

Convertible Bonds:

A Balanced Opportunity for Insurers in an Uncertain Market

April 2020

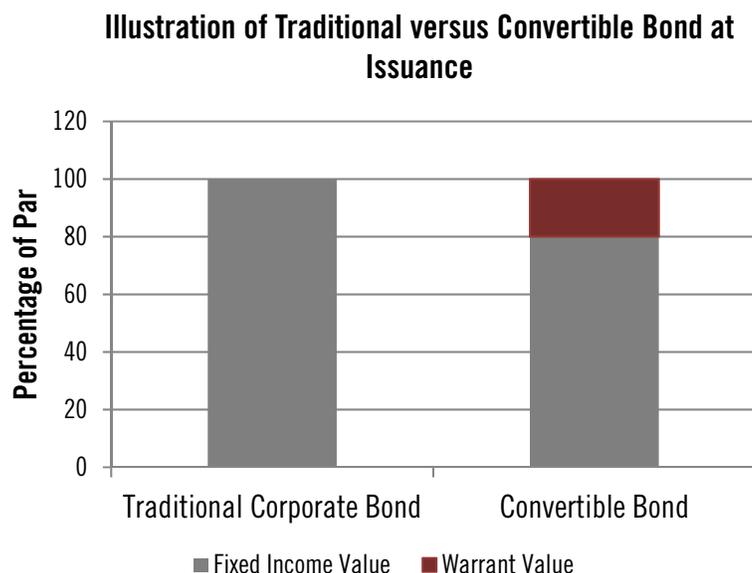


As volatility ignited by the Coronavirus pandemic has put a swift end to the longest bull market in United States history, now may be an opportune time for insurance companies searching for equity-like upside return potential with downside protection to consider an allocation to convertible bonds. Not only do convertibles benefit from volatility and less cyclical industry composition, they also provide insurance companies favorable capital and accounting treatment as compared to equities. Coupled with the massive selloff in risk assets, a resurgence of new issuance in convertible bonds has rebalanced the opportunity set within the sector. In this piece, we provide an overview of the asset class and its characteristics, an update on the market, and an examination of how Shenkman's disciplined convertible bond investment process can benefit an insurer's investment portfolio.

What Are Convertible Bonds?

Convertible bonds are hybrid securities with properties of both bonds and equities. As with traditional bonds, companies issue convertibles with the obligation to repay the holder par at maturity. Additionally, the holder has the right, at his or her option, to exchange the convertible bond for equity in the company. Economically, a convertible bond can be thought of as a traditional bond combined with an equity warrant (Exhibit 1).

Exhibit 1: Illustration of Traditional versus Convertible Bond Issuance



Source: Shenkman Capital. This is a sample breakdown based on an assumed purchase of a convertible bond at issuance at par with an investment premium of 25%. This is provided for informational purposes only; actual results may vary and no representation is made as to, and no responsibility, warranty or liability is accepted for, the accuracy or completeness of such information.

The result of this combination produces a security with asymmetric return potential:

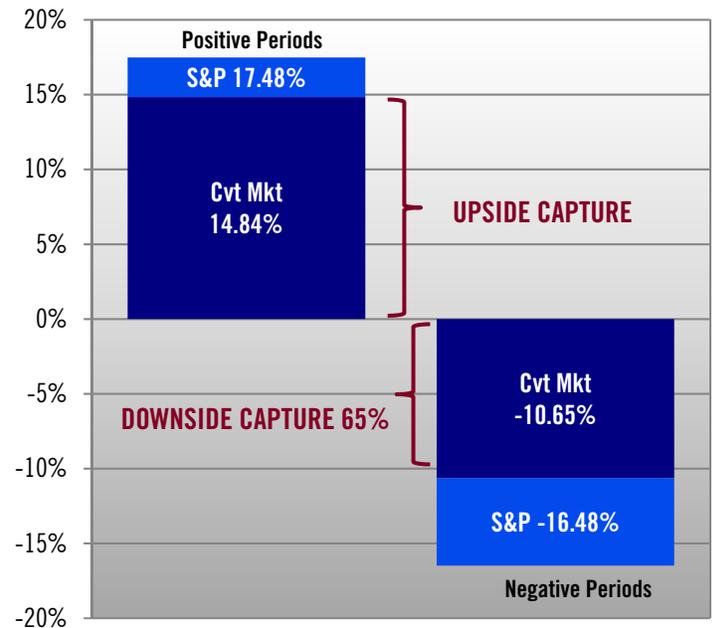
On the upside: If the company's stock trades up, the convertible bond holder may elect to exchange into stock, thus participating in a portion of the equity return, which increases the investment premium, or the value of the convertible in excess of the underlying bond value.

On the downside: If the company's stock trades down, the convertible bond will trade down to a level commensurate with the company's credit quality, known as the "bond floor." The holder receives coupon income and full principal repayment at maturity (barring a default).

Given the equity optionality embedded in convertibles, volatility can drive value. All else equal, convertible bond prices rise as implied equity volatility increases. Furthermore, periods of equity volatility can quickly change the attributes of a convertible, making the security more valuable at the same time the equity price becomes erratic. This unique attribute is a reason why the convertible asset class has historically captured 85% of equity upside with 65% of the downside (Exhibit 2).

Exhibit 2: S&P 500 vs. Convertible Bond Index (Refinitiv US Convertible Vanilla Index) One Year Rolling Monthly Returns

| Longest Common Period (Jan 1994 – Feb 2020) | S&P Positive 1Yr Periods | S&P Negative 1Yr Periods |
|---|-----------------------------|--------------------------------|
| Total Periods | 246 | 57 |
| % of Periods Convertible Market (Refinitiv Vanilla) Outperformed | 23.58% | 75.44% |
| Convertible Market (Refinitiv Vanilla) Average Return | 14.84% | -10.65% |
| S&P Average Return | 17.48% | -16.48% |
| Upside/Downside Capture | 84.90% | 64.63% |



Information above was calculated using trailing 12-month performance for the S&P 500 and the Refinitiv US Vanilla Convertible Bond Index. Past performance is not indicative of future returns.

Source: Refinitiv, S&P

The U.S. convertible market tends to be comprised of companies in non-cyclical industries (with lower exposure than the corporate credit and equity markets to cyclical industries such as energy, materials, and chemicals), or are emerging businesses experiencing heavy market share growth, and its sector composition skews more toward mid-cap equities. Recent issuers include technology disruptors that are taking market share from older companies, consumer-focused companies increasingly using the internet to engage with customers, and healthcare companies seeking to increase research and development of new pharmaceutical drugs. For investors looking to shift their equity allocation towards companies expected to continue earnings growth, even when faced with a sharp global economic slowdown, the U.S. convertible market is a strong avenue for diversification, which we will further explore later in this piece.

Performance Attributes

Convertible bonds' above-average risk/return profile is driven by a number of factors. Because they exhibit characteristics of both equities and fixed income, convertibles can benefit from a rising stock market, yet insulate on the downside when equities trade down. A convertible bond may behave more like a stock or a bond at any given time, as convertibles tend to trade as a function of the underlying equity price when the embedded option is in-the-money, but more like a bond (with less equity sensitivity) when the underlying stock price falls and the option becomes further out-of-the-money.

Unsurprisingly, convertible bonds' long-term risk/return profile lies in between equities and fixed income. When comparing annual returns to the S&P 500 since 1994, convertible bonds have outperformed in 23% of the rolling 1-year periods where the S&P 500 return was positive, and 75% of the time it was negative (see again Exhibit 2). Moreover, convertible bonds tend to significantly outperform equities during bear markets. For example, in 2002 the S&P 500 was down over 22%, while convertible bonds, as exhibited by the Refinitiv Vanilla Index, were down approximately 5%.

The convertible market has remained highly resilient versus equity markets in the current downturn. The Refinitiv Balanced's Index's February return of -1.8% represented 22% of the S&P 500's decline of -8.2%. Over the last twelve months ending 2/28/20, the index returned 7.3% versus the S&P 500's 8.2%, representing an approximately 89% upside capture. We view these numbers as indicative of convertibles' value proposition in volatile markets.

Convertible returns have been impressive on an absolute basis as well, in many cases only slightly underperforming equities in the trailing periods above, resulting in attractive risk-adjusted basis performance. In the 15-year period ending January 2020, convertible bonds have offered 89% of the return of the S&P 500 with only 77% of the volatility (Exhibit 3).

Exhibit 3: Equity-Like Returns with Less Volatility

| 15-Year Period | Annualized Return | Standard Deviation | Sharpe Ratio |
|---|-------------------|--------------------|--------------|
| Refinitiv US Vanilla Convertible Bond Index | 8.03% | 10.63% | 0.63 |
| S&P 500 | 8.40% | 13.97% | 0.51 |
| Russell 2000 | 7.24% | 18.68% | 0.32 |
| MSCI World Index | 6.78% | 14.82% | 0.37 |

As of 2/29/2020. Source: Refinitiv, S&P, Russell, MSCI. Please see disclaimers for additional important information. Past performance is not indicative of future returns.

Historical correlations also suggest that convertible bonds can be an effective diversification tool (Exhibit 4). Relatively low correlation to investment grade credit and negative correlations to both short- and long-term U.S. Treasuries imply that convertibles can provide diversification to broad fixed income portfolios and should act as a hedge against rising interest rates over a full market cycle. As expected, the conversion feature results in a higher correlation to the equity market than other fixed income asset classes. Thus, a strong case can be made for funding convertible allocations from both equities and bonds, depending on asset allocation targets. Given relatively high absolute historical returns, less volatility than equities, and negative correlation to Treasuries, convertible bonds are a unique asset class that can be used to improve the overall risk-adjusted performance of a well-balanced portfolio.

Exhibit 4: Asset Class Correlation

| Correlation Matrix (January 1994- December 2019) | | | | | | | |
|---|-------------------|------------------|------------------------|------------------|----------------------|-------------------|-------------------|
| | Convertible Bonds | High Yield Bonds | Investment Grade Bonds | 10-Year Treasury | International Equity | Small Cap. Equity | Large Cap. Equity |
| Convertible Bonds | 1.00 | | | | | | |
| High Yield Bonds | 0.65 | 1.00 | | | | | |
| Investment Grade Bonds | 0.29 | 0.54 | 1.00 | | | | |
| 10-Year Treasury | -0.20 | -0.14 | 0.64 | 1.00 | | | |
| International Equity | 0.79 | 0.68 | 0.26 | -0.26 | 1.00 | | |
| Small Cap. Equity | 0.81 | 0.62 | 0.14 | -0.30 | 0.82 | 1.00 | |
| Large Cap. Equity | 0.76 | 0.63 | 0.22 | -0.25 | 0.96 | 0.82 | 1.00 |

Updated on a quarterly basis. Sources: eVestment, ICE BofA, Citigroup, MSCI, S&P, Russell, and Refinitiv.

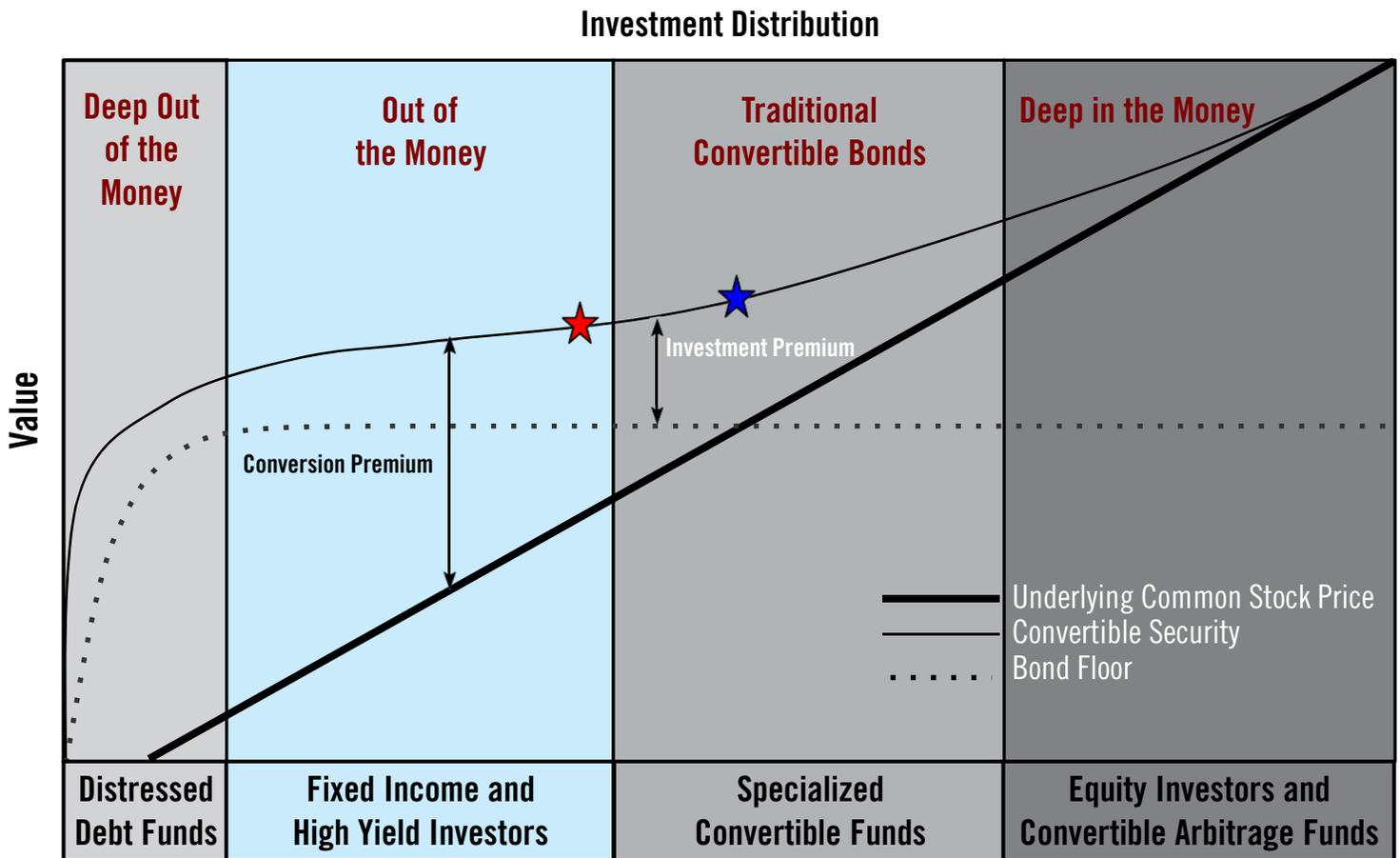
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Correlation generated using data from the Refinitiv U.S. Vanilla Convertible Bond Index (Convertible Bonds), ICE BofA U.S. High Yield Bond Index (High Yield Bonds), ICE BofA Corporate Index (Investment Grade Bonds), MSCI World Index (International Equity), Russell 2000 Index (Small Cap. Equity), and the S&P 500 Index (Large Cap. Equity).

Shenkan Capital's Convertible Bond Strategy

Shenkan's differentiated approach to managing convertible bonds revolves around constructing a traditional portfolio that seeks to capture the relative safety of the bond floor, while preserving equity upside potential (as illustrated in Exhibit 5). This results in a particularly attractive "positive leverage" investment profile due to the tendency of a convertible to go up faster than it goes down. Furthermore, Shenkan leverages a structured, disciplined investment process that is anchored by a 22-member analyst team exclusively focused on fundamental credit research across the entire capital structure, in order to achieve the dual objectives of upside potential and significant downside mitigation.

Exhibit 5: Shenkan's Target Entry Point vs. Traditional Balanced



Shenkan Weighted Avg. Entry Point: ★

- 20% Investment Premium
- 60% Conversion Premium
- 40% Upside } +/- Coupon
- 20% Downside }
- 2.0X Positive Leverage (estimated)

Traditional Balanced Convertible: ★

- 40% Investment Premium
- 40% Conversion Premium
- 60% Upside } +/- Coupon
- 40% Downside }
- 1.5X Positive Leverage (estimated)

Source: Shenkan Capital, Bloomberg, Credit Suisse, Lipper

Shenkan believes that managing the credit risk of the portfolio is crucial to maintaining a balanced convertibles portfolio. As such, Shenkan treats each convertible as a fixed income investment in order to mitigate volatility, which requires careful credit analysis, stringent security selection, in-depth due diligence, and views on the equity and catalysts for equity improvement. While the underlying equities of convertible issuers are often covered by the sell-side research community, many convertible bond issuers have no other debt outstanding. Even issuers with other syndicated debt facilities in the market may be overlooked when it comes to credit-focused research. Furthermore, much of the

convertible market is unrated by the traditional bond rating agencies (66% in 2019 versus 9% in 2002) and investment grade-rated issuers with declining quality have created risks for ratings-focused holders, but also opportunities for credit research-based investors who are primed to take advantage of market dislocations. Convertible bonds' beneficial tendency to fall slowly when their underlying equity trades down only works when the underlying credit remains viable, as downside protection is unlikely to materialize for issuers with deteriorating credit metrics and increasing bankruptcy risk. Credit selection is therefore paramount. Shenkman's approach to constructing portfolios of well-vetted convertible bonds enables long-term investors to be "paid to wait" without the necessity of timing equity markets, and we seek to optimize the distribution of out of the money, traditional, and in the money convertibles, as illustrated in Exhibit 6.

Exhibit 6: Optimizing the Convertible Portfolio

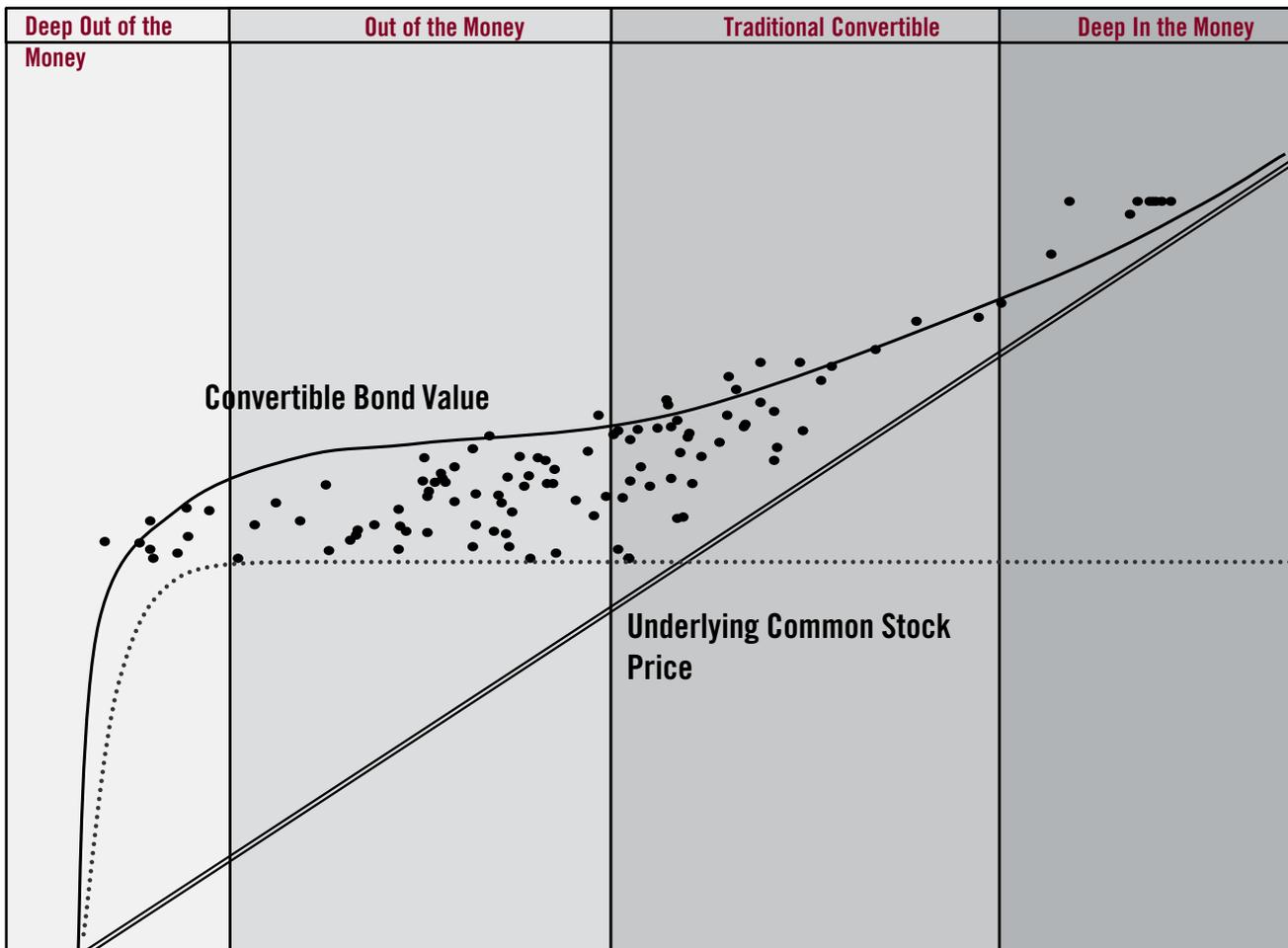
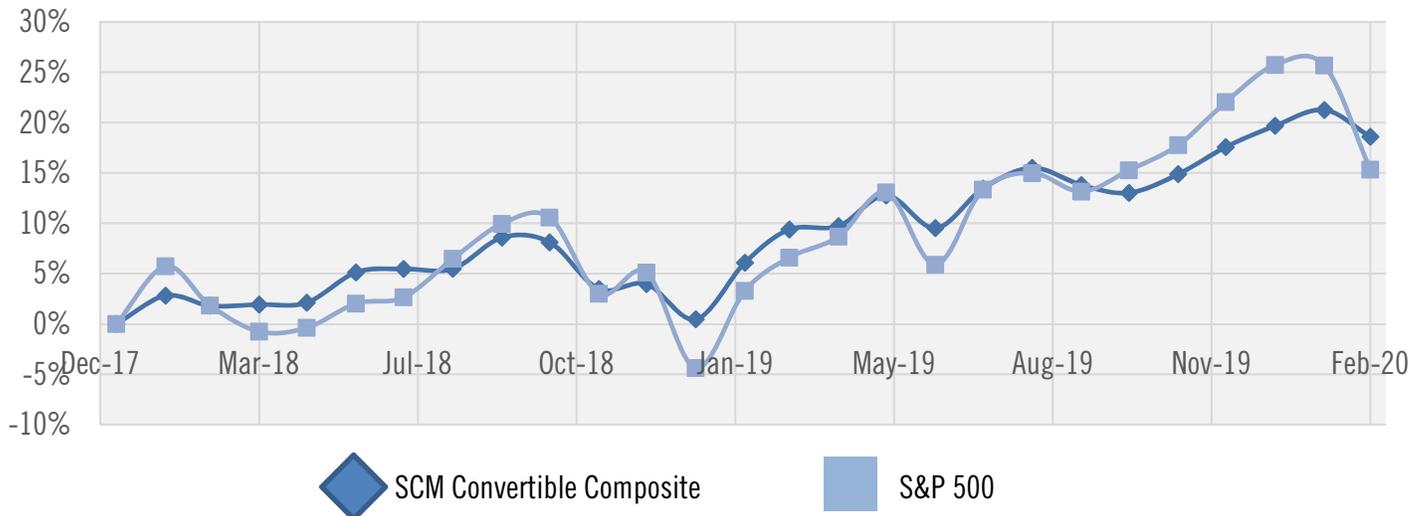


Chart above references the Shenkman Capital Convertible Securities Composite
Source: Shenkman Capital

Shenkman's balanced approach and ability to diligently underwrite each credit in our portfolios has led to strong performance throughout numerous risk on and off periods, as illustrated in Exhibit 7, including the current steep selloff in equity and credit assets. As of March 16th, 2020, Shenkman's Convertible Composite has captured approximately 55% of the S&P 500's downturn year-to-date (-14.12% versus -25.83%) and 47% of the decline over the last year, and it has significantly outperformed the S&P 500 over the last 3 years (+9.5% versus +6.3%). Our composite has also experienced less than half of the volatility of the S&P 500 over that three-year period. We continue to expect the opportunity set to be robust given many convertibles that were very equity-like have migrated into our balanced technical wheelhouse during this downturn.

Exhibit 7: Convertible Performance vs. Equities



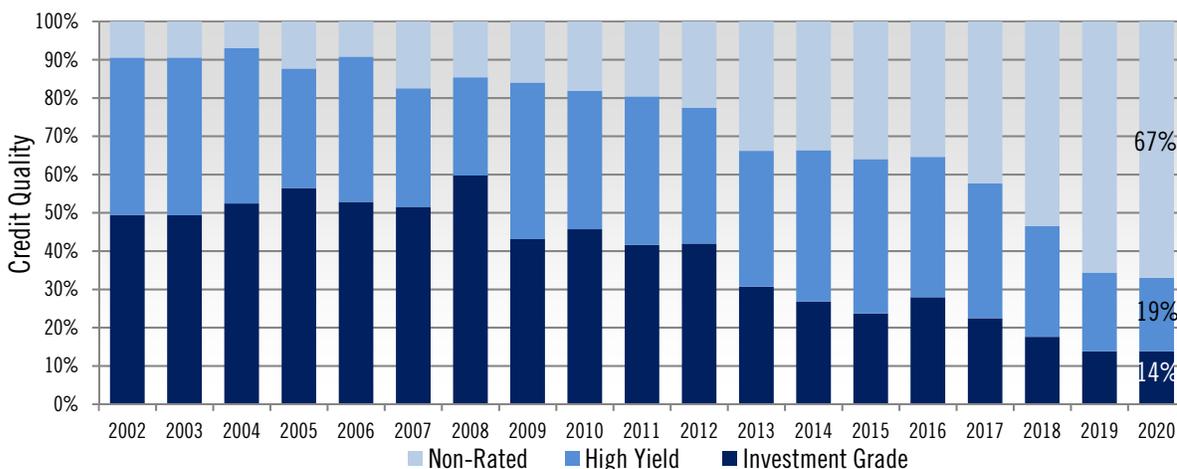
| Down Period | SCM Convertible Composite Return | S&P 500 Return | Downside Capture |
|-------------------------|----------------------------------|----------------|------------------|
| February / March 2018 | -0.85% | -6.13% | 14% |
| 4Q18 | -7.07% | -13.52% | 52% |
| May 2019 | -2.88% | -6.35% | 45% |
| January / February 2020 | -0.91% | -8.27% | 11% |

Source: Shenkman Capital, Standard & Poor's

Additional Benefits for Insurers

Convertible bonds are a particularly compelling consideration for insurance companies, not only due to the diversification benefits previously discussed, but also as a way to achieve equity-like upside potential in a more capital-efficient and accounting-friendly manner. Due to their principal-protected nature, convertibles are granted debt-like treatment for risk-based capital (RBC) and other capital charge calculations (e.g., ratings agencies). Though the number of NRSRO-rated convertibles has declined in recent years (Exhibit 8), a number of high quality credits with investment grade-like metrics can be found. Since regulators recognize the protections that convertibles offer and will apply capital charges on the basis of an issuer's credit quality, Shenkman is able to assist our insurance clients with filing the information required by the NAIC's Securities Valuation Office (SVO) to achieve commensurate ratings designations.

Exhibit 8: Convertible Bond Market Breakdown by Quality



As of 2/29/2020. Source: Refinitiv U.S. Vanilla Convertible Bond Index. Lower of Moody's and S&P ratings. Please see disclaimers for additional important information.

Furthermore, Shenkman can tailor an insurer's convertible bond portfolio to be more heavily (or even exclusively) weighted towards investment grade issues, if desired, resulting in a fraction of the capital charges levied on equities. For example, C1 RBC charges for the Shenkman investment grade convertibles representative portfolio illustrated in Exhibit 9 are 90% lower than that of equities for a P&C or health insurer. An additional benefit of a convertibles allocation may come in the form of substantially reduced balance sheet volatility as compared to equities (typically carried at fair value), given life insurers carry NAIC designations 1-5 at amortized cost (hence low mark-to-market risk), and P&C companies report NAIC designations 3 to 6 at the lower of amortized cost or fair market value (also low market-to-market volatility for BBB-equivalent ratings designations). In summary, an investment manager like Shenkman that is well-versed in insurance regulatory policies can construct a convertible bond portfolio with equity-like return potential that qualifies for attractive risk-based capital treatment with less accounting volatility than common stocks.

Exhibit 9: Capital Efficient Equity-Like Exposure

| Straight & Convertible Bonds & Preferreds | Life | P&C | Health |
|---|-------------|--------|--------|
| NAIC Class 1 (AAA/Aaa, AA/Aa, A/a) | 0.40% | 0.30% | 0.30% |
| NAIC Class 2 (BBB/Baa) | 1.30% | 1.00% | 1.00% |
| NAIC Class 3 (BB/Ba) | 4.60% | 2.00% | 2.00% |
| NAIC Class 4 (BB/B) | 10.00% | 4.50% | 4.50% |
| SCM IG Representative Portfolio* | 2.97% | 1.51% | 1.51% |
| High Yield Universe (H0A0) | 8.99% | 4.08% | 4.08% |
| Common Stocks | Life | P&C | Health |
| Common Stock | 22.5% - 45% | 15.00% | 15.00% |

Source: NAIC, Shenkman Capital

Shenkman's customized solutions for insurance companies offer:

- Portfolio construction with a focus on tailored client risk and return objectives, and guidelines
- Access to dedicated Portfolio Management and Client Solutions teams
- Monitoring of issue-level regulatory ratings, and collection of reporting documentation for SVO filings
- Comprehensive, bespoke portfolio reporting, including derivative bifurcation accounting reports for FASB requirements

Summary

Whereas equity and fixed income investors alike had benefited from more than a decade of strong macroeconomic factors prior to the unprecedented spike in volatility in the 1st quarter of 2020, we believe that renewed, extreme uncertainty regarding equity prices will continue to make convertible bonds an attractive avenue of financing for many companies, and therefore provide a strong backdrop for the continued resurgence of convertible issuance. Recent new issuance has helped balance the market, and a focus on underwriting bond floors can help investors take advantage of equity volatility. While convertibles have often been overlooked by investors, their unique properties should become more appealing to investors and issuers alike in this environment. We view the convertible market as fundamentally sound, and pullbacks as an opportunity to rebalance into the convertible bonds of companies with strong risk/reward profiles. Whether investors are seeking to diversify across fixed income or equity allocations, convertible bonds can be an attractive complement to many portfolios.

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Appendix

Key Terms of Convertible Bonds

The indenture of the convertible bond, like other fixed income instruments, governs the structure, features and any other key characteristics of the issue. In addition to outlining specific features (e.g., coupon, maturity, etc.), convertible bond indentures must also specify the mechanics regarding the potential conversion. These features allow convertible bond investors to perform calculations to compare one bond with another. A brief description of some key terms are as follows:

- **Conversion Price:** The strike price of the warrant embedded in the convertible security. At issuance, the conversion price is set at a premium above the underlying common stock price.
- **Conversion Ratio:** The number of common shares that the convertible investor is entitled to receive for a convertible security upon conversion. It is calculated as the Par Amount divided by the Conversion Price.
- **Conversion Value:** The market value of the common equity represented by the convertible security. This is also known as “Parity,” and is equal to the Conversion Ratio multiplied by the current price of the underlying stock.
- **Conversion Premium:** The percentage premium paid for a convertible over its conversion value. It is calculated as: $(\text{Convertible Price} / \text{Conversion Value}) - 1$.
- **Investment Value:** The value of the bond-only portion of the convertible. In other words, it is the estimated price at which a convertible security would trade if it did not include a conversion feature.
- **Investment Premium:** The premium or dollar amount at which a convertible security trades in relation to its estimated investment value.
- **Call Provision:** The right of the issuer to redeem a convertible at a specified price before its maturity. At the time of call, if the common stock price is above the conversion price, investors would convert. If not, investors would redeem the convertible bond for cash.
- **Provisional Call Feature:** A call provision where the issuer cannot redeem or call a convertible unless the underlying common reaches a predetermined price. Typically the “trigger price” is 150% above the conversion price.

While obviously not identical, there are parallels between the conversion price of a convertible bond and the strike price of an equity call option. Given the similarities, the two markets also share terminology. A convertible bond is said to be in-the-money when the stock price is higher than the conversion price, and it would be rational to convert. An out-of-the-money convertible bond is when the stock price is lower than the conversion price. If stock price and conversion price are equal, the convertible bond is said to be at-the-money.

At-the-money convertibles exhibit a quality known as “gamma.” As the security passes through the “gamma zone,” the sensitivity of a convertible bond to the underlying equity increases exponentially. In other words, these bonds can have an accelerating rate of return on the upside for even relatively small increases in the equity price.

Ultimately, the value of a convertible bond can be broken down into the value of the fixed income component plus the value of the embedded conversion option. The guidelines below help determine the value of a convertible bond.

A convertible will generally trade higher if:

- the underlying stock price increases (increasing the intrinsic value)
- the underlying stock has higher volatility, which usually implies a greater value for the embedded option in a convertible bond
- there is an improvement in the credit quality of the issuer (i.e., a ratings upgrade, better earnings, reduction in debt outstanding, etc.)

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