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# Framing the Issues: Building Securitization Markets in Africa to Advance the SDGs

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## INTRODUCTION

Achieving the Sustainable Development Goals (SDGs)—17 global targets set by the United Nations General Assembly to end poverty and inequality by 2030—will require a level of financial investment that, so far, has not been met. According to one estimate, the annual financing gap for the SDGs is estimated to be between US\$2 trillion and \$4 trillion worldwide, and for low-income countries alone, between US\$1.4 trillion and \$3 trillion.<sup>1</sup> As government and multilateral resources will be insufficient to meet this challenge, it will be essential to mobilize private capital—particularly the trillions of dollars managed by institutional investors—to invest in ways that advance the SDGs.

At the end of 2019, the global asset and wealth management industry managed portfolios totaling around US\$89 trillion.<sup>2</sup> Despite the COVID-19 pandemic, the global investment industry has been relatively resilient overall, and total assets under management (AUM) are likely to continue to grow in the medium and long term. Directing even a fraction of these vast financial resources into investments that advance the SDGs would go a long way to closing the global funding gap.

Importantly, a growing group of global institutional investors and asset managers are looking to invest with impact to create a sustainable future and are using the SDGs to frame their investment strategies. As globally recognized development targets, the SDGs provide investors with a set of goals that are easy to communicate to beneficiaries, clients, and other stakeholders. However, one challenge these investors face is finding attractive investment vehicles in many emerging markets for financing and advancing the SDGs.

One promising approach to overcoming this challenge is to develop more robust securitization markets in developing and emerging market countries. In broad terms, securitization transactions pool the cash flows of predictable payments that an entity receives from potentially hundreds or thousands of payers (on everything from mortgages to commuter bus fares) and raises capital by issuing bonds backed by those cash flows. In addition, bonds backed by these securitized payments can be structured to provide risk, return, and investment-size profiles tailored to a range of investors' needs, including more conservative institutional investors.

Despite their promise, however, securitization markets are underdeveloped in many developing and emerging market countries, including across the continent of Africa,

1. Vanessa Fajans-Turner, "Filling the Finance Gap," United Nations Association-UK, June 19, 2019, <https://www.sustainablegoals.org.uk/filling-the-finance-gap/>.
2. Heredia et al., "Global Asset Management 2020: Protect, Adapt, and Innovate," Boston Consulting Group, May 19, 2020, <https://www.bcg.com/publications/2020/global-asset-management-protect-adapt-innovate>.



where the SDG financing gap is the widest. Only a handful of African countries have experience with securitization transactions. The good news, though, is that a range of stakeholders is working to change this situation and help develop these important markets.

To help establish the potential for well-functioning securitization markets in Africa, the Milken Institute has organized a group of stakeholders in government, the private sector, and development finance institutions to share experiences and discuss core issues and opportunities in this area. The Institute is also creating a knowledge-sharing platform to act as a hub for understanding experiences, best practices, and lessons learned in securitizations.

To begin the project, the Institute held a pair of stakeholder webinars on May 28 and September 10, 2020. The webinars convened over 80 participants, including securitization experts, regulators, financial industry executives, and international development finance specialists. The first webinar surveyed efforts underway to accelerate securitization's development, with a focus on Cote d'Ivoire, Ghana, Kenya, Nigeria, and South Africa. The second webinar focused on increasing investor awareness of the benefits of investing in securitization transactions.<sup>3</sup>

This report summarizes the key insights shared by speakers and participants during these webinars. It is organized into the following sections:

- The importance of securitization markets for the SDGs
- The benefits of securitization for investors
- Learning the right lessons from the global financial crisis
- Key challenges for expanding securitization markets in Africa

The report's conclusion summarizes the main takeaways from the stakeholder discussions.

3. In 2021, the Institute will hold additional webinars focused on transaction case studies and overcoming core barriers to new securitization deals.



# THE IMPORTANCE OF SECURITIZATION MARKETS FOR THE SDGS

Webinar speakers and participants emphasized two interrelated reasons why securitization markets have significant potential to advance financing for the SDGs. First, many SDG-related activities generate cash flows that could be securitized to help raise more and better-priced funding, such as improved access to affordable transportation, education, and electricity, which directly affect the lives of people living in African countries. But often, progress is held back in these areas due to a severe funding gap. As one speaker said, "What you find is that there is a societal need that has not been adequately served by the traditional credit providers, such as the banks."

Second, securitization markets can enable funding for these activities *at scale* in the markets where SDG investment is most needed—mainly because securitization can create investment opportunities that meet the risk/return and size needs of the targeted institutional investors. As a result, securitization markets can provide access to financing from a broader and often institutional investor base to invest in these areas of high impact, even in countries with otherwise underdeveloped capital markets, and help lower the cost of financing for business and household borrowers.

**Figure 1: The 17 Sustainable Development Goals**



Source: United Nations, Department of Economic and Social Affairs (2020)

## BOX A. AN OVERVIEW OF SECURITIZATION STRUCTURES

In a securitization transaction, an entity—a company, a government, or a financial institution—sells assets it owns to a special purpose vehicle (SPV), a separate legal entity. The SPV then issues a bond with interest and principal payments covered by the cash flows of the pooled assets. These assets, which could include loans or future receivables, have predictable revenue streams. The sustainability and predictability of these underlying assets from potentially hundreds or thousands of payers—now pooled—largely determine the quality of the bond.

There are important benefits of securitization for the entity that sells its assets to raise capital, known as the originator. Securitization can enable originators to raise funding under better terms, including at lower interest rates or for the longer term or in local currency. And it gives originators the ability to turn illiquid assets into capital they can use immediately, enabling investment and more rapid expansion.

In general, there are three types of securitization transactions. A mortgage-backed securitization (MBS) pools revenue streams from repayment of home or property loans. Likewise, an asset-backed securitization (ABS) pools loan repayments from other sources beyond real estate. Unlike MBS and ABS securities, which pool existing assets, mainly loans, future flow securitizations (FFS, also called receivable securitization) are based on revenue streams from the ongoing operations of a business—such as ticket sales or commuter tolls—or government payments like tax receipts, most of which will be generated in the future.

### Types of Securitizations

Type	Underlying Assets
Mortgage-Backed Securities	Residential mortgages, commercial mortgages
Asset-Backed Securities	Auto loans, consumer loans, business loans, etc.
Future Flow/Receivables Securitizations	Tolls, airline tickets, leases, utility payments, credit cards, etc.

One unique aspect of securitization is that investors can participate at various risk levels, as represented, typically, by three tranches. The senior tranche is investment grade and has the lowest risk and lowest return. A second, mezzanine tranche has more risk and better return, and a third, junior, or first loss, tranche has the greatest risk but also highest return. Defaults are first assumed by junior tranche investors, providing senior tranche investors with the greatest protection in the case of distress.

In addition to originators, investors, and an SPV, a securitization transaction involves an arranger, a company that structures the transaction, as well as rating agencies and other service providers.



Webinar participants identified a variety of ways in which securitization markets can promote the SDGs. For example, securitization transactions can help finance sustainable cities (SDG 11) through funding improvements to urban transportation based on flows from subway tickets or access to affordable housing through mortgage payments. Likewise, securitizations can improve access to affordable and sustainable energy (SDG 7) through financing the expansion of electrical grids, power production, and solar home systems by securitizing utility or other related payments. Other impact areas include health care (SDG 3) and education (SDG 4).

Fortunately, there are several examples of securitization transactions in African markets that provide models for future deals that could be explicitly designed to mobilize SDG investment. Box B below provides examples of securitizations in four African markets discussed in the webinars. While these deals were not developed with an explicit SDG focus, they serve as trailblazing transactions that lay the groundwork for future transactions that, with some modifications, could directly advance the SDGs. The Nigerian Primero transaction could be a model for financing hybrid or electric buses, for instance. At the sovereign level, governments could invest the proceeds from a tax-receivables securitization (like the one done in Ghana) in one or more of the SDGs.

## BOX B. SELECTED EXAMPLES OF SECURITIZATIONS IN AFRICAN MARKETS

### COTE D'IVOIRE

In 2018, a national electricity company securitized CFA35 million (approximately US\$50 million) of receivables. The transaction was done to manage the company's cash flow and liquidity needs. A US\$70 million equivalent replenishment was done in 2020. The company is a well-established electricity provider and considered one of the leaders in its sector on the African continent.

### GHANA

The Energy Sector Levy Act (ESLA) transaction involves securitizing inflows from a petrol tax that the government levied to raise funds to pay off legacy debts in the energy sector. Two bonds (one for 7 and one for 10 years) backed by the tax receivables were issued by ESLA Plc (the Energy Bond SPV) in 2017 to start off a multi-year, GHS10 billion bond program. Six bonds have been issued to date totaling almost GHS8 billion (over US\$1.3 billion). Domestic institutional investors have largely financed the bonds. Credit enhancement includes over-collateralization and various types of cash reserves. The Government of Ghana, acting through the Ministry of Finance, is the deal's sponsor. The ESLA bonds are listed on the Fixed Income Market of the Ghana Stock Exchange.

### NIGERIA

In 2019, Primero Transport Services Limited (PTSL), a bus company with a concession from the Lagos government, securitized receivables from its bus ticket sales to raise funds to expand its fleet and operations and keep up with growing demand, under a Naira 10 billion (US\$33 million) program. The transaction raised PTSL's rating by five notches and reduced its funding costs. The bonds were sold to domestic institutional investors. The deal, which was oversubscribed, was credit-enhanced by over-collateralization, a cash reserve, a liquidity facility, and a guarantee from a local bank. The security is listed on the Nigerian Stock Exchange and the FMDQ OTC market.

### SOUTH AFRICA

The SA Taxi transaction securitized minibus ticket receipts. The originator is a finance company that provides loans to minibus owners. Minibuses provide a major part of the South African population, particularly lower-income workers living outside the central business district, with access to affordable transportation, with implications for local economic development, job creation, and employment. This transaction helped SA Taxis broaden their investor base, increase their funding, and lower their cost of capital, which allowed them to expand their services. It also provided increased employment opportunities to own a taxi business, a job that is in high demand in the country.



## THE BENEFITS FOR INVESTORS

As noted above, the ability to mobilize institutional private capital is a key reason securitization is important for the SDGs. Private capital at scale is essential for advancing the SDGs because governments and banks, particularly in low-income countries, do not have sufficient financial resources to make the kinds of broad investments required. Likewise, multilaterals, despite their significant resources, are not able to close trillion-dollar financing gaps. At the same time, institutional investors are looking for investments with acceptable risks and returns, particularly in the current low interest-rate investment environment in advanced markets, and that helps create a more sustainable future. Many domestic institutional investors in Africa are increasingly looking to diversify their investments beyond government and bank products.

Securitization markets are particularly well-designed to bring investment from these global and local pools of capital into markets that need it most. Webinar participants say this is because securitization offers several key benefits that help lower overall default rates and improve their risk-adjusted return.

### 1. Pooled risk

Securitized assets can package hundreds to thousands of individual cash flows into a single financial security. Doing so makes the instrument more resilient in the face of certain kinds of risk. As one webinar speaker noted, "One of the major benefits of securitization is reducing event risk. When you fund one institution, that institution may be prone to event risk. When you pool thousands of loans, the possibility of the same risk happening to everybody is highly unlikely." This is the case when it comes to pooling mortgage loans, but it is also true of FFS securities, such as a bond backed by the thousands of small payments by individuals accessing public transportation, as in Nigeria's Primero transaction.

### 2. Tranching

As discussed above in Box A, the tranching aspect of securitization means that investors have access to various levels of risk/return profiles, even within the same issuance. Most securitizations offer three tranches: senior, mezzanine, and junior. The cash flows from the securitized asset are strictly distributed according to the priority of payments (POP, or payments waterfall) built into the structure of the security. As several webinar participants emphasized, tranching offers flexibility to investors, enabling a variety of ways to participate in an issuance, even allowing funds to participate at multiple levels of the same issuance while remaining in compliance with their investment guidelines.



### 3. Credit enhancements

The overall investment risk in a securitized transaction can be further reduced through a mix of internal and external credit enhancements.

The three main types of internal credit enhancements for securitization transactions are over-collateralization, reserve accounts, and excess spread. Over-collateralization and the use of a reserve account both protect investors by absorbing losses from unexpected defaults from the underlying assets. In addition to these protections, MBS and ABS transactions might utilize excess spread as an additional margin to absorb losses. Excess spread is the difference between the interest paid into the SPV from the assets and the interest paid out to investors (after other expenses are accounted for), and this surplus can be designated to absorb potential losses and protect investors.

Securitization structures also benefit from external credit enhancements. Webinar participants particularly pointed to the potential for liquidity lines and external guarantees from governments or development partners as tools to attract investor participation—and thereby also to accelerate the development of securitization markets.

This combination of pooling, tranching, and credit enhancements can help securitization transactions receive ratings as high as AAA. Higher ratings, as one webinar speaker explained, can "provide safe credit risk opportunities for capital that resides in funds with restrictive, conservative mandates to be invested in otherwise unavailable asset classes."

### 4. Portfolio diversification and access to non-traditional sectors at scale

Securitization can enable institutional investors to diversify their portfolios and gain access to sectors of the real economy that are typically unavailable to these investors because the investment opportunities are either too risky or the ticket size is too small. This is because, in addition to mitigating risk, securitization aggregates multiple cash flows and creates larger sized investment opportunities. While a pension fund may not be able to invest directly in a single small to medium-sized enterprise (SME) because the investment size is too small, the same pension fund could invest in a pool of securitized SME debt at a larger ticket size and thereby gain exposure to the economic productivity of SMEs.

### 5. Transparency

As pooled instruments, securitizations can potentially offer investors a vast amount of data, as each underlying flow is—at least in some cases—available for analysis, and the full pool can be analyzed statistically. As one speaker explained,



securitizations can allow investors to "see through to all of the assets that are in the pool and to see how they are performing and how [assets in the pool] are adjusted over time" to maintain the securitization's rating. Another said, "The transparency aspect is really important. As an investor, you can delve down and see what's in your account and track it over time as well—not just on day one, but on a monthly and quarterly basis." This level of transparency, when available, can provide investors with a higher level of confidence in a security that is sometimes thought of as more complex than a corporate bond or an equity investment.

## 6. Liquidity

Several webinar participants emphasized that securitizations can be surprisingly liquid instruments due to their investment-grade ratings. This is particularly true of securitizations that are listed on securities exchanges. Other participants, though, noted that the liquidity depends on the overall development of secondary markets for financial securities and the prevalence of a buy-and-hold mentality among investors.



## LEARNING THE RIGHT LESSONS FROM THE GLOBAL FINANCIAL CRISIS

Despite the benefits described above, many investors and policymakers have the impression that securitizations are particularly risky and even systemically dangerous instruments. This view largely comes from the role securitization played in the 2008 global financial crisis. While several webinar participants argued that the belief that securitization markets are, in and of themselves, particularly risky is generally misguided, they emphasized that lessons from the 2008 global crisis—and the subsequent regulatory reforms—could usefully inform the development of securitization markets in Africa.

In the years leading up to the 2008 crash, securitization markets in the United States and Europe grew roughly six-fold, from over US\$1 trillion in the early 2000s to US\$6.4 trillion in 2007. In the US, this rapid expansion included several troubling practices, particularly the excessive generation of sub-prime mortgages that were securitized in ways that did not reflect the risk of the underlying assets. At the same time, resecuritizations—or securitizations of securitizations—became commonplace, making the transaction risk even more opaque and building greater systemic risk in the financial markets and the broader economy.<sup>4</sup>

After the crisis, governments around the world reformed financial regulations to reduce the likelihood that the problems leading up to 2008 would lead to another systemic failure. For one, in the United States and Europe, post-crisis regulations have required that originators maintain "skin in the game" by retaining a significant economic stake in any securitization. This provision disincentivizes the creation of highly risky or speculative securitizations because the originator will own a share of the losses in case the security fails to repay investors.

While the regulations dampened market activity for several years, they ultimately made securitization markets stronger in ways that make them more attractive to investors. As one roundtable participant explained, new requirements have the combined effect of helping "mitigate the risk of bad debt getting into these SPVs in the first place." In addition, "What was considered a worst-case scenario in 2008 has now been incorporated into scenario testing assumptions and better structuring and monitoring. And particularly now in our experience engaging with borrowers during this new global crisis called COVID-19, we've seen that securitizations have actually been very resilient."

4. In Europe, the structures were less complicated even before the global financial crisis, and European securitizations had significantly fewer defaults in 2008 as a result.



Moreover, with the growing focus on creating a more sustainable world, many regulators have come to recognize the importance of securitization markets for funding sustainable economic growth and that securitization can be an effective, useful instrument if used properly. To this end, newer European regulations, which came into effect in 2019,<sup>5</sup> lighten some of the restrictions imposed immediately after the crisis for securitizations that meet the test of being Simple, Transparent, and Standardized (STS). STS transactions receive preferential regulatory treatment. To further maintain a safer marketplace, the new regulations also prohibit resecuritizations.

As one webinar speaker noted, these regulatory reforms show that "securitization can be done prudently and safely," and several participants suggested they constituted a good model for countries currently developing securitization markets.

5. Regulation (EU) 2017/2402 of the European Parliament and of the Council: <https://eur-lex.europa.eu/legal-content/EN/TXT/PDF/?uri=CELEX:32017R2402>.



# KEY CHALLENGES FOR EXPANDING SECURITIZATION MARKETS IN AFRICA

Even given the potential to build well-functioning and safe securitization markets, webinar speakers and participants identified five core challenges that need to be addressed in African economies to develop securitization markets.

## 1. Establish regulatory frameworks and prioritize regulatory capacity

While several countries have legal frameworks for securitization, many others do not—and having legal frameworks in place is fundamental to developing these markets. As one webinar participant emphasized, arrangers are not going to organize securitization transactions in jurisdictions that lack well-formulated legal frameworks and clear regulations. Likewise, investors will not take risks on what are perceived to be complex securities in a legal vacuum. As one webinar participant said, "Investors want to see a very clear guidance from the regulator that this is an instrument that is allowed."<sup>6</sup>

The failure to develop regulatory frameworks is arguably due in large part to the lack of awareness and understanding of securitization among regulators, and several webinar participants highlighted the need to improve regulatory capacity around securitization. Central bankers, security regulators, and pension and insurance regulators need to have a shared understanding of how securitizations work, what their risks are, and how they can benefit the overall economy. These various government agencies also need to understand how they can best work together to create sensible frameworks for securitization's development and work with the private sector to promote the securitization agenda.

Importantly, one participant argued that early, demonstrative securitization transactions can be a catalyst for building regulatory capacity, as they provide officials throughout various agencies concrete examples they can study and evaluate.

## 2. Focus on the collection of performance data

It is crucial to have performance data on how well the cash flows from the pooled assets perform to develop securitization markets. Without these performance data, it is difficult to understand the overall risks of the pooled assets—and difficult to

6. Several participants raised the “true sale concept of securitization” as an example of the important issues the regulatory environment must clarify for investors. Having a true sale refers to the originator’s ability to completely transfer ownership of its assets to the SPV, take those assets off its balance sheet, and give up recourse to those assets in the case of company distress.



include the proper credit enhancements to make the transaction viable. Webinar participants noted that while some gaps in performance history can be covered by over-collateralization and other types of credit enhancement, other gaps will require credit enhancement at levels that make the transaction unaffordable. In situations where performance data are lacking, it may take several years of improved recordkeeping before a securitization becomes possible.<sup>7</sup>

### **3. Establish tax treatment that encourages market development**

How securitization is treated in a country's tax code is an essential component of the overall legal and regulatory environment. Eliminating tax burdens lowers the transaction costs for investors and can help ensure wider participation in these markets. Conversely, levying such taxes often makes a transaction unaffordable. However, in terms of the legislative agenda, taxation is often considered and addressed separately from the specific legal framework for securitization. According to webinar participants, a key issue is that when loans or receivables are transferred to the special purpose vehicle, they should be exempt from taxation because these flows are not an income-generating activity. Securitizations should also be exempt from a stamp tax.<sup>8</sup>

### **4. Build investor awareness and capacity**

Several webinar participants argued that securitization markets are not an "if you build it, they will come" endeavor. As one webinar speaker said, "The issue is not a shortage of assets. It's really more an issue of getting the investors to understand the asset class." Another participant, speaking of the Nigerian market, said, "Where we're really struggling with is getting investors to be a lot more comfortable with these kinds of structures." A particular point is the need for investors to see that the key focus is on the underlying cash flows of the assets in the pool rather than the balance sheet of the originator/borrower.

Often conservative boards or restrictive investment guidelines also steer investment decisions away from more poorly understood securities, including securitizations—though this is changing in many countries, and institutional investors across Africa are increasingly looking to diversify their investment portfolios. As a result, webinar participants emphasized that one of the key priorities for expanding securitization markets is improving investor understanding of these instruments.

7. As some webinar participants suggested, governments may have stronger performance data than the private sector in some markets, and so government agencies or state-owned enterprises may be important early originators as securitization markets develop, as with Ghana's ESLA deal.
8. As a few speakers noted, Kenya had approved tax neutrality for these aspects of securitization, but new legislation passed to address the economic fallout of the COVID-19 pandemic reversed some previous gains in this area.



## 5. Develop the wider ecosystem of rating agencies and service providers

Intermediaries play an essential role in the development of securitization markets, and webinar speakers and participants argued that African markets need to further develop the capacity of local rating agencies and servicers. While there are a handful of globally recognized rating agencies covering African debt markets, participants seemed to agree that local rating agencies needed further development and capacity building.

The importance of rating agencies is related to the barrier of investor awareness and capacity. As one webinar participant noted, less sophisticated investors are more likely to rely solely on the credit rating agencies, especially when investing in a new instrument. More sophisticated investors might use ratings as well but also do in-house analyses. Part of the issue, one speaker explained, is that some rating agencies themselves are not used to assigning ratings to securitization transactions and sometimes do not understand the credit enhancements they include.

The other key intermediary flagged by webinar participants is the service provider that services the SPV. In particular, the servicer manages a variety of important tasks, including managing the flow of money to the investors, keeping the SPV's accounts, and preparing necessary financial reporting. Investors need to know that a qualified firm is available to take on these responsibilities, and as a few participants noted, markets need qualified back-up servicers to be available in case the initial service provider fails for any reason.

Without these key actors as part of the overall ecosystem, securitization deals are almost impossible to finalize. Developing this wider ecosystem, one participant noted, "will be synonymous with the development of the market."



## MAJOR TAKEAWAYS AND NEXT STEPS

The Milken Institute organized the two securitization webinars informing this report to highlight securitization's potential for closing the SDG financing gap, examine recent deals in detail, and increase awareness of the benefits for investors. Over the course of the discussions, as detailed in the summary above, four ideas emerged as main takeaways.

### FIRST,

securitization offers many benefits to institutional investors, including investment-grade and sizable investment opportunities that can allow these investors to diversify into new areas of economic activity. Securitization's potential to mobilize institutional investors is a key reason it is seen as an important instrument for financing the SDGs.

### SECOND,

by applying the lessons of the 2008 crisis and focusing on simple, transparent, and standardized structures, securitization can be developed safely in a way that minimizes risks to investors and systemic risks to the financial system.

### THIRD,

despite the potential benefits, serious barriers remain to the development of securitization markets in Africa, including underdeveloped legal and regulatory frameworks, a lack of awareness and capacity among investors, and underdeveloped ecosystems.

### FOURTH,

regulators and financial market participants are working together in selected African countries to help create the enabling environments and demonstration transactions to help move securitization forward. There is much to learn across the continent from their efforts, including steps needed to address development challenges.

The Milken Institute believes that knowledge sharing and dialogue can help address some of these barriers. This was the motivation behind these webinars and continues to inform the Institute's work on helping to build securitization markets.



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