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Cadwalader, Wickersham & Taft LLP www.cadwalader.com

## **Longevity Risk:** 1-in-100 Chance of a Trillion Dollar Loss

26 February 2014

# **Rejuvenation biotechnology:**

the sweet spot between prevention and treatment of age-related ill-health

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# The aging population

Percentage of US Population Over Age 65, 1950-2050. Source: UN World Population Prospects 2008 25 20 15 10 5 0 1950 1955 1960 1965 1970 1975 1980 1985 1990 1995 2000 2005 2010 2015 2020 2025 2030 2035 2040 2045 2050

\* Source: http://esa.un.org/wpp/unpp/panel\_population.htm

# The economics of aging



If historical rates continue, US healthcare spending will be 34% of GDP by 2040. *source:* http://www.whitehouse. gov/administration/eop/ cea/TheEconomicCasef orHealthCareReform

In 2010, the US spent \$1.186 trillion on healthcare for people 65+ *Source:* http://www.deloitte.com/ assets/Dcom-UnitedStates/Local%20 Assets/Documents/us dchs\_2012\_hidden\_cos ts112712.pdf

Source: http://sambaker.com/econ/classes/nhe10/

# Age-related vs. infectious diseases

# Most infectious diseases have been easily prevented

- Sanitation
- Vaccines
- Antibiotics
- Carrier control

Age-related diseases have not. Why not?

# Well... what is 'aging', exactly?

Aging is:

The life-long accumulation of damage to the tissues, cells, and molecules of the body that occurs as an intrinsic side-effect of the body's normal operation.

The body can tolerate some damage, but too much of it causes disease and disability.

# A bizarrely underappreciated truth

Age-related diseases are caused by aging! Thus, they are:

- widespread now that infections are "rare"
- staggeringly costly
- universal if you live long enough
- not medically curable, in the strict sense

But they, and aging itself, are nonetheless:

- medical problems
- medically preventable in principle

# What this misguidedness means in \$\$

Even though 90% of US deaths and at least 80% of US medical costs are caused by aging:

National Institutes of Health budget (\$M)~30,000National Institute of Aging budget~1,000Division of Aging Biology budget~150Spent on translational research (max)~10

**SENS Research Foundation budget** 

~5



# **Targeting pathology: tricky**

presbycusis osteoporosis osteoarthritis autoimmunity greying hair presbyopia cataract glaucoma temporal arteritis polymyalgia rheumatica wrinkling Alzheimer's disease Pick's disease corticobasal degeneration progressive supranuclear palsy Parkinson's disease multiple system atrophy dementia with Lewy bodies sarcopenia glomerulonephritis senile cardiac amyloidosis atherosclerosis arteriosclerosis age-related macular degeneration cardiomyopathy diastolic heart failure cancer systemic inflammation oxidative stress reduced coronary blood flow loss of cardiac reserve andropause thymic involution reduced plasma renin activity reduced aldosterone reduced melatonin diurnal rhythm

reduced light adaptation reduced ethanol metabolism altered drug pharmacokinetics somatopause loss of cardiac adaptability incontinence impaired wound healing idiopathic axonal polyneuropathy autonomic neuropathy arrhythmia chronic obstructive pulmonary disorder benign prostatic hypertrophy menopause leukoaraiosis stroke vascular dementia frontotemporal dementia immunosenescence anosmia cachexia anorexia of aging systolic hypertension ageusia erectile dysfunction orthostatic hypotension impaired adaptive beta-cell proliferation fibroblast collapse anergic T-cell clones cellular senescence vascular calcification impaired transdermal absorption impaired thermoregulation reduced tactile acuity impaired vasoconstriction loss of neuromuscular junctions delayed withdrawal reflex

impaired pH maintenance reduced chemical clearance altered dermal immune cell residence and function aberrant allergic and irritant reactions loss of skin elasticity impaired vitamin D synthesis reduced renal reserve renal cortex atrophy qut dysbiosis loss of ieiunal villus height impaired response to vaccination impaired thirst lentigo senilis thinning hair impaired proprioception impaired balance reduced vital capacity reduced cardiorespiratory endurance impaired sweat response impaired blood distribution nutrient malabsorption diverticular disease presbyphagia increased reflux alveolar loss neuronal loss senile emphysema degenerative disc disease joint calcification pineal calcification aberrant differentiation gait instability frontal demyelination axonal atrophy impaired functional connectivity impaired working memory

# Targeting metabolism: also tricky



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# Maintenance: targeting damage Maintenance Gerontology Geriatrics **Metabolism** Pathology ▶ Dam Claim: unlike the others, the maintenance approach can

deliver a big extension of human healthy lifespan quite soon

# **Comparison: car maintenance**



# **Categorizing damage**

### **Damage type**

Cell loss, cell atrophy

**Division-obsessed cells** 

Death-resistant cells

**Mitochondrial mutations** 

Intracellular junk

Extracellular junk

Extracellular matrix stiffening

No new type of damage confirmed since 1982

And, I've said so without challenge since 2002

# **Diseases by damage type**

### **Damage type**

Cell loss, cell atrophy

**Division-obsessed cells** 

**Death-resistant cells** 

**Mitochondrial mutations** 

Intracellular junk

Extracellular junk

Extracellular matrix stiffening

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Cancer

# **Diseases by damage type**

### Damage type

Cell loss, cell atrophy

**Division-obsessed cells** 

Death-resistant cells

**Mitochondrial mutations** 

Intracellular junk

Extracellular junk

Extracellular matrix stiffening

│ Heart ∕/ Disease

# **Diseases by damage type**

### **Damage type**

Cell loss, cell atrophy

**Division-obsessed cells** 

Death-resistant cells

**Mitochondrial mutations** 

Intracellular junk

Extracellular junk

Extracellular matrix stiffening

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Alzheimer's

# Frailty shares the same causes

### **Damage type**

Cell loss, cell atrophy

**Division-obsessed cells** 

Death-resistant cells

**Mitochondrial mutations** 

Intracellular junk

Extracellular junk

Extracellular matrix stiffening

Non-specific

# The "how" of preventative maintenance

- Replace
- Remove
- Repair
- Reinforce



# Addressing each category

Damage type	The maintenance approach
Cell loss, cell atrophy	Cell therapy, mainly
Division-obsessed cells	Telomerase/ALT gene deletion plus periodic stem cell reseeding
Death-resistant cells	Suicide genes, immune stimulation
Mitochondrial mutations	Allotopic expression of 13 proteins
Intracellular junk	Transgenic microbial hydrolases
Extracellular junk	Phagocytosis by immune stimulation
Extracellular matrix stiffening	AGE-breaking molecules/enzymes

# How BIG is the longevity side-benefit?

- Western mortality rate in the 20s is under 10<sup>-3</sup>/y
- If it didn't rise with age (and in fact it will very probably fall), most people would live to over 1000
- Rejuvenation therapies may never be perfect; firstgeneration version may give "only" ~30y extra life
- However, that would buy us time to develop better ones with which to re-rejuvenate the same people, and so on ("longevity escape velocity")
- Period life expectancy will very suddenly become incalculable (literally!)

# How NEAR is the longevity side-benefit?

- This is pioneering technology, so we don't know
- Guess: 50% chance in 20-25y if funding rises soon
- At least 10% chance it'll take >100y
- That's for the therapies I've mentioned today
- They will probably give around 30yr extra life
- LEV thenceforth seems inevitable to me...
- Everyone will understand the above this decade

## Learn more

# Read the (semi-technical) book.

Available at Amazon and all good book stores. Paperback is cheaper, and has an extra chapter!

Visit us on the web at http://www.sens.org/

Drop us a line at foundation@sens.org

ENDING AGING

The Rejuvenation Breakthroughs That Could Reverse Human Aging in Our Lifetime



AUBREY DE GREY, PH.D. WITH MICHAEL RAE

# **Our latest annual report**

# sens research foundation



http://www.sens.org/about/o rganizational-reports

20 pages of comprehensive information about all of our research, our outreach and education initiatives, our financials and our plans for the future

(A more detailed research report is also available)

april 2013

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# Incorporating Medical Developments Into Pension Liability Assessment

Analytics to Assist the Development

of the Longevity Market

Dr. Andrew Coburn Senior Vice President Risk Management Solutions



How can we account for future medical developments in assessing pension liabilities?



# Start with current mortality burden









# Look at timelines for past public health breakthroughs



# **Typical Breakthrough Process**

- Prediscovery
- Discovery
- Approvals
- Adoption
- Enhancement







# Approving a new drug takes time

U.S. Food & Drug Administration and European Medicines Agency

### New Drug Approval Process

Average time to approve a new drug is 15 years



NDA submitted NDA approved

Overall Pass Rate

We also model what would happen if approval processes became quicker – or slower

R<u>M</u>S

### 100,000 possible futures



Assessing anti-aging impacts The RMS longevity risk model, in use since 2009, includes projections of rapid achievement of anti-aging treatment

### RMS Scenario # 20301005

- Treatment available in 20 years (2034)
- Generates additional LE of 30 years for a 20 year old by 2086
- Escape Velocity: First 1000 year old is born 2100



Liability Annuity Factor 5% discount, 3% escalation	<b>Typical Portfolio</b> <b>Pensions in Payment</b> Mean age 70; SD 10	<b>Portfolio of</b> 20 Yr Old Males
Reference View	15.56	38.70
Scenario 20301005	15.63	41.15
Change	0.5%	6.3%

All other vitagions are maintained at their median trajectories



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### Adding future Vitagions increases the long-term rate of improvement





### What if an extreme scenario of mortality improvement occurs?





Where Should Longevity Risk live?

# **Pension Plans**

Concentrated risk – no natural offset Managed by human resources professionals



# Life Insurers

Offset against life insurance Managed by risk professionals



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### The market is coming around to our view



- Capital markets transactions are occurring using the RMS view of risk
- European insurers integrating our views into their risk management
- Large US insurers benchmarking risk capital decisions with our view



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#### THE RECIPE FOR A TRANSACTION MAKING MARKETS WORK FOR INSURANCE AND PENSIONS RISK

### Pretty Sagoo European Insurance Group Solutions, Deutsche Bank



### The recipe for a transaction

	Ingredients	Market Participants (focusing on banks and investors)
	Preparation	Motivations for entering into a transaction Due Diligence
	Cooking Times	Time to Execution



### **Ingredients:** The role of banks



- Liquidity
- Market Making
- Investor education
- Apply existing markets technology to managing insurance risk



### Ingredients: The role of investors as risk takers Why Insurance Risk as an asset class?





## Ingredients: Focusing on Longevity

- There are some key differences between existing ILS investments versus insurance risk from longevity
- Longevity risk is long-dated and linked to trends in mortality improvements





### Ingredients: The challenges to placing longevity risk....

The challenge is to match investors needs with hedgers needs Investors prefer:

- Loss Limiting
- Shorter dated than traditional reinsurance (10-20 years) via commutation mechanism
- Linked to population mortality Indices (ONS, CBS, Statistisches Bundesamt , LLMA...)
- Inflation escalation / other risks excluded
- Transacted as a Derivative under ISDA or (re)insurance contract

=> Difficult to place annuity/pensions risk with investors; but works if risks is appropriately structured

### Ingredients: Challenges to an active market for longevity risk transfer

- Lack of standardization and transparency
- Poor knowledge of longevity risk and lack of consensus on future trends
- Long-term risk
- Lack of liquidity



### **Preparation** What are the motivations for a transaction?

Originating Party (Re)Insurer / Pension	Intermediary Bank	Risk Taker (Re)Insurer / Investor
Re(Insurance) Capital	Bank Capital	Absolute Return
Risk	Return on Capital	Risk
Strategy	Strategy	Diversification
Ratings	Risk	Capital Lock Up (Term)
Cost of Capital	CVA > RWA	

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Deutsche Bank

### **Cooking Times....**

Indemnity Pensions Transaction

6-24m+

**Capital Markets Risk Transactions** 

3-8m (LEO – shorter....)



## **Longevity Experience Option (LEO)**

#### LEO launched to break the mould:

- Familiarity
- Liquidity
- Pricing
- A liquid, standardised, longevity derivative
- Using third party risk analysis (From RMS and Miliman)





### **Illustrative LEO Transaction...continued**

Cohort	Country	Exposure Start Year <sup>1</sup>	RSR (10y) Attachment Level	RSR (10y) Detachment Level
65-69 Male	NL	2013	81.77%	83.75%

#### Sample Transaction Cashflows at Maturity

#### **Payoff Diagram**

- At Maturity:
- The Investor makes a floating rate payment to DB based on the Realised Survival Rate at Year 10

Floating Payment in various scenarios	
RSR <sub>10</sub>	Floating Payment
	= €100 * MIN(1, MAX(0, (82.40% -
82.40%	81.77%) / (83.75% - 81.77% ))) =
	€31.82
81.77%	€O
83.75%	€100



Please Note: Projections are based on a number of assumptions as to market conditions. There can be no guarantee that the projected results will be achieved.

1. Exposure Start Year means the first set of data that will be used in calculation of the RSR will be for males aged 65-69 in 2013.



### **LEGAL ISSUES**

## Jennifer Donohue Partner, Insurance, Reinsurance and Capital Markets CADWALADER WICKERSHAM & TAFT LLP

### The Longevity Market Where is the risk?



### What is insurance?

#### Concept Transfer of risk from someone who is not able or who does not want to bear it (the insured) To someone who is able and does want to bear it (the insurer) Prudential Insurance Co v IRC [1904] 2KB 658 • Any enforceable contract under which the insurer undertakes: in consideration of one or more payments; to pay money or provide a corresponding benefit to an insured; in response to a defined event the occurrence of which is uncertain (either as to when it will occur or as to whether it will occur at all), and adverse to the interests of the insured. Gould v Curtis [1913] 3 KB 84 • Even though attaining a given age or surviving for a stated period of years may not be adverse, a contract to pay out in that event may still be insurance Fuji Finance Inc v Aetna Life Insurance Co. Ltd [1997] Ch 173 The form of a contract is relevant but not decisive as to whether a contract is a contract for insurance The contract must be characterised as a whole and not . according to its "dominant purpose" or the relative weight of its "insurance content". ReDigital Satellite Warranty Cover Ltd [2011] EWHC 122 (Ch) and Sibthorpe v Southwark LBC [2011] EWCA Civ 25 both cited Fuji Finance Inc v Aetna Life . Insurance Co. Ltd and the ratio applied FCA Handbook - PERG 6

### What is special about insurance?

#### Special legal rules, including

- The duty of good faith
  - A contract of .. insurance is a contract based upon the utmost good faith, and, if the utmost good faith be not observed by either party, the contract may be avoided by the other party MIA 1906 s 17
  - The duty of full disclosure
    - The assured must disclose to the insurer all facts material to an insurer's appraisal of the risk which are known or deemed to be known by the assured but neither known or deemed to be known by the insurer If non-disclosure induces the making of the contract on the relevant terms, the insurer may avoid the contract.
- Regulation of insurance-related activities
- Effecting and carrying out contracts of Insurance Assisting in the administration and performance of a contract of insurance are (in general) 'Regulated Activities' for the purposes of the Financial Services and Markets Act 2000 RAO Arts 10—13, 39A-39C and 75, and Schedule 1
- A criminal offence for anyone but an authorised person to carry on these activities in the UK FSMA s 19
- Sections 26 and 27 FSMA 2000 makes agreements in respect of authorised activity made with or through unauthorised persons unenforceable.
- INSPRU 1.15.13
- Insurers can (in general) only carry on insurance business:
  - A firm other than a pure reinsurer must not carry on any commercial business other than insurance business and activities directly arising from that business.
  - A pure reinsurer must not carry on any business other than the business of reinsurance and relation operations (FCA Handbook)

## Further Distinctions Insurable Interest

#### Common Law

• The law requires that a person who contracts insurance has an insurable interest in the subject-matter insured

#### • Life Assurance Act 1774

- No insurance shall be made by any person or persons, bodies politick or corporate on the life or lives of any person, or persons, or on any other event or events whatsoever wherein the person or persons for whose use, benefit, or on whose account such policy or policies shall be made, shall have no interest, or by way of gaming or wagering and every assurance made contrary to the true intent and meaning hereof shall be null and void to all intents and purposes whatsoever
- And it shall not be lawful to make any policy or policies on the life or lives of any person or persons, or other event or events, without inserting in such policy or policies the person or persons name or names interested therein, or for whose use, benefit, or on whose account such policy is so made or underwrote
- And in all cases where the insured hath interest in such life or lives, event or events, no greater sum shall be recovered or received from the insurer or insurers than the amount of value of the interest of the insured in such life or lives, or other event or events.

#### Gambling Act 2005

- S 335. The fact that a contract relates to gambling shall not prevent its enforcement.
- Without prejudice to any rule of law preventing the enforcement of a contract on the grounds of unlawfulness(other than a rule relating specifically to gambling).
- S 10 excludes from the definition of a "bet" (and so from the definition of "gaming")
- Any bet whose making or acceptance is a regulated activity under FSMA 2000

### **The Transformer**

#### • What is a Transformer?

- A special purpose vehicle that "transforms" insurance into an investment offering to the capital markets or vice versa.
- Usually an off-shore cell vehicle or ISPV, regulated and licensed to carry on insurance business.
- Can write traditional reinsurance, as well as convert the longevity exposure in a reinsurance contract to a form that is more palatable to the capital markets.
  - A firm other than a pure reinsurer must not carry on any commercial business other than insurance business and activities directly arising from that business. A pure reinsurer must not carry on any business other than the business of reinsurance and related operations INSPRU 1.5.13
  - Sections 143-148 Solvency II Delegated Acts 2014.
  - FCA Handbook

#### • How does the alchemy happen?

- Allows an insurer/pension fund to transfer pure longevity risk (using a swap) that can be reinsured in the traditional insurance markets.
  - NOTE: The risk has not be transferred to the capital markets
- Allows a reinsurer to cede (via a reinsurance contract) specific policies to the transformer cell, allowing this particular group of policies to be hedged for longevity.

### Why are transformers attractive?

- Authorised to write re-insurance
- No risk of contagion as the cell only holds insurance risk that is transferred into to it and writes no new business.
- Policies being transferred to the vehicle can be cherry picked.
  - E.g.: Only policies of annuitants aged 80 and above could be transferred in. When this is hedged with a longevity swap a 10 year swap should capture a large portion of the longevity risk. 10 year risk is much more palatable to capital markets investors.
- Offers insurers regulatory capital relief.
- Capital markets do not have to take on insurer solvency and credit risk. Transformer is fully capitalised.
- Cell structure means that each cell can be individually tailored according to the needs of the transaction.

### **Dealing with Longevity Risk**

#### • Reinsurance:

- Counterparties must be licensed and regulated.
- Transfer involves not just longevity risk.
- Ceding insurer with a regulatory capital benefit as liabilities are moved off balance sheet.
- Longevity risk has NOT been transferred to the capital markets.
- Longevity Swap:
  - A contract for differences documented under an ISDA Master Agreement.
  - Counterparty does not have to be regulated.
    - NOTE: These possess several of the characteristics of Insurance. Must be carefully documented.
    - Recharacterisation risk as insurance may:
      - Means that the person writing the contract has inadvertently committed a criminal offence or a regulatory infraction (by carrying on insurance business in the UK without permission from the FSA)
      - Affect the enforceability of the contract (eg because the duty of disclosure has not been performed)
      - Impose a duty of utmost good faith on the parties
- Serves to hedge longevity risk as previously discussed.
- Regulatory capital benefit not as extensive as under a reinsurance contract
- Needs to be marked-to-market.
- Originally not much appetite for such swaps with traditional capital markets participants as longevity risk lies in the tail i.e. the swap would have to long-dated. This has changed with "reset" or commutation mechanisms.

### **Other Considerations**

#### EMIR

- Article 4 certain counterparty to OTC to clear eligible contracts to be decided.
- Article 9 12<sup>th</sup> February requirement to report derivative contracts
- Article 11 Trade confirmation and collateral

#### DODD FRANK

 Safe Harbour for ILS BUT wider discussion regarding ILS issuers are commodity pools and therefore should be CFTC registered.

### OTHER DEVELOPMENTS

- Solvency II
- Omnibus 2. January 2016.

### Case Study: £2.5bn Longevity Swap with AstraZeneca

#### **Transaction Overview**

- In December 2013, Deutsche Bank structured and executed a transaction to hedge the longevity risk for pensioner liabilities of the AstraZeneca Pension Fund. The fund is sponsored by AstraZeneca plc, who specialise in pharmaceutical and medical products.
- The transaction protects the pension scheme against the longevity risk of c 10,000 current pensioners and contingent dependants, covering some £2.5bn of liabilities



#### Client Rationale

- Defined benefit pension funds have an obligation to pay a pension throughout each member's life, and often to a dependant on the member's death. Thus, funds have a large exposure to increasing lifespans – "longevity risk".
  By hedging this risk Deutsche Bank say:
  - It almost entirely removes longevity exposure in respect of lives covered
  - Reduces volatility of the cash cost of the pension scheme, also benefiting the sponsor (AstraZeneca plc)
  - Enhances the security of pensioner's benefits
  - Generally well-received by the market

### **Analysis of Transactions**

#### Transaction Overview

- In December 2013, Deutsche Bank structured and executed a transaction to hedge the longevity risk for 5 of the company's defined benefit pension schemes. The funds are all sponsored by Carillion plc, who provide support and construction services.
- The transaction protections the pension scheme against the longevity risk of 9,000 current pensions and contingent dependants, covering some £1 bn of liabilities.
- This was a complex trade encompassing 5 of the pension funds under the same sponsor. The five schemes were priced as a single block of business but executed as five separate derivative contracts (Deutsche Bank AG was the contracting entity). The rationale of Deutsche Bank was that this resulted in reduced costs but kept the flexibility and characteristics of individual contracts.

#### Client Rationale according to Deutsche Bank

- The swap h edges the schemes' longevity exposure in respect of lives covered
- It reduces volatility of the cash cost of the pension scheme, also benefiting the sponsor (Carillion plc)
- It enhances the security of pensions' benefits
- This type of hedge is generally well-received by the market
- The sponsoring company can demonstrate to the market that pension liabilities are being de-risked and execution occurred under tight client timeframes. There was also no immediate cash impact to the company.

