Rating Research Services

Archive: TRC Financial Services Sector Issue Rating Criteria

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(Editor's note: The criteria article is no longer current. It has been superseded by the article "TRC Financial Services Sector Issue Credit Rating Criteria," published on Sept. 23, 2014.)

1. Taiwan Ratings Corp. (TRC) is refining its issue rating criteria to provide guidelines on the issue rating of financial services sectors by adding the refined bank hybrid criteria rating methodology (in section IV B below). This article is related to Standard & Poor's Ratings Services criteria articles, "Hybrid Capital Handbook September 2008 edition," published on Sept. 15, 2008, and "Bank Hybrid Capital Methodology And Assumptions" published on Nov. 1, 2011.

SCOPE OF THE CRITERIA

2. The criteria apply to all existing and future rating on bonds issued by financial services sectors. The section IV A below applies to nonbank financial services sector hybrid ratings and remains mostly unchanged, while the newly added section IV B applies to bank hybrid ratings.
3. The term "banks" includes finance companies and nonoperating holding companies whose main subsidiaries are banks, while the term "nonbank financial services sector" includes securities firms and insurers and nonoperating holding companies whose main subsidiaries include securities firms or insurers.
4. The criteria describes how, for obligations issued by financial services sectors, issue ratings may be equivalent to or notched down from the counterparty credit ratings or the stand-alone credit profile (SACP) as a result of various analytical considerations.
5. These criteria are related to only long-term issue ratings on the TRC scale and do not affect any Standard & Poor's (S&P) global scale ratings assigned to Taiwanese issuers. The notching process will be based from the issuer rating or the SACP of TRC scale ratings, rather than S&P global scale ratings. Moreover, these criteria do not address short-term ratings or other non-TRC scale ratings. These criteria do not address hybrid capital with any capital-ratio based mandatory trigger either.

IMPACT ON OUTSTANDING RATINGS

6. This criteria refinement will not result in rating actions on current outstanding debt and hybrid issues.

EFFECTIVE DATE AND TRANSITION

7. The refined criteria are effective immediately.

METHODOLOGY

Rating The Issue

8. In the financial services sectors, Taiwan Ratings Corp. (TRC) assigns two types of credit ratings-one to issuers and the other to individual issues. The first type is called a counterparty credit rating (CCR). It is our current opinion of an issuer's ability and willingness to meet its financial commitments on a timely basis. In contrast, while issue ratings address timeliness, they also address the relative ranking in bankruptcy and deferral risk on instruments where this is allowable.
9. In Taiwan, the issue ratings are assigned to conventional debt issues and hybrid capital instruments The analysis of specific instruments includes consideration of priorities within an obligor's capital structure and

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the potential effects of collateral and recovery estimates in the event of the obligor's default. Usually senior unsecured debt is rated the same as respective obligor's CCR across Taiwan's financial service sectors, as they are ranked pari passu with the obligor. The analysis may apply notching to instruments that rank below their obligor's senior, unsecured debt, such as subordinate debts.

10. Most types of hybrid capital instruments afford equity benefit to issuers by having ongoing payment requirements that are more flexible than interest payments associated with conventional debt, and by being contractually subordinated to such debt. Obviously, these characteristics make the instruments riskier for investors than debt. In assigning issue ratings to hybrid capital issues, we seek to assess the incremental risks associated with the issue in terms of payment timeliness and principal recovery compared to the CCR and to nondeferrable conventional debt. We reflect these risks in the ratings of hybrid capital issues by assigning them ratings that are "notched down" from the CCR or SACP. Owing to the unpredictable nature of some of the risks to which hybrid capital issue ratings are subject, the ratings are potentially more volatile than the ratings on conventional debt issues. In certain circumstances, where an issuer is experiencing deteriorating credit quality, we may decide to widen the gap between the CCR and hybrid capital issue rating.
11. We also utilize this framework across the rating spectrum. In the case of highly rated issuers, the prospect of financial distress is, by definition, extremely distant. Still, issue ratings reflect our relative assessment of how different instruments in the issuer's capital structure might fare, should the downside case materialize. Some highly rated issuers have argued that in their particular cases, the risk of deferral is so remote that it should not be reflected in a lower issue rating than for subordinated debt. If we accepted this argument, we would not notch down for deferral risk, but we would also see little basis for recognizing equity content in the issue.

A) Nonbank Financial Services Hybrid Ratings

A.1. Rating The Issue: Subordination

12. Subordination adversely affects the ultimate recovery prospects of subordinated obligation holders in a bankruptcy, since claims of priority creditors must be satisfied first. For issuers rated at 'twBBB-' or above, we assign a rating one notch below the CCR for issues that are subordinated (but not deferrable). In the case of issuers rated at 'twBB+' or below, we automatically rated the issue two notches below the CCR just to reflect subordination (apart from the incremental notching for deferral risk). These differentials reflect the weaker recovery prospects for subordinated debt in an issuer failure. Moreover, when subordinated debt has a greater likelihood of payment default than does senior debt-either because of special features in law that limit the circumstances under which subordinated debt can be paid or because of covenants in the subordinated debt that establish capital or earnings tests that must be met before payment can be made-ratings differentials would usually be wider.
13. We do not distinguish in the notching between gradations of subordination: Junior subordinated issues and senior subordinated issues are rated the same. Global experience has shown that, in bankruptcy, ultimate recoveries for different classes of subordinated instruments tend to be similar--and poor. (Likewise, other things being equal, we don't distinguish between hybrid capital issues that are cumulative and those that are noncumulative, since there is little reason to suppose recovery prospects of the two are materially different.
14. When a holding company issues debt, as is common Taiwan, the notching is relative to our CCR on the holding company, which is typically lower than the CCR on the main operating unit.

A.2. Rating The Issue: Deferral

15. Payment risk can be heightened in the case of hybrid capital issues due to:

- The right of optional deferral, where management has the option under the terms of the instrument to suspend or cancel distributions without triggering a default;
- Mandatory deferral, where, with the breaching of one or more predetermined triggers, the issuer is

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required to suspend payments; and

- Regulators' ability, in certain cases, to order companies to defer or cancel payments.

16. Our objective is to fully reflect payment deferral risk in hybrid capital issue ratings, whatever the potential driver of the deferral. As deferral becomes an increasingly likely prospect, the gap between the CCR and the hybrid capital instrument would widen to reflect the heightened risk of deferral.

Optional deferral

17. We assume that issuers will be loath to exercise their right of optional deferral, given the negative reaction this evokes among investors and hence the ramifications it can have for the issuer's future access to capital markets. Deferral risk is heightened when the issuer faces increased prospects of financial distress, such that management's reluctance to defer may ultimately be overcome in favor of the need to conserve cash. As referred to above, the "pressure points" may differ for different types of issuers, meaning the consideration of deferral may come at earlier or later stages in the course of credit deterioration. One danger sign is when a company curtails or eliminates its dividend on common stock: This is sometimes a precursor to a deferral on equity hybrids.

Mandatory deferral

18. Triggers for mandatory deferral vary. Some consist of earnings-, cash flow-, or capitalization-based financial ratio tests; others refer to the issuer's incurrence of a loss during a defined period or the failure to meet specified minimum regulatory capital requirements. Still others tie the payment of the distribution on the equity hybrid directly to the company's payment of the common stock dividend.
19. Obviously, the payment deferral risk for the hybrid capital issue investor is higher when it would take only a minor and temporary shortfall in profitability to cause the deferral, for example. On the other hand, if it would take circumstances so dire for the trigger to be breached that the issuer would likely be on the brink of bankruptcy, then the payment risks for the hybrid capital issue investor would not be materially different than they would be for debt holders.

Regulatory deferral

20. In some regulated financial services sectors, regulators have the authority to direct companies to defer payments on equity hybrids based on the regulators' own assessment of what is prudent. In certain cases, regulated issuers have been ordered to defer even when they met all regulatory capital requirements. Assessing the risk of deferral in the case of a regulated company requires careful consideration of sector- and country-specific factors, including precedents of deferral ordered by the regulatory body in question. Especially important is the identification of financial measures to which the regulator is particularly sensitive.
21. The authority and intent of financial regulators to order deferral of payments in certain circumstances-whether or not clearly defined-means that most hybrid capital securities of regulated financial institutions can be viewed as having de facto mandatory deferral. Regulated financial institutions structure hybrids according to rules established by national regulators for regulatory capital measures. This includes the definitions of the capital ratios or performance measures that would trigger payment deferral if breached. The triggers for deferral-typically the regulatory minimum capital ratio for insurers and holding companies-are usually made explicit in the covenants of the hybrid security. Less often, the trigger is not explicit in the document but is understood by both issuer and regulator.

A.3. Rating The Issue: Factoring Payment Risk Into Issue Ratings

22. In reflecting payment/deferral risk in hybrid capital issue ratings, we evaluate the different sources of deferral risk that are present and seek to assess their combined significance. Where deferral is possible but we believe the prospect of a deferral is relatively remote for the foreseeable future, we take one notch from

the CCR in setting the issue rating, whether the CCR is rated at 'twBBB-' or above, or rated 'twBB+' or below (subordination will increase the notching, as explained in the prior section). A one-notch differential is the typical treatment for issues that have optional deferral alone. For example, the subordinated and optionally deferrable issue of an issuer rated 'twBBB+' would generally be rated 'twBBB-'-one notch for subordination and one notch for payment deferral risk. If the issue were senior and deferrable (a rare but not unheard of combination), the issue would be rated 'twBBB'. We take the same approach even at the highest rating levels. (Note that a subordinated and deferrable issue of a 'twAAA' rated issuer is typically rated 'twAA'. Because there is no 'twAAA-' rating in our rating scale, 'twAA' is two notches below 'twAAA'.)

23. When we have heightened concerns that the issuer may defer-whether due to the exercise of its right to defer optionally, the breaching of a mandatory deferral trigger, or the exercise of a regulator's prerogatives-we increase the gap between the CCR and the issue rating. We do not impose any arbitrary limit on the size of the gap. So, in an extreme example, if the CCR of an issuer were rated at 'twBBB-' or above, but we believed that there was a substantial risk that the payment on the issuer's hybrid securities could be deferred within a few quarters, the issue would have rated at 'twBB+' or lower level. On the other hand, if the issuer faced the immediate prospect of financial distress, yet we believed management remained determined-for whatever reason-not to exercise the right to optionally defer, we could, at least in theory, narrow the notching for deferral risk.
24. Combinations of different forms of deferral may or may not increase deferral risk. For example, if an issue has mandatory and optional deferability and the mandatory triggers are defined so that they could be breached without there necessarily having been fundamental erosion in the issuer's credit quality, then the risks to investors would be greater than if there were optional deferability alone. The same would be true if the triggers were more reflective of fundamental credit quality, but could be breached before the point where the issuer would contemplate optional deferral. In either of these cases, a lower issue rating would be warranted than if there were optional deferability alone. In these circumstances we generally add to the gap between the issue rating and the issuer credit rating. On the other hand, if the mandatory trigger were sufficiently remote that we believed it would be unlikely to be breached before the company would otherwise have optionally deferred, then we would not take away additional notches for the mandatory deferability compared to what would be appropriate for the optional deferability alone.
25. If a mandatory deferral trigger is defined in such a manner that we believed the trigger would always be breached before the company would otherwise consider deferring optionally, and if the company is legally required to issue common shares immediately upon the breach of the trigger, then we could conclude that deferral risk had been effectively eliminated, and not notch down for deferral risk.
26. In the case of regulated financial institutions, explicit mandatory deferral triggers do not add to deferral risk stemming from regulation if-as is generally the case-the triggers just replicate the capital standards that a regulator applies in determining whether to order a deferral.

A.4. Rating The Issue: Default And Distress

27. The definition of our 'twC' long-term issue credit rating applies to issues on which cash coupon payments have been deferred or eliminated as permitted under the terms of the issue. And on the other hand, the issuer is not bankrupt or insolvent and our credit rating CCR on the company is not 'D', 'SD', or 'twR'. We will assign a 'D' rating to issues that are in payment default, to issues that have been subject to a distressed exchange, or when the issuer has filed for bankruptcy or taken similar action.

A.5. Rating The Issue: Government Support

28. The policy for rating the hybrid equity securities of government-supported entities deserves particular mention. When TRC expects the government to support a government-supported entity's debt obligations but has less confidence that the support would be extended to the government-supported entity's equity hybrids, then the base for the notching of the equity hybrid issue rating is not just the CCR (which factors in the imputed government support). The issuer's stand-alone profile (absent government support factors, including extraordinary intervention and rescue) is also a relevant rating factor in these situations.
29. Our approach would be similar in the case of an entity whose CCR benefited from support of a strong

parent, but where we doubted whether parental support would be extended to the subsidiary's hybrid capital.

B) Bank Hybrid Ratings

30. The criteria for rating a bank hybrid capital instrument apply to all such instruments, regardless of their equity content classification.
31. The criteria assign issue ratings to a bank hybrid capital instrument by notching down from the assessment of a bank's SACP, except in the cases described in paragraphs 32-35, when notching is from the CCR under specific circumstances. The reason for this is that the CCR can incorporate government support that does not accrue to hybrid capital instruments, which often form part of a bank's regulatory capital. The gap between the issue ratings on senior bank debt and those on bank hybrid capital instruments widens if more government support is included in the CCR and the senior debt ratings.
32. If a bank subsidiary benefits from group support because of its classification of the group status under our "Group Rating Methodology And Assumptions", published November 9, 2011, the following rating approach applies:

- The issue rating results from notching down from the CCR on the subsidiary if group support is also for the subsidiary's hybrid capital instruments.
- If group support is not expected to maintain payments on a hybrid capital instrument, then the issue rating on that instrument results from notching down from the SACP assessment of the subsidiary.
- The criteria cap the issue rating on a subsidiary's hybrid instrument at no higher than, but potentially lower than, the issue rating on the parent bank's hybrid instruments. This is unless the CCR on the subsidiary is higher than that on the parent. The cap applies unless the parent entity's hybrid instrument has a mandatory going-concern nonpayment trigger set for an earlier point of credit deterioration than any triggers in the subsidiary's hybrid documentation. In this case, it would be possible for a subsidiary's hybrid capital instrument to have a higher rating than the parent's hybrid capital instrument.
- The criteria cap the issue rating on a nonoperating holding company's hybrid instrument at one notch lower than the rating the instrument would have received if it had been issued by the operating bank.

33. The issue rating on a nonoperating holding company's hybrid capital instrument results from notching down from the CCR on the holding company, unless the holding company is also a government-related entity (GRE).
34. To rate a hybrid capital instrument of a bank that is a GRE, the notching is from the SACP assessment of the bank. However, in relatively rare instances, the government may support a GRE's hybrid capital instruments, and the notching would then be from the CCR. This approach applies only if the likelihood of government support under our GRE criteria is "almost certain", "extremely high", or "very high", and we consider that the state would likely provide sufficient financial support to prevent activation of a nonpayment trigger on the hybrid capital instrument (see "Rating Government-Related Entities: Methodology And Assumptions," published Dec. 9, 2010).
35. If the CCR on a bank is lower than the SACP, which can occur if the sovereign rating is lower than the SACP, then the rating approach is to notch down from the CCR.
36. The rating of a bank hybrid capital instrument occurs in five main stages (see table1). A nondeferrable subordinated debt security is not a hybrid capital instrument unless certain conditions apply. The steps to assign issue ratings to nondeferrable subordinated debt are in section B.3.

Instrument features	Rating approach§	Criteria reference
Step 1		
Apply the minimum notching for a bank hybrid capital instrument.†	For an SACP in the 'twbbb-' category or higher, the rating is two notches below the SACP. For an SACP at 'twbb+' or lower, it is three notches below the SACP.	Paragraphs 37-38
Step 2		
Step 2a: Identify whether the instrument contains a clause stating that it mandatorily absorbs losses on a going-concern basis, but in a situation that is not otherwise reflected in the SACP. The loss absorption can be via coupon nonpayment, principal write-down, or a trigger-based conversion into common equity.	If so, deduct one more notch.	Paragraph 43
Step 2b: Identify whether the instrument contains a nonviability contingency clause leading to common equity conversion and/or a principal write-down. **	If so, deduct one more notch.	
Step 2c: Identify whether the instrument contains a contingency clause leading to common equity conversion and/or a principal write-down, but the contingency trigger is either based on rating transitions or is exceptionally sensitive or vulnerable.	If so, the issue rating is no higher than 'twCCC'.	Paragraphs 44
Step 3		
Identify whether the issuer has announced the suspension of interest payments on the hybrid capital instrument, a write-down of the principal, conversion into equity, or default on the due date.	If so, assign an issue rating of 'twCC'.	See existing criteria‡
Step 4		
Identify whether the issuer has announced a distressed exchange offer on the instrument.	If so, assign an issue rating of 'twCC'.	See existing criteria‡
Step 5		
Identify whether there has been a coupon suspension on the hybrid capital instrument, a write-down of principal, trigger-based conversion into common equity, or a distressed exchange.	If so, assign an issue rating of 'twC'.	See existing criteria‡

Note: This table replaces Table 9a from "Hybrid Capital Handbook: September 2008 Edition," published on www.standardandpoors.com, Sept. 15, 2008. §Not all notches are used if that would lead to a rating of 'twC' or 'D' on a hybrid capital instrument that is being fully serviced. In these cases, the hybrid capital instrument receives an issue rating of 'twCC', which is the lowest rating for a hybrid capital instrument that is still being serviced. †The deduction of notches is from the SACP except for some circumstances for which the starting point is the CCR, as discussed in paragraphs 32-35. ‡"General Criteria: How Standard & Poor's Uses Its 'CCC' Rating," published on www.standardandpoors.com, Dec. 12, 2008, and "Rating Implications Of Exchange Offers And Similar Restructurings, Update," published www.standardandpoors.com May 12, 2009, show the criteria for assigning issue ratings of 'CC' and 'C'. SACP--Stand-alone credit profile. ** The criteria define a nonviability situation as one in which a bank is in breach of or about to breach regulatory requirements for its license, and regulatory intervention may therefore be imminent. An example of a nonviability feature is a clause that requires coupon payments or prevents a principal write-down if a bank meets minimum regulatory capital requirements. Another example is a feature that allows coupon nonpayment or a principal write-down only after a bank has breached the minimum regulatory capital requirements. Other nonviability features may limit a bank's ability to suspend coupons or write down principal, even though it is in distress. A nonviability hybrid capital instrument typically absorbs losses no sooner than when a bank's SACP is at 'twccc' or lower. However, the timing of the bank's or regulator's conclusion that the entity is nonviable may lead to a different scenario. If the loss absorption can only occur after a bank defaults, such as when the share capital value is zero, then the instrument is not a nonviability hybrid capital instrument under these criteria. Nonviability refers to when a bank is in breach of, or about to breach, regulatory requirements for its license.

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B.1. Minimum notching

37. The rating methodology for all bank hybrid capital instruments starts with minimum notching. However, depending on an instrument's features, additional notching may apply (see section B.2). The minimum notching for a bank hybrid capital instrument is:

- One or two notches to reflect subordination risk, depending on the SACP assessment, and
- A one-notch deduction to reflect the risk of partial or untimely payment.

38. Debt subordination results in a one-notch deduction from a bank's SACP if the SACP is at 'twbbb-' or higher. An additional notch for subordination applies if the SACP is in the 'twbb+' category or lower.
39. There is no additional deduction from the issue rating to reflect different subcategories of subordination if a bank were in liquidation. This is because the issue ratings mainly aim to reflect the heightened risk of untimely or partial payment.
40. If notching is from the CCR, the minimum deduction is two notches if the CCR is 'twBBB-' or higher, or three notches if the CCR is 'twBB+' or lower.
41. The minimum notching principle also applies for rating mandatory convertibles with triggers that activate conversion, regardless of the instrument's form before conversion.
42. A one-notch deduction for partial or untimely payment risk still applies even if a bank hybrid capital instrument has an ineffectual coupon nonpayment clause. An example of such a clause is one that prevents coupon suspension because of interactions between coupon payment dates. In these situations, there is still a one-notch deduction to reflect nonpayment risk because these instruments offer a bank the legal right to stop paying coupons.

B.2. Additional notches to reflect the risk of partial or untimely payment

43. The deduction of additional notches indicates higher relative risk and also the likelihood of a principal write-down, trigger-based conversion into common equity, or distressed exchange of a bank hybrid capital instrument (see table 1). For example, additional notches apply if an instrument has a mandatory nonpayment trigger that operates independently of a bank's collapse or nonviability, a situation that the SACP analysis would not capture. A deduction of additional notches applies in the following cases:

- If a bank's reporting of a loss in a particular accounting period leads to mandatory nonpayment on an instrument and the bank is therefore unable to use its reserves to offset this loss, the deduction is at least one additional notch.
- The criteria also apply an additional notch if a bank hybrid capital instrument contains a contingency clause that requires mandatory conversion into common equity or a write-down of principal on the activation of a nonviability trigger. If a principal write-down can only occur after the bank's share capital has been written down to zero, then the additional notch does not apply. This is because the SACP assessment captures the trend in share capital.

44. The highest issue rating is 'twCCC' if a contingent capital instrument has an exceptionally sensitive or vulnerable trigger that can be activated although the SACP has not deteriorated significantly. Examples of such triggers include those linked to market capitalization or share price because these factors do not always correlate with changes in creditworthiness. Other triggers may relate to regulators' concerns about financial stability in the broader market and to events or situations that are not observable using public information. This includes situations in which a regulator has full discretion to activate the trigger on a going-concern basis. If the regulator's discretion only extends to deciding whether a bank is nonviable, then the instrument is a nonviability contingent capital instrument and paragraph 43 applies.

B.3. Nondeferrable subordinated bank debt

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45. The issue ratings on a bank's conventional nondeferrable subordinated debt are one notch below the CCR on investment-grade issuers (i.e. banks rated 'twBBB-' or higher). The issue ratings are two notches below the CCR if the CCR is 'twBB+' or lower. The criteria only assign an issue rating of 'D' to an instrument that has stopped paying, however. This notching reflects that the default risk for the subordinated instrument is similar to that on senior debt. The issue rating also reflects such an instrument's subordinated position in an administration, insolvency, or similar proceedings.
46. The criteria take a different approach if a nondeferrable subordinated debt instrument constitutes part of a bank's regulatory capital and represents higher default risk than the senior debt. This occurs in countries where the regulatory and legal frameworks, including bank resolution regimes, could lead to the conversion of nondeferrable subordinated debt into bail-in capital or to untimely or partial payment of coupon or principal, without provoking a legal default or the bank's liquidation.
47. In a country where the features in the previous paragraph apply, the approach to rating nondeferrable subordinated bank debt is to notch down from the SACP, using the minimum notching for subordination. In such jurisdictions, the government is unlikely to support the payment of nondeferrable subordinated debt, even though it may support senior debt. This makes the SACP on the bank the appropriate starting point. Such instruments receive issue ratings that are one notch below the SACP if the SACP is at 'twbbb-' or higher, or two notches below the SACP if the SACP is in the 'twbb+' category or lower. The criteria only assign an issue rating of 'D' to an instrument that has stopped paying, however.
48. Identification of the jurisdictions in which this notching applies relies on whether the legal and regulatory frameworks allow the authorities to instigate restructuring of a failing bank, to the detriment of nondeferrable subordinated debt. An example of such an action is if the authorities order the write-down of principal or transfer a nondeferrable subordinated instrument to a different legal entity from that carrying the senior debt, but also provide protection for the senior creditors. Such flexibility may form part of legislation, past regulatory actions, or the statements of those authorities.
49. In some jurisdictions, the authorities may have power to force a default on nondeferrable subordinated debt to protect senior creditors, but use of this option is uncertain. In rare circumstances, a government may indicate its intention to prevent losses on nondeferrable subordinated debt. The rating methodology in such a situation is to notch down from the CCR instead of from the SACP.
50. If regulatory actions support a bank's senior debt, but allow a default on nondeferrable subordinated debt, the affected subordinated debt instrument receives a rating of 'D' on default, or 'twC' if the nonpayment were in accordance with the instrument's terms and conditions.
51. For nondeferrable subordinated debt of a banking subsidiary of an operating bank parent, or nondeferrable subordinated debt of a nonoperating holding company, the criteria in paragraphs 32-35 also apply.

These criteria represent the specific application of fundamental principles that define credit risk and ratings opinions. Their use is determined by issuer- or issue-specific attributes as well as TRC's assessment of the credit and, if applicable, structural risks for a given issuer or issue rating. Methodology and assumptions may change from time to time as a result of market and economic conditions, issuer- or issue-specific factors, or new empirical evidence that would affect our credit judgment.

Related Criteria And Research

Related Criteria

- **Understanding TRC Rating Definitions**, www.taiwanratings.com, Oct. 29, 2013
- **Bank Hybrid Capital Methodology And Assumptions**, Nov. 1, 2011
- **Hybrid Capital Handbook: September 2008 Edition**, Sept. 15, 2008

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