



# International Capital Market Association

## ICMA







# Roundtable on the reform of interest rate benchmarks in the EU: transition issues and market developments in new RFRs for FRNs

Banque de France

13 September 2019

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# Overview of ICMA

- The International Capital Market Association (ICMA) is a non-profit membership association representing both the buy side and sell side of the industry.
- ICMA's membership includes issuers, intermediaries, investors and capital market infrastructure providers.
- ICMA has more than 550 members located in over 60 countries worldwide.
- ICMA's mission is to promote resilient and well functioning international debt capital markets.
- The four main pillars of ICMA's work are:
  - Primary bond markets
  - Secondary bond markets
  - Repo and collateral
  - Green, social, and sustainable finance
- ICMA works with its members to create market best practice and documentation:
  - Primary Dealers Handbook
  - Secondary Market Rules and Recommendations
  - Guide to Best Practice in the Repo Market
  - Global Master Repurchase Agreement (GMRA)

[www.icmagroup.org](http://www.icmagroup.org)



## What will I cover today?

- Reminder: The problem with the IBORs
- The scale of the problem
- The adoption of risk-free rates in the FRN/bonds market
- SONIA and SOFR FRN conventions
- Term rates
- New contracts referencing IBORs: fallbacks
- The conversion of legacy bonds
- Options for legacy bonds
- Consent solicitation in practice

# The problem with the IBORs

- The Chief Executive of the UK Financial Conduct Authority (FCA) has said that the FCA would no longer intend to use its powers to persuade or compel banks to submit contributions for LIBOR after the end of 2021

“LIBOR is meant to measure the short-term unsecured funding costs of banks. But the reality is that, since the financial crisis, LIBOR really has become the rate at which banks do not lend to each other. Bank funding markets have changed enormously.”

– Bank of England

“Inherent fragility of its ‘inverted pyramid’, where the pricing of hundreds of trillions of dollars of financial instruments rests on the expert judgment of relatively few individuals, informed by a very small base of unsecured interbank transactions”

– US Federal Reserve

“The globally most relevant interbank interest rates benchmarks, like LIBOR and EURIBOR, were unregulated and their methodologies and governance allowed manipulation on a scale rarely seen in the financial sector.”

– ESMA

# The scale of the problem

LIBOR and other IBORs are embedded across the global financial system.

The outstanding notional value has been estimated as at least:

- GBP LIBOR: \$30 trillion;
- USD LIBOR: \$150 trillion;
- EURIBOR: \$150 trillion;
- Euro LIBOR: \$2 trillion
- CHF LIBOR: \$6.5 trillion;
- JPY LIBOR and TIBOR: \$35 trillion.<sup>1</sup>

Derivatives are estimated to represent around 80% of financial contracts referencing LIBOR by notional value, but cash products (such as loans and bonds) referencing LIBOR are substantial as well.

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<sup>1</sup>Quoted in IBOR Global Benchmark Survey 2018 Transition Roadmap: ISDA, AFME, ICMA, SIFMA and SIFMA Asset Management Group

# The adoption of risk-free rates in the bond market

Progress is already being made with the adoption of new RFR's in bond markets:

## **Sterling**

- Over £30 billion of SONIA FRNs. Issuance of LIBOR transactions has all but ceased
- Issuers have mainly been SSAs, banks and building societies, with a broadening base of investors
- All 40+ transactions have used the same market conventions - SONIA compounded over the interest period in arrear

## **US Dollar**

- Over US\$100 billion of SOFR FRNs have been issued
- Issuers mainly SSA's, financial institutions
- Conventions are evolving



# SONIA and SOFR FRN conventions

Both the UK and US FRN markets have been using overnight risk-free rates over the interest period. They are robust because they are directly linked to the risk-free rate. But the amount of interest in each interest period is not known in advance

## **Different conventions have been followed in the UK and US:**

- In the UK, the SONIA FRNs have used the overnight rate compounded over the interest period; in the US many FRNs have used a simple average of SOFR
- In the UK there has typically been a five-day lag between the interest period and the observation period; many SOFR FRNs have used a lockout at the end of the interest period (this is evolving)
- Recent SOFR deals have used a compounded rate with a lag – this may reflect an emerging preference in the US market to adopt these conventions which seem to be preferred in the market
- Feedback indicates a preference to align conventions across asset classes and jurisdictions where possible



# Term rates

- Forward-looking term rates are being developed in the UK and US, in case they are needed for certain use cases.
  - In the case of forward-looking term rates, the interest is known in advance.
  - But there is a question of how robust forward-looking term rates will be, as they will be a derivative of the risk-free rates.
- The authorities in the UK and the US are encouraging all market participants to continue their transition planning based on overnight rates, and not to wait for the forward-looking term rate, which may not be forthcoming until 2020.
- In the Swiss market, there is likely to be no term rate at all.

# New contracts referencing IBORs : fallbacks

**There has been strong messaging from the official sector in the US and the UK to cease writing any new LIBOR-referencing business**

- If this is not possible, any *new contracts* referencing LIBOR and maturing beyond 2021 should contain robust fallbacks to risk-free rates (see also the EU Benchmark Regulation Article 28(2) requiring “*robust written plans*” in relation to the cessation of a benchmark)
- In the UK, issuers have included alternative fallbacks language to address a permanent cessation of IBORs since mid-2017. This is typically benchmark and currency agnostic and negotiated on a case-by-case basis
- However GBP LIBOR-referencing transactions have all but ceased
- In the US, the ARRC (*Alternative Reference Rates Committee*) has produced fallback language for new USD LIBOR FRN contracts – this hardwires a waterfall of fallbacks

# The conversion of legacy bonds

**Legacy bonds referencing LIBOR are due to mature beyond the end of 2021, when LIBOR may no longer be available.**

- By way of illustration, it has been estimated that the global total of legacy bonds referencing LIBOR with a maturity beyond the end of 2021 is at least *US\$864 billion* equivalent.
- Around 80% of that total references USD-LIBOR
- If LIBOR is discontinued, many legacy bonds will *fallback to a fixed rate* based on the fallbacks drafted into the documentation at a time when permanent discontinuation of the rate would not have been anticipated
- This is unlikely to be aligned with the commercial intention of the counterparties



# Options for legacy bonds

- Unlike derivatives, bonds are contracts between multiple parties and are freely tradeable, meaning the identity of the parties can change
- Bonds cannot be amended by way of adherence to an industry protocol
- Bonds usually contain provisions allowing the terms of the contract to be amended - this requires consent from bondholders
  - Depending on the governing law of the bond and relevant market practice, the consent threshold may be high (e.g. 75% under English law, and 100% under NY law)
- Amending bonds by way of consent solicitation is often time-consuming and administratively burdensome for issuers and bondholders. It is a voluntary process and there is no guarantee of success

# Consent solicitation in practice


- In the UK, *Associated British Ports* (ABP) have undertaken a consent solicitation exercise to amend a series GBP LIBOR FRNs to SONIA plus a fixed spread
- The success of this trade is not necessarily indicative of future success for other transactions; for example, bank capital securities may be more difficult to amend
- We are starting to see other issuers engage in discussions with bondholders regarding amending outstanding securities

# Options for legacy LIBOR bonds

Other options for legacy LIBOR bonds may include:

- Buy-backs or other **liability management exercises**
- Continued publication of an “**unrepresentative**” LIBOR in some form for legacy?
- **Allowing existing fallbacks to operate** without amendment (as a result of which, many FRNs will become fixed rate)
- Emphasis on market solutions





# Thank you Questions?

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