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THE ROLE OF INSTITUTIONAL INVESTORS IN THE DEVELOPMENT OF CAPITAL MARKETS

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Market Infrastructure expertise areas

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IT strategy: Vendor selection, savings assessment, management of RfP, development of infrastructure blueprints, capabilities diagnostics

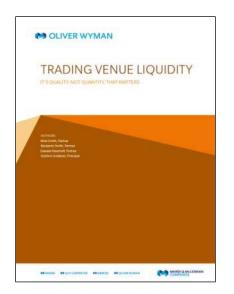
Cost & operational efficiency: cost reduction, efficiencies and business unit synergies, support models, operational and organizational structure design

Partnership & transactions: M&A support (cross transaction lifecycle), post-merger integration, separation, cross-border liquidity pooling, partnerships

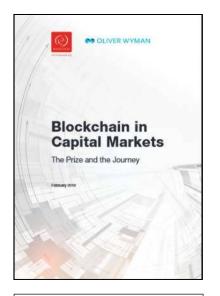
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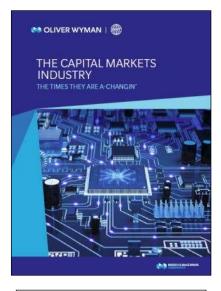
projects have been led by Oliver Wyman globally for market infrastructure providers in recent years

Oliver Wyman have developed a wide range of publications on key capital markets and innovation issues in the industry

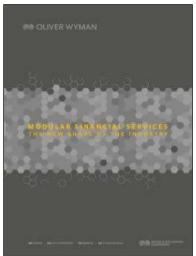


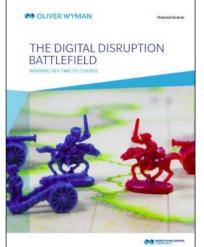














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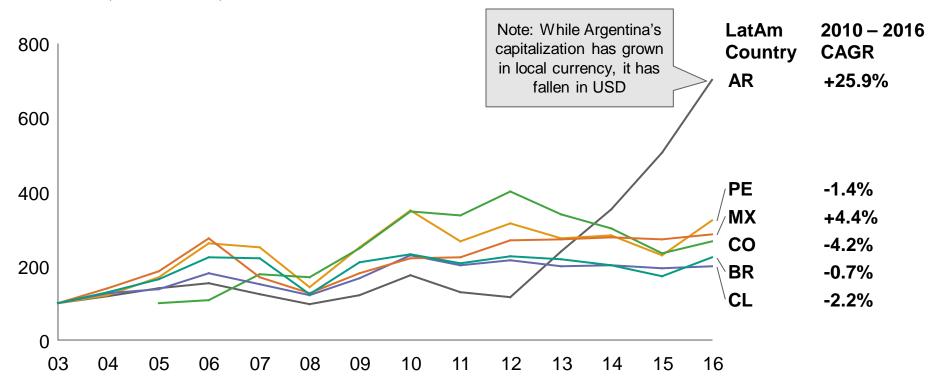
- 1. LatAm Capital Markets Snapshot
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- 4. Promoting the Development of an Institutional Investor Base

1 LatAm Capital Markets Snapshot

Market capitalization Strong rebound post-crisis although recent stagnation

Domestic market capitalization¹ over time

2003-2016, $2003^2 = 100$, local currencies

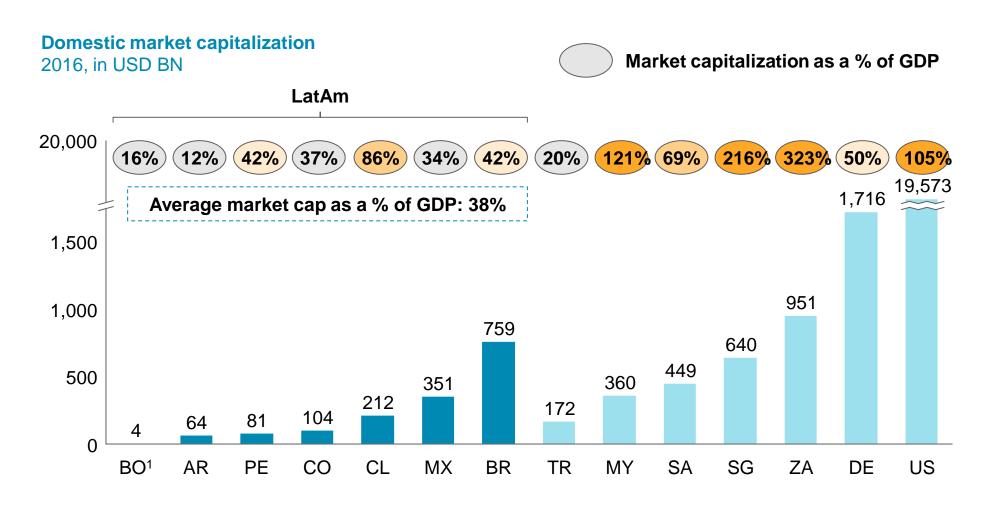


Source: WFE database, WEO, Oliver Wyman analysis

^{1.} Market capitalization represents the share price times the number of shares outstanding (including their several classes) for listed domestic companies. Data are end of year values reported in local currencies

^{2.} No data available for Colombia pre-2005, so domestic market capitalization for Colombia has been indexed as 2005 = 100

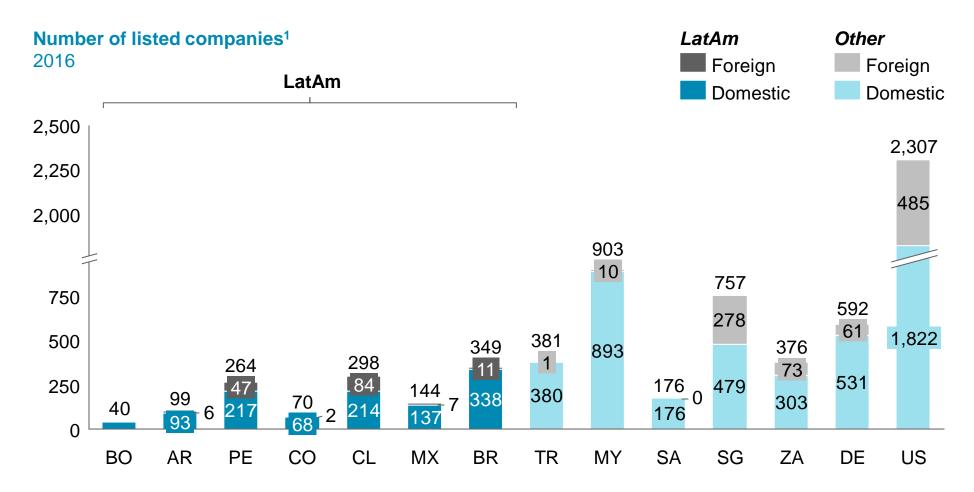
Market capitalization Market cap lags key emerging markets except for Chile



Source: WFE, WEO, Oliver Wyman analysis

^{1.} BO Domestic Market Capitalization based on latest available data (2012)

Issuer base Brazil, Chile and Peru boast reasonably sized issuer bases



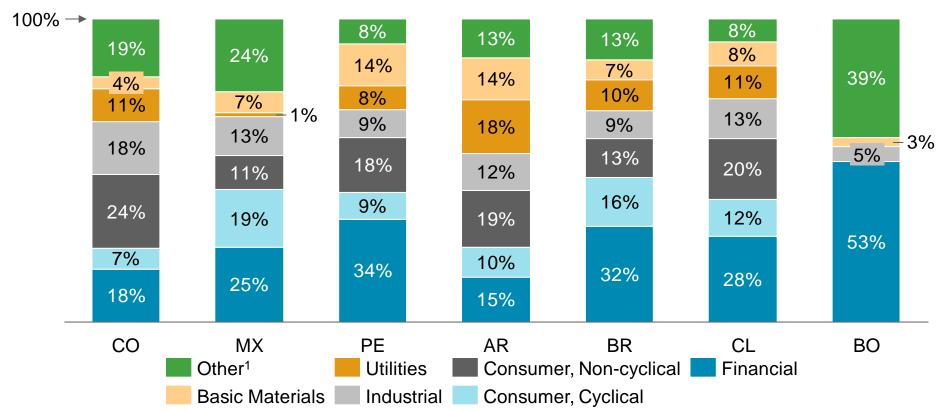
Source: WFE, WEO, Oliver Wyman analysis

^{1.} Listed companies refer to the number of companies which have shares listed on an exchange at the end of the period, split into domestic and foreign, excluding investment funds, unit trusts, and companies whose only business goal is to hold shares of other listed companies, such as holding companies and investment companies. A company with several classes of shares is counted just once. A company is considered domestic when it is incorporated in the same country as where the exchange is located.

Issuer base relatively broad consistently across LatAm markets

Concentration of listed issuers by sector

2016, # of listed issuers



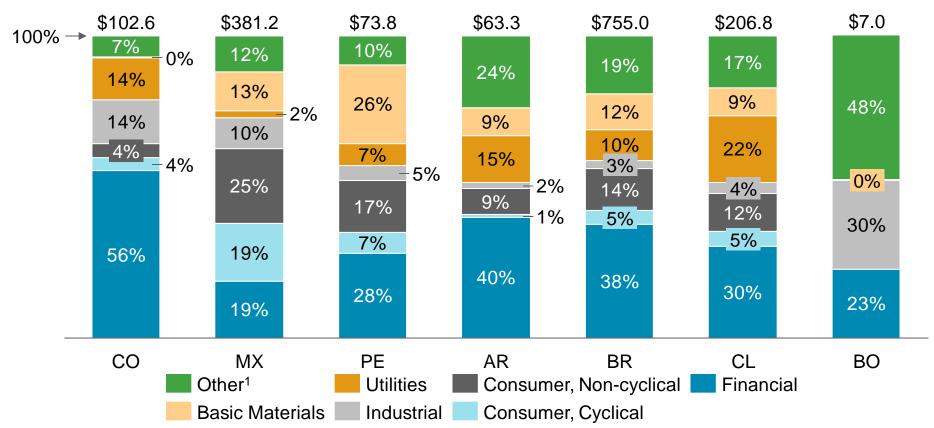
Sources: Oliver Wyman research and analysis

^{1.} Other includes Energy, Communications, Diversified, Technology, and Funds sectors

Issuer base Market cap is however relatively concentrated in Financial firms

Concentration of market capitalization by sector

2016, Domestic market capitalization (USD BN)

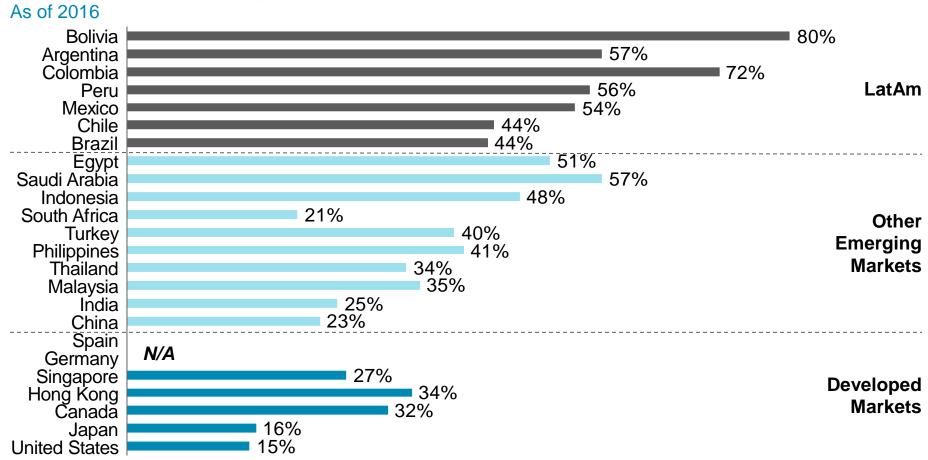


Sources: Oliver Wyman research and analysis

^{1.} Other includes Energy, Communications, Diversified, Technology, and Funds sectors

Capitalization concentration LatAm markets are relatively concentrated across top 10 firms

Market concentration among top 10 domestic companies¹

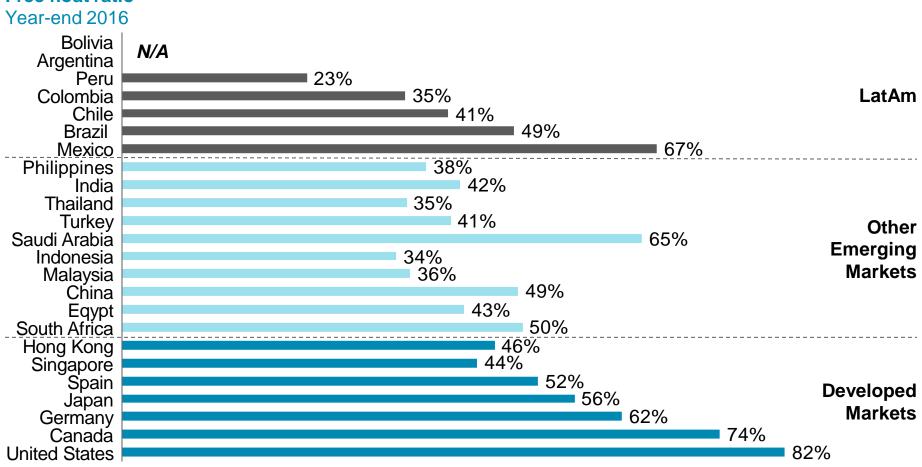


Sources: WFE, Oliver Wyman analysis

^{1.} Defined as the percentage of total market capitalization represented by the 10 most heavily capitalized domestic companies

Free float Free float is relatively low but comparable with small markets



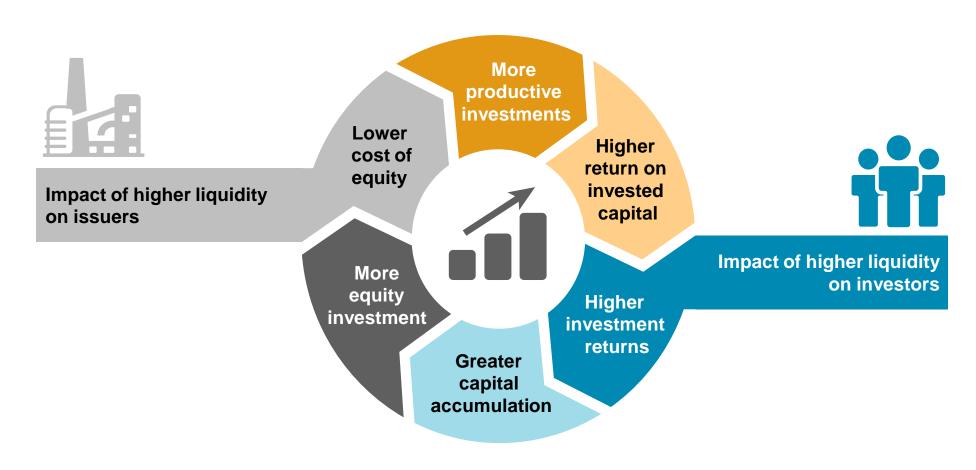


Sources: Credit Suisse Research; Capital IQ, WEF research

2 The Importance of Liquidity for market development

Enhancing liquidity benefits both investors and issuers in a virtuous cycle leading to more efficient capital markets

Benefits of increasing market liquidity



There are also significant wider economic benefits to improved capital markets liquidity

Wider economic benefits

Investors



- Lower cost of trading
- Ability to trade in and out of assets
- Lower price volatility
- Improved price formation

Issuers



- Reduced cost of raising capital
- More accurate share price valuations
- Wider investor base

Exchanges



- Increased volumes & thus revenues
- Greater public confidence in the market
- Support expansion of product offering

Benefits to market participants



Positive cycle helps increase funding to corporates



 Helps drive economic growth, increasing employment, enriching individuals and the economy



 Has a tiered impact as well, as benefits flow through supply chains



 Additional transparency and disclosure improves confidence in the market and listed firms

Liquidity is the ability to facilitate large volumes without excessive price movements with steady and fair prices

Dimensions of liquidity		Definition
D 4	1	 Number of pending orders and volume on both sides of the bid/ask spread
Depth	1	 Greater depth limits the influence of orders on prices
	V	• Lower depth results in the need for "dark" alternative venues
Breadth	\leftarrow \rightarrow	 The cost of reversing a position over a short period A tighter bid/ask spread suggests better breadth
Resilience	→)) 	The speed at which prices return to stability after a shock
Immediacy		The speed at which trades can be conducted at a given cost

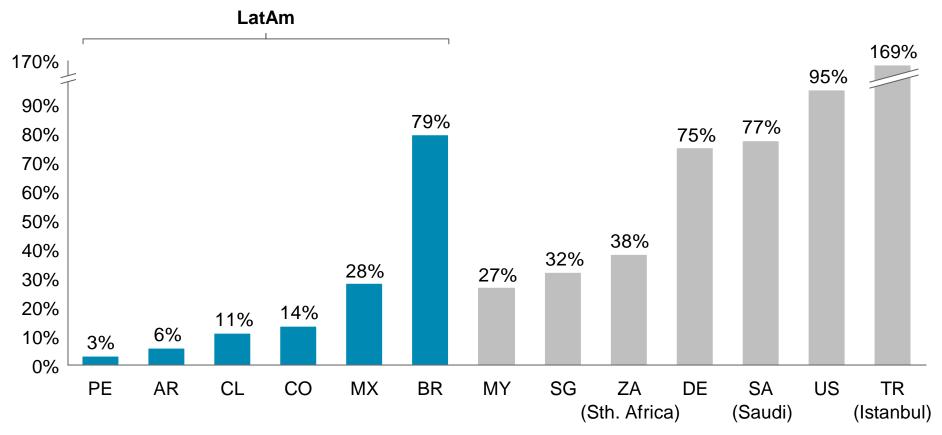
Liquidity can be measured through three key metrics

Dimensions of liquidity		Definition
Bid/Ask spread		 The amount by which the ask price exceeds the bid price for an asset in the market Typically the bid/ask is monitored over time for a measurement
Turnover	*	 The volume or value of shares traded on a stock exchange during a given period of time
Turnover velocity	%	 The ratio between turnover of shares and their market capitalization

Liquidity is still relatively low across LatAm exchanges, although there is a relatively large disparity across the exchanges

Annualized turnover velocity of domestic shares¹

2016; Electronic domestic share turnover in USD / domestic market capitalization in USD (%)



Source: WFE, Oliver Wyman analysis

^{1.} Calculated as the ratio between the Electronic Order Book (EOB) turnover of domestic shares and their market capitalization. The value is annualized by multiplying the monthly average for domestic shares by 12

Three ways to increase liquidity: diversify investor base, increase pools of securities, and improve market environment

Promoting the development of a diverse investor base

Includes both retail and both local and international institutional investors in order to promote a mix of different investment horizons and perspectives

Increasing the pool of securities and associated financial products

Encouraging a greater variety of high quality products available to trade on the venue

Investing in the creation of an enabling market environment

Improving efficiency in the trading and posttrade processes to reduce transaction and settlement costs

Supporting the development of institutional investors is a key component of developing the a diverse investor base

The Role of Institutional Investors

We define institutional investors as including pensions, insurers, mutual funds, SWFs, and hedge funds

Importance for LatAm liquidity

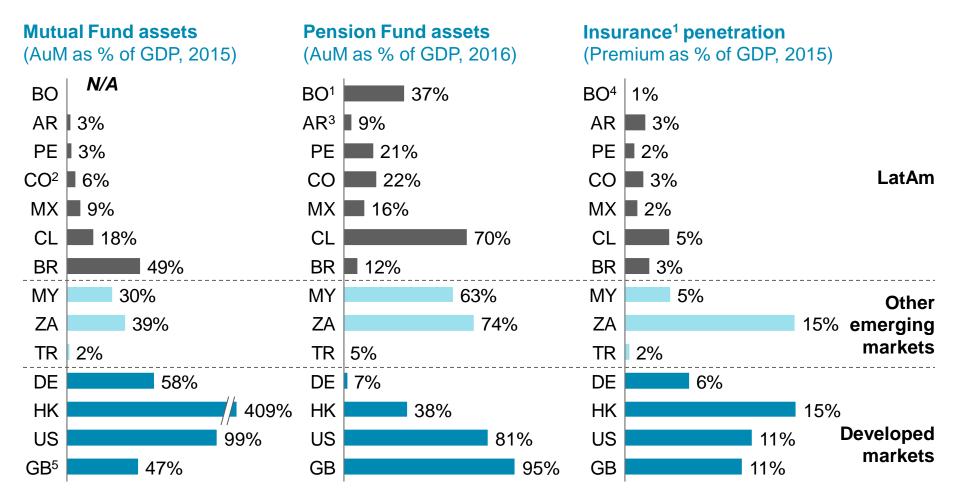
Institution type Typical investment behavior		LatAm context	AuM estimate	
Pension funds	Buy to hold longer-term assetsLimited trading / liquiditySignificant allocation to equities	Focus of recent policiesStrong recent growthRequires more participation	Global ¹ : \$28 TN LatAm: \$1 TN	
Insurance companies	 Longer-term investors although also engage in some shorter-term ALM investment / trading 	Largely vanilla investmentsLack of derivatives	Global ¹ : \$8.5 TN LatAm: \$0.05 TN	
Endowment / Foundations	Long-term horizon (often perpetuity)Mandatory distribution requirements	 Limited local players although foreign market is large 	Global ¹ : \$1.3 TN LatAm: N/A	
Sovereign wealth funds	Very long-term horizonInfrequent trading activityOutcome-dependent approach	 SWFs are fewer and relatively smaller in size (e.g., Chile Copper Fund) 	Global ¹ : \$2.2 TN LatAm: \$0.02 TN	
Hedge funds	 Varied approaches (long/short) and complex hedging with derivatives Employ algo/high frequency trading Unique technology and data needs 	 Limited local market but large global market with increasing forays into EM trading 	Global ² : \$3.2 TN Brazil: \$0.03 TN	
Mutual funds	 Typically long-only Derivatives for synthetic investments Increasing focus on managing ETFs Data and algo trading requirements 	 Market has been developing successfully Further growth potential exists Increasing foreign EM funds 	Global ³ : \$40 TN LatAm: \$1 – 2 TN	

^{1.} Pension Funds, Insurance Company, E&F and SWF figures from Oliver Wyman AuM model (2014). LatAm figures include Argentina, Brazil, Chile, Colombia, Mexico and Peru. 2. Preqin Global Hedge Fund Report (2016). 3. ICI Global Mutual Fund AuM (2016): LatAm defined as Argentina, Brazil, Chile and Mexico only.

Institutional investors also develop vital market enablers

Enabler	Role of institutional investors	Example		
Improved	 Professional and detailed investment research 	Alibaba listing in the US and		
transparency	 Demanding additional management disclosure; keep management honest/open 	significant attention on its business processes in 2015		
Improved	 Vote in shareholder meetings 	Norwegian SWF voted		
Improved governance	 Bring international corporate governance standards; e.g., more independent directors 	against management in 7 of 10 largest equity holdings		
Research	Stimulate demand for investment research from brokers	Increased coverage of emerging markets by brokers following investment		
Ratings	Big ratings agencies rate local companies, enabling greater transparency, better management practices, financial discipline, and improve practices	Indonesia's recent sovereign credit rating upgrade is expected to generate inflows		
Awareness	Improve awareness with retail investors by providing alternative savings and risk management products	Surge in ETF inflows and the growth of mutual funds		
Social & environmental responsibility	Drive more socially responsible investment behavior, including impact investing	Pull-back from coal investments; increased ESG reporting focus		

The local institutional investor base of LatAm markets is relatively small and should thus be a key area of focus



^{1.} Figure from 2015. 2. Figure from 201. 3. Figure from 2007, the year before Argentina enacted pension reform that transferred pension funds' assets to the National Social Security Administration. 4. Figure from 2012. 5. Figure from 2014
Sources: OECD. World Bank

4 Developing the Institutional Investor Base

We see three key levers for supporting institutional investor development

1. Enabling policy environment

- Pension and insurance sector development
- Supportive taxation policies
- Minimizing investment restrictions
- Enabling foreign investors
- Availability and quality of financial advisory services
- Investor education
- Regulatory and institutional architecture

2. Broader securities and derivatives products

- Increasing issuance
- Tiered markets to satisfy range of risk profiles
- Derivatives and risk management products
- Stock lending
- Free float

3. Technology, data and enablers

- State of the art market technology and infrastructure
- Better algorithmic support
- Enabling faster and richer data access
- Efficient post-trade systems

Source: Oliver Wyman analysis

The levers for supporting institutional investor development closely tie to short-comings identified in LatAm markets

MSCI's market accessibility criteria		MSCI's rating assessment (2017)					
WISCI'S Market acce	essibility Criteria	AR	BR	CL	CO	MX	PE
Openness to	 Investor qualification requirement 	++	++	++	++	++	++
foreign ownership	 Foreign ownership limit level 	++	+	++	++	-/?	++
	 Foreign room level 	++	++	++	++	++	++
	 Equal rights to foreign investors 	+	-/?	+	+	-/?	+
Ease of capital	Capital flow restriction levels	++	++	+	+	++	++
inflows/outflows	 FX market liberalization level 	+	-/?	+	-/?	++	++
Efficiency of the	Market entry						
operational	Investor registration	-/?	-/?	-/?	-/?	+	+
framework	 Market organization 						
	 Market regulations 	+	+	+	+	++	+
	Information flow	+	+	+	+	+	+
	 Market infrastructure 						
	 Clearing and settlement 	-/?	-/?	++	+	++	-/?
	Custody	++	++	++	+	++	++
	Registry/Depository	++	++	++	++	++	++
	Trading	+	++	++	+	++	+
	Transferability	+	+	-/?	-/?	++	+
	Stock lending	-/?	++	-/?	+	++	-/?
	Short selling	-/?	++	-/?	+	+	-/?
Competitive landsc	Competitive landscape		-/?	++	++	++	++
Stability of institution	Stability of institutional framework		+	++	-/?	+	+

1. Enabling policy environment

The regulatory environment often serves to inhibit institutional investors but through reforms can stimulate investor growth

Typical regulatory inhibitions



- Reasons vary between markets:
 - Restrictive pay-as-you-go pension schemes
 - Requirements that encourage low-risk investing
 - Restrictions on who manages assets
 - Prohibiting equity market participation

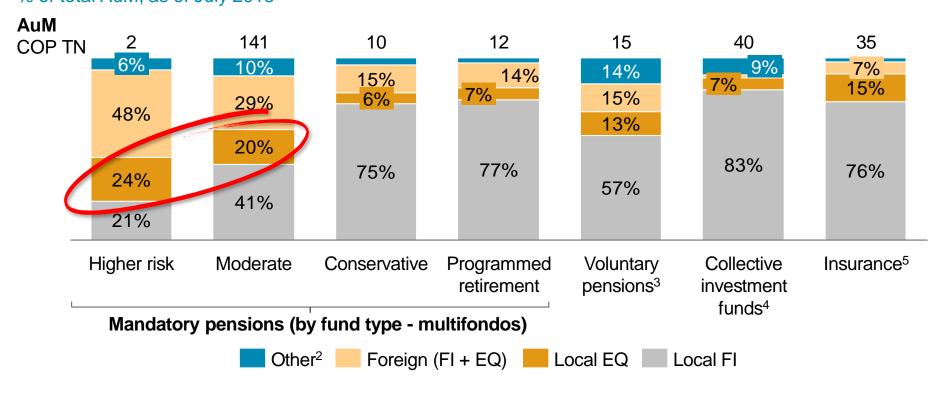
Examples of policy changes



- Encourage private and mandatory pensions
- Remove or relax legislative and regulatory barriers
- Institute tax incentives (e.g., abolish stamp duty)
- Remove distortionary taxes
- Sample interventions by regulators:
 - Brazil: exempted tax on contributions/transactions and allowed aggressive investment approaches
 - Russia: removed "no annual loss" requirements
 - Egypt: abolished stamp duty of 0.1%

1. Enabling policy environment Mandatory private pension systems structure can serve to increase local assets available for equity investment

Asset allocation by type of local institutional investor (shown for Colombia) % of total AuM, as of July 2015¹



As of September 2015 for Collective Investment Funds.

Sources: Superintendencia Financiera de Colombia, Carteras Colectivas, WEF analysis

^{2.} For mandatory and voluntary pension funds "Other" includes PE, derivatives, deposits; for collective investment funds "Other" includes non-rated debt, real estate and specialized funds.

^{3.} Includes voluntary pension funds managed by pension fund administrators, trusts, and insurance companies.

^{4.} Excludes private equity funds and funds managing public resources under Decree 1525.

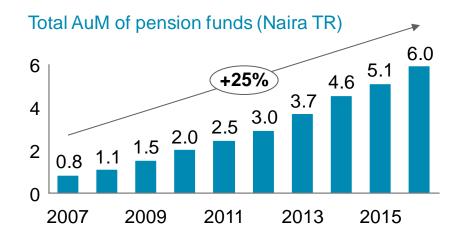
^{5.} Includes life and non-life insurance.

1. Enabling policy environment Several case studies show the impact of institutional investor growth on financial market development

Chile: Financial development started in 1974 in large part driven by institutional investor growth²

- Underwent significant financial deregulation and led to expansion of capital markets
- Development of fully funded pension system contributed to institutional investor base
- Capital markets are growing but have become relatively illiquid
 - Demand for long-term inflation indexed bonds
 - Buy-and-hold is a dominant strategy
- Implications of low liquidity could be profound³:
 higher cost of equity, induce high leverage,
 discourage private equity, impede price discovery

Nigeria: Developing pension funds as an institutional investor base¹



- Introduced major pension reform in 2004 (new DC scheme, increase in portfolio caps in ETFs)
- Pension funds are largest source of domestic investment in equities (~14%)

WEF "Accelerating Capital Markets Development in Emerging Economies" (2017).

^{2.} IMF "Rethinking Financial Deepening: Stability and Growth in Emerging Markets" (2015).

^{3.} L. Brandao-Marques IMF Working Paper "Stock Market Liquidity in Chile" (2016)

1. Enabling policy environment Some LatAm countries have reformed mutual fund regulation given its importance to capital markets' evolution and growth

Chile



- "Ley Unica de Fondos" seeks to gain greater international presence and attract more foreign investors
- Focuses on simplifying operations and tax benefits
- Creates new instruments such as funds of funds

Mexico



- "Ley de fondos de inversion" published early 2014
- Changed denomination from investment companies to investment funds
- Open architecture of MFs seeks to facilitate access and increase competition
- More efficient approval process for funds

Colombia

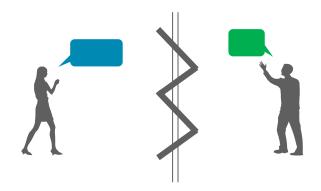


- New regulation identifies MF products as "investment funds" rather than "collective portfolios"
- Mandates independent custody of securities to create greater confidence
- Created concept of "family of funds" that facilitates creation of new products

Source: AAFM

1. Enabling policy environment International institutional investors can serve as a catalyst for improving market liquidity and attracting local demand

Remove regulatory barriers to international participation



- Regulators may adopt a phased approach to market liberalization
- 2001: China joined WTO and introduced new institutional investor program
- 2015: Saudi regulator partially opened markets to allow direct international investments

Facilitate international participation through foreign links with other markets



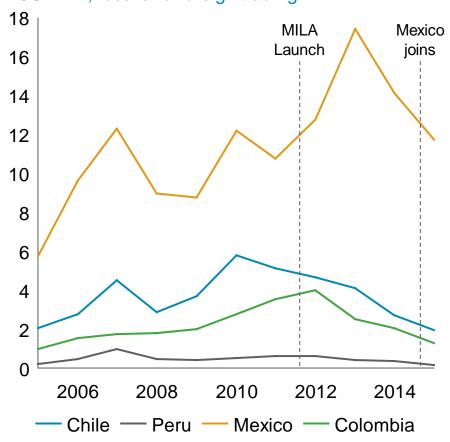
- Institute bilateral linkage initiatives to build institutional investment
- Example: Shanghai-Hong Kong Stock Connect
 - Access listed securities on either exchange
 - Capitalize on mispricing in securities that trade on both exchanges

1. Enabling policy environment Significant potential to grow regional liquidity through MILA



Source: WFE, MILA, Oliver Wyman analysis; EOB: Electronic Order Book





Broker-broker cross-border MILA agreements: **39**

39 42







2. Broader securities and derivatives products A broader pool of securities and derivatives provides more options for investment and risk management supporting growth

Possible levers	_		Market stage	Relative	Ease to	
1 033IDIC ICVCIS	•	Early	Mid-stage	Maturing	impact	implement
	Promote the listings value proposition	✓	√	√		
Optimize market	Specify appropriate admission criteria	\checkmark				
admission requirements	Move to disclosure based approach		√			
	Align with international standards			√	•	
Launch ETFs			✓			
Launch derivatives				√		
Create regional marketplace				√	4	

2. Broader securities and derivatives products Five key approaches adopted globally to improve issuance

1	Privatize state owned enterprises (SOEs) by listing them on the exchange	 Singapore's IPO market Malaysia's government investment arm convertible bond issuance
2	Accelerate approval process and lower issuance fees	 Reforms to speed up approvals process have had a positive impact on liquidity (e.g. Malaysia, Israel, Oman)
3	Create a multi-tiered market to meet the demands of various sized institutions (i.e. SMEs)	 Relaxed listing, disclosure requirements, and lower costs for specific segments (e.g. Korea, Malaysia, Thailand, Singapore)
4	Increase free float by introducing minimum requirements and/or financial incentives	 Malaysia introduced a free float adjusted index Indonesian tax reduction (5%) based on free float % (40%)
5	Facilitate raising of equity capital for non-traditional issuers on the exchange	 Mexico's new REITs regulation Thailand listed infrastructure funds

2. Broader securities and derivatives products Brazil introduced a tiered market structure that provided a step ladder for adherence to higher levels of corporate governance

Brazilian equity markets – overview of reformed market structure -New market segments-Novo Requirements **Traditional** Level 1 Level 2 Mercado **Description Improved** Financials reviewed by independent disclosure auditor Transaction disclosures and reporting x IFRS or US GAAP (Novo Mercado listings only) Tag-along rights for all shareholders **Corporate** governance and Specific Board of Director shareholder requirements rights x X At least 25% free float Corporate issues arbitrated via dedicated panel Only voting Shareholders entitled to vote in some shares allowed key situations X Novo Mercado participants can only issue voting shares

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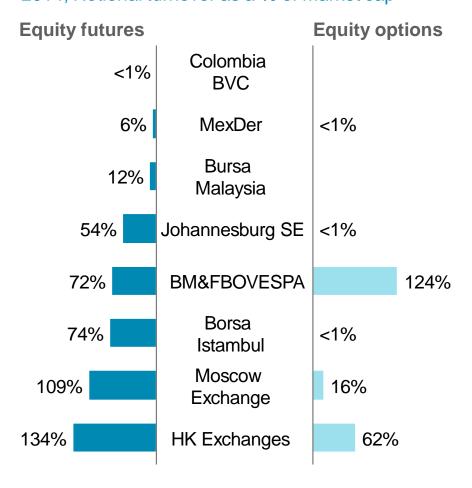
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2. Broader securities and derivatives products Equity derivatives allow a broader range of investment and hedging strategies which are key for institutional investors

Usage of equity derivatives

Institutional	Asset allocation			
investors	Yield enhancement			
	Risk management			
	Hedging earning volatility			
Hedge funds	Arbitrage			
	Yield enhancement			
	Leverage and risk management			
International institutional investors	See institutional investors (above)			
	 Diversification benefits 			
	Liquidity and global risk hedging			
FIG/Other	Asset liability management			
	Hedging			
	Capital structure management			
	 Monetization 			

Relative size of equity derivative markets¹ 2014, Notional turnover as a % of market cap

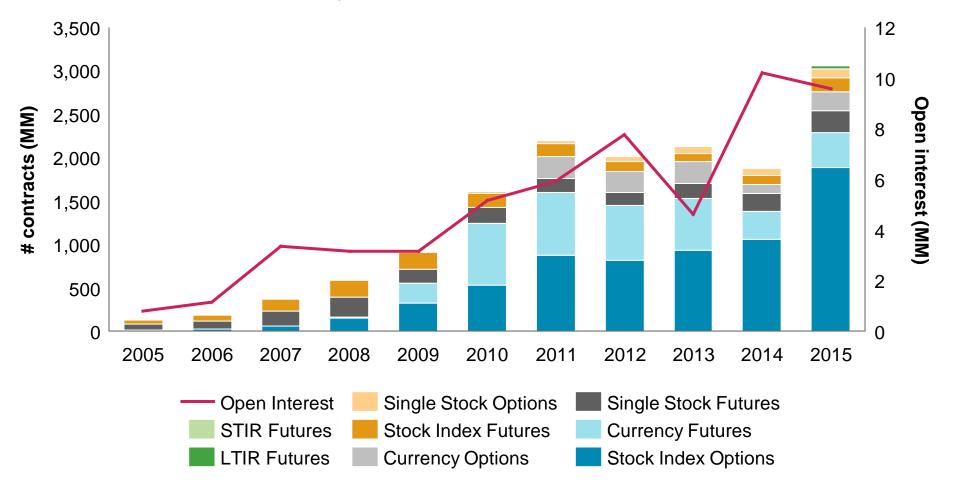


^{1.} Includes single stock, index and ETF futures and options

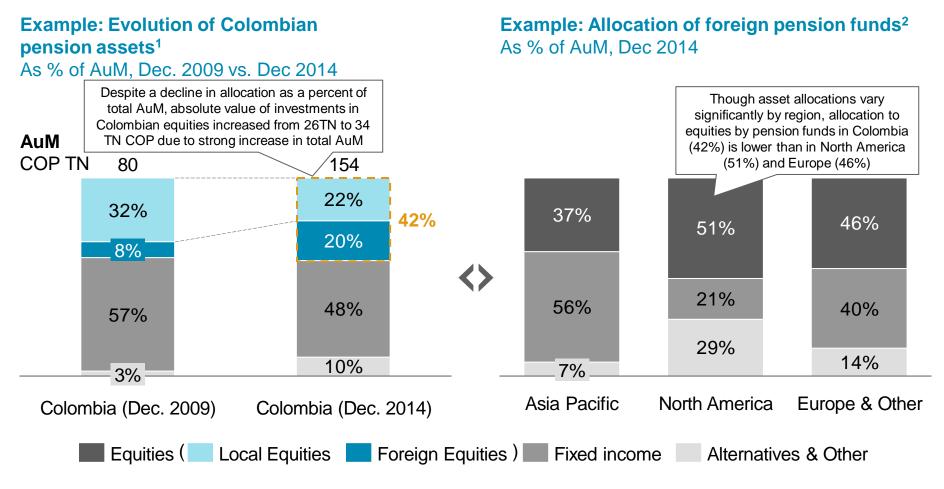
2. Broader securities and derivatives products India's NSE successfully launched its derivatives market in 2000 which has contributed to increased investor activity

NSE India case study

Derivatives – number of contracts & open interest



2. Broader securities and derivatives products Without reforms to stimulate institutional investors locally, they may increase their share of foreign assets



^{1.} Includes mandatory pension funds only

^{2.} Based on top 300 pension funds worldwide Sources: Superintendencia Financiera de Colombia, Towers Watson, WEF analysis

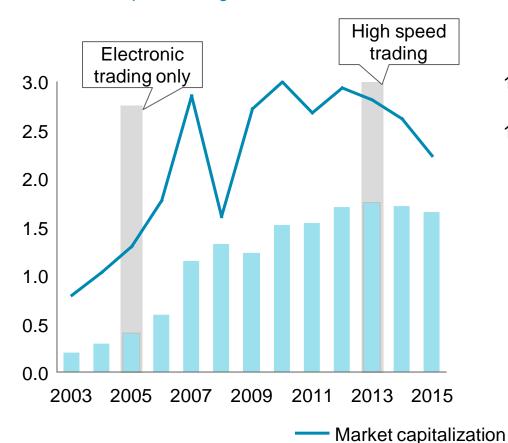
3. Technology, data and enablers Investing in the creation of an enabling market environment

Possible levers -		Market stage			Relative	Ease to
		Early	Mid-stage	Maturing	impact	implement
Improving market trading technology	Electronification	\checkmark				
	Dematerialization	✓			•	
	Direct market access		✓	✓		•
	Algorithmic execution		✓	✓		
	Co-location services			\checkmark		
	Support for algo trading firms			✓		
Enhancing market and reference data	Improved real-time and historical data	√				
	Analytics and tools		✓	✓		
	Index capabilities		\checkmark	√		
Implement market-maker schemes			√		0	
Implement short-selling and securities lending and borrowing				✓	•	

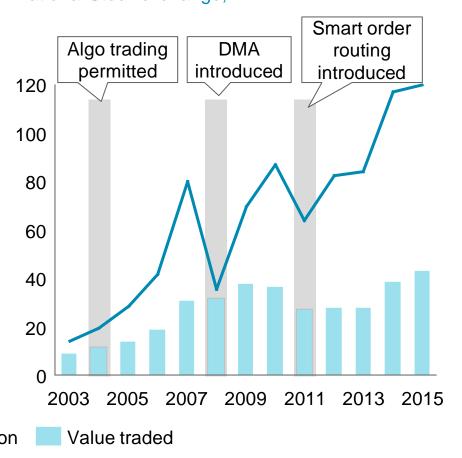
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3. Technology, data and enablers Case study: Impact of shift to electronic trading on liquidity

Brazil: Value traded and market capitalization BM&F Bovespa exchange, in BRL TN



India: Value traded and market capitalization National Stock exchange, in INR BN



Source: Oliver Wyman analysis, WFE data

3. Technology, data and enablers Establishing a network of professional intermediaries will also support market development

Objectives

- Promote greater sophistication of market intermediaries (e.g., investment banks)
- Promote a more leveled playing field between banking and non-banking intermediaries

Benefits

- Development of a full capital markets offering with greater independence between investment and commercial banks
- Increased non-banking institution scale to improve their willingness/capacity to invest and their ability to gain greater sophistication

Case study: Indian exchange certification

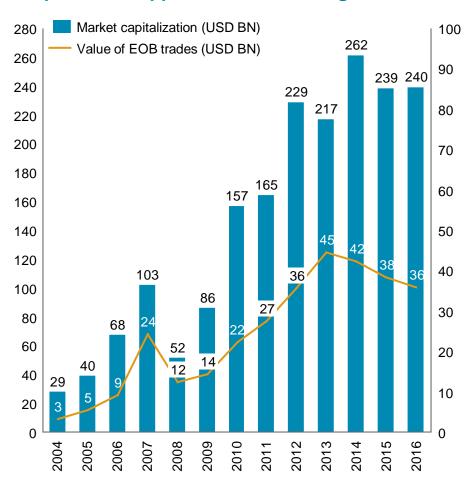
- Critical to promote a network of professional and appropriately regulated intermediaries
- In 1998, the National Stock Exchange of India introduced the Certification on Financial Markets (CFA)
 - Online testing certification program
 - Required by regulation for occupations involving financial intermediation
- CFA ensures intermediaries adhere to a code of conduct and possess the required skills and knowledge to act as market intermediaries

3. Technology, data and enablers The Philippine Stock Exchange improved liquidity through a mix of strategies improving institutional investor participation

Key actions taken

- A variety of interventions were taken by the PSE, market regulators, and policymakers
- Market improvements were due to interaction of multiple interventions than a single initiative
- Invested in **technology** to extend market reach
 - Rolled out Tradex in 2013 to allow users to trade, monitor and manage stock portfolios
 - Launched PSEtrade XTS in 2015, a new trading platform
- Applied key non-technology related strategies:
 - Encouraged investor participation in the market
 - Promoted investor education / financial literacy
 - Strengthened corporate governance and listing standards
 - Diversified investment products

Impact to Philippines Stock Exchange



The policies and levers discussed in this section can support the development of each class of institutional investor

Policies/levers and applicability to each institutional investor type

Institutional investor	Enabling policy environment	Broader securities and derivatives products	Technology, data and enablers
Pension funds	√	\checkmark	
Insurance companies	√	√	
Endowments and Foundations		√	
Sovereign wealth funds		✓	
Hedge funds	√	√	√
Mutual funds	√	√	√

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