




Level of Consolidation in European Markets



Split of Life SII BEL in the UK and Europe (2020)



Country	Number of Firms	Life SII BEL (£bn)	Top 3 firms' Life SII BEL proportion	Number firms cover top 80% of Life SII BEL	Number firms cover last 20% of Life SII BEL
UK	91	2,096	36%	14	77
France	221	1,914	37%	16	205
Germany	181	1,070	33%	23	158
Italy	44	729	39%	15	29
Netherlands	25	331	69%	4	21
Denmark	27	319	45%	9	18
Ireland	56	286	38%	13	43
Belgium	23	198	55%	7	16
Luxembourg	44	186	41%	10	34
Sweden	56	186	33%	10	46
Spain	76	184	47%	14	62
Other	299	378	68%	5	14

Transaction catalysts for sellers: UK / Europe

Pandemic

- Asset losses
- Backlog of transactions

Re-evaluation of business models

• Divestment of non-core business

Composite insurers

Separation of general insurance and life insurance businesses



Interest rates

- Low interest rates: burden on capital intensity and profitability
- Imminent base rate rise in UK?

Solvency II reviews

- UK
- Europe

UK Mutual market:

- Diseconomies
- Need to merge / sell



Transaction catalysts for buyers: UK / Europe





Key Additional drivers for US/Asia



Key drivers: Private Equity

- Significant Private Equity appetite for life insurance
- Several existing Private Equity firms with exposure to life insurance
- Appetite for closed legacy books and whole life insurance companies open to new business
- Several other Private Equity firms looking to invest
- Low interest environment increases demand to invest in higher yielding assets such as life insurers
- Significant capital raises
- Developing transaction models:
 - Introduction of lower yielding, longer terms funds
 - Increasingly complex and sophisticated transactions being seen in the insurance markets
 - Asset management services
- Several private equity firms are USD denominated: Relative strength of dollar has made acquisitions attractive



Key drivers: Private Equity continued

- Regulatory acceptance of Private Equity firms
- EIOPA Supervisory Statement: (BoS-21/318): Supervision of run-off undertakings
 - Recognises increased involvement of Private Equity in acquisition of run-off undertakings
 - Notes that supervisory authorities should consider track record of Private Equity firm
 - Asks supervisory authorities to assess a number of areas





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With-Profits Restructuring

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Update on M&A activity across the globe

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