# Brighthouse Financial, Inc.

First Quarter 2023 Earnings Call Presentation



# Note regarding forward-looking statements

This presentation and other oral or written statements that we make from time to time may contain information that includes or is based upon forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements involve substantial risks and uncertainties. We have tried, wherever possible, to identify such statements using words such as "anticipate," "estimate," "expect," "project," "may," "will," "could," "intend," "goal," "target," "guidance," "forecast," "preliminary," "objective," "continue," "aim," "plan," "believe" and other words and terms of similar meaning, or that are tied to future periods, in connection with a discussion of future operating or financial performance. In particular, these include, without limitation, statements relating to future actions, prospective services or products, financial projections, future performance or results of current and anticipated services or products, sales efforts, expenses, the outcome of contingencies such as legal proceedings, as well as trends in operating and financial results.

Any or all forward-looking statements may turn out to be wrong. They can be affected by inaccurate assumptions or by known or unknown risks and uncertainties. Many such factors will be important in determining the actual future results of Brighthouse Financial. These statements are based on current expectations and the current economic environment and involve a number of risks and uncertainties that are difficult to predict. These statements are not guarantees of future performance. Actual results could differ materially from those expressed or implied in the forwardlooking statements due to a variety of known and unknown risks, uncertainties and other factors. Although it is not possible to identify all of these risks and factors, they include, among others: differences between actual experience and actuarial assumptions and the effectiveness of our actuarial models; higher risk management costs and exposure to increased market risk due to guarantees within certain of our products; the effectiveness of our variable annuity exposure risk management strategy and the impact of such strategy on volatility in our profitability measures and negative effects on our statutory capital; material differences between actual outcomes and the sensitivities calculated under certain scenarios that we may utilize in connection with our variable annuity risk management strategies; the impact of interest rates on our future universal life with secondary quarantees ("ULSG") policyholder obligations and net income volatility; the potential material adverse effect of changes in accounting standards, practices or policies applicable to us, including changes in the accounting for long-duration contracts; loss of business and other negative impacts resulting from a downgrade or a potential downgrade in our financial strength or credit ratings; the availability of reinsurance and the ability of the counterparties to our reinsurance or indemnification arrangements to perform their obligations thereunder; heightened competition, including with respect to service, product features, scale, price, actual or perceived financial strength, claims-paying ratings, credit ratings, e-business capabilities and name recognition; our ability to market and distribute our products through distribution channels; any failure of third parties to provide services we need, any failure of the practices and procedures of such third parties and any inability to obtain information or assistance we need from third parties; the ability of our subsidiaries to pay dividends to us, and our ability to pay dividends to our shareholders and repurchase our common stock; the risks associated with climate change; the adverse impact of public health crises, extreme mortality events or similar occurrences on our business and the economy in general; the impact of adverse capital and credit market conditions, including with respect to our ability to meet liquidity needs and access capital; the impact of economic conditions in the capital markets and the U.S. and global economy, as well as geopolitical events, military actions or catastrophic events, on our profitability measures as well as our investment portfolio, including on realized and unrealized losses and impairments, net investment spread and net investment income; the financial risks that our investment portfolio is subject to, including credit risk, interest rate risk, inflation risk, market valuation risk, liquidity risk, real estate risk, derivatives risk, and other factors outside our control; the impact of changes in regulation and in supervisory and enforcement policies or interpretations thereof on our insurance business or other operations; the potential material negative tax impact of potential future tax legislation that could make some of our products less attractive to consumers or increase our tax liability; the effectiveness of our policies, procedures and processes in managing risk; the loss or disclosure of confidential information, damage to our reputation and impairment of our ability to conduct business effectively as a result of any failure in cyber- or other information security systems; whether all or any portion of the tax consequences of our separation from MetLife, Inc. ("MetLife") are not as expected, leading to material additional taxes or material adverse consequences to tax attributes that impact us; and other factors described from time to time in documents that we file with the U.S. Securities and Exchange Commission (the "SEC").

For the reasons described above, we caution you against relying on any forward-looking statements, which should also be read in conjunction with the other cautionary statements included and the risks, uncertainties and other factors identified in our Annual Report on Form 10-K for the year ended December 31, 2022, particularly in the sections entitled "Risk Factors" and "Quantitative and Qualitative Disclosures About Market Risk," as well as in our other subsequent filings with the SEC. Further, any forward-looking statement speaks only as of the date on which it is made, and we undertake no obligation to update or revise any forward-looking statement to reflect events or circumstances after the date on which the statement is made or to reflect the occurrence of unanticipated events, except as otherwise may be required by law.

# **Non-GAAP** financial information

This presentation also contains measures that are not calculated based on accounting principles generally accepted in the United States of America, also known as "GAAP." Additional information regarding our use of non-GAAP financial information is included in the Appendix to these slides.



# **Executive summary**

## Financial results and drivers

- Estimated combined risk-based capital (RBC) ratio<sup>(1)</sup> between 460% and 480%; holding company liquid assets of \$1.1 billion
- Statutory combined total adjusted capital (TAC)<sup>(1)</sup> of \$8.2 billion
- Normalized statutory earnings<sup>(1)</sup> of \$0.2 billion
- Adjusted earnings<sup>(2)(3)</sup> of \$195 million:
  - Net investment income ~\$80 million below quarterly run-rate expectation, post-tax, driven by an alternative investment yield of zero<sup>(4)</sup> in the quarter
  - Underwriting margin lower than quarterly run-rate expectation, offset by lower expenses and other favorable items

# **Common stock repurchases**

 The company repurchased \$62 million of common stock in 1Q 2023; additional approximately \$27 million repurchased, on a trade date basis, through May 5, 2023

# Net income (loss) available to shareholders; adjusted earnings; adjusted earnings, less notable items

	For the Three Months Ended					
		rch 31, 023		nber 31, 022		rch 31, 022
(\$ in millions, except per share)	Total	Per share (1)	Total	Per share (1)	Total	Per share (1)
Net income (loss) available to shareholders	\$(525)	\$(7.72)	\$110	\$1.59	\$1,558	\$20.11
Adjusted earnings (2)	\$195	\$2.86	\$545	\$7.81	\$380	\$4.91
Notable items <sup>(3)</sup> (\$ in millions, except per share)						
Actuarial items and other adjustments	\$-	\$-	\$(227)	\$(3.25)	\$19	\$0.25
Establishment costs	\$-	\$-	\$15	\$0.22	\$12	\$0.15
Prior year tax matters	\$-	\$-	(\$51)	(\$0.73)	\$-	\$-
Adjusted earnings, less notable items (2)	\$195	\$2.86	\$282	\$4.04	\$411	\$5.30

# **Annuities**

# Adjusted earnings, less notable items<sup>(1)</sup>

(\$ in millions)



## **Highlights**

- 35% increase in sales versus 1Q 2022
- On a quarter-over-quarter basis, results reflect:
  - Lower fees and higher interest credited
  - Partially offset by higher net investment income
- Sequential results reflect:
  - Higher fees and lower expenses
  - Partially offset by lower net investment income

## **Key metrics**

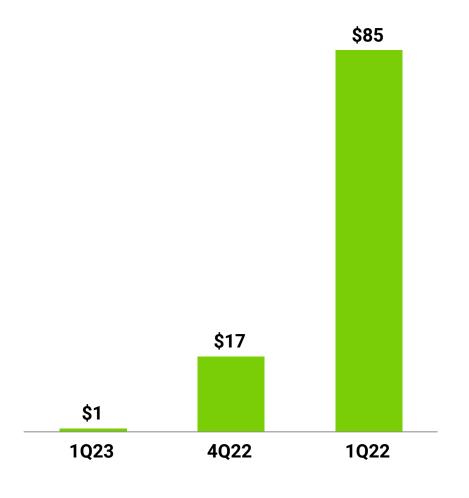
	For the Three Months Ended					
(\$ in millions)	March 31, 2023	December 31, 2022	March 31, 2022			
Sales	\$2,799	\$3,211	\$2,070			
Net flows	\$(702)	\$(53)	\$(907)			
Account value	\$134,330	\$129,603	\$144,068			
VA Separate account returns	5.80%	6.82%	(6.36)%			



# Life insurance

# Adjusted earnings, less notable items<sup>(1)</sup>

(\$ in millions)



## **Highlights**

- 15% increase in sales versus 1Q 2022
- On a quarter-over-quarter basis, results reflect:
  - Lower net investment income and a lower underwriting margin
- On a sequential basis, results reflect:
  - Lower underwriting margin
  - Partially offset by higher net investment income and lower expenses

## **Key metrics**

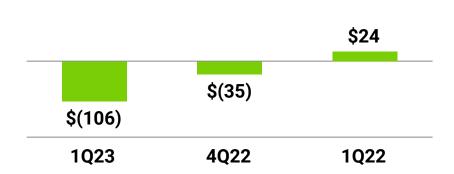
	For the Three Months Ended					
(\$ in millions)	March 31, 2023	December 31, 2022	March 31, 2022			
Sales	\$23	\$22	\$20			
Account value	\$8,077	\$7,873	\$8,933			
Life in-force, net of reinsurance <sup>(2)</sup>	\$324,671	\$326,054	\$334,322			

# **Run-off segment and Corporate & Other**

## **Run-off**

# Adjusted earnings, less notable items<sup>(1)</sup>



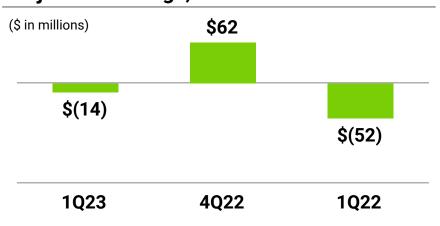


## **Highlights**

- On a quarter-over-quarter basis, results reflect:
  - Lower net investment income and a lower underwriting margin
  - Partially offset by lower expenses
- On a sequential basis, results reflect:
  - A lower underwriting margin
  - Partially offset by higher net investment income and lower expenses

# **Corporate & Other**

# Adjusted earnings, less notable items<sup>(1)</sup>



## **Highlights**

- On a quarter-over-quarter basis, results reflect:
  - Higher net investment income and a higher tax benefit
- On a sequential basis, results reflect:
  - Higher expenses
  - Partially offset by higher net investment income

# Robust capital and liquidity position

# Capital position as of March 31, 2023

- Estimated combined RBC ratio<sup>(1)</sup> between 460% and 480%
- TAC<sup>(1)</sup> increased to \$8.2 billion

# **Common stock repurchases**

(\$ in millions)

## 

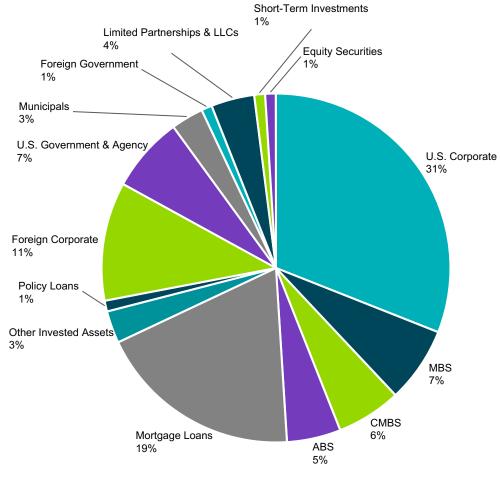
## Holding company liquid assets

(\$ in billions)



# Well-diversified, high-quality investment portfolio

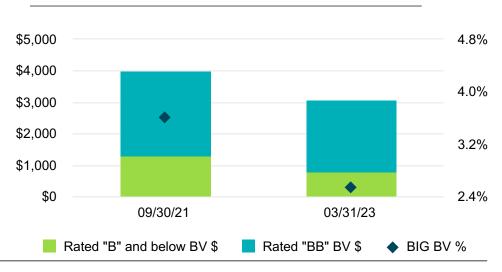
## Portfolio composition by asset class<sup>(1)</sup>



# Key highlights (1)

- ~\$118B in total investments (TI)
- ~\$85B in fixed maturity securities (FMS)
  - 96% Investment grade (64% A or better)
- Began de-risking portfolio in 4Q 2021
  - Including reducing emerging markets and high-yield portfolio
  - More conservative new money strategy

# FMS Below Investment Grade (BIG) Holdings<sup>(2)</sup>





(1) All amounts and percentages based on book value (BV) as of 3/31/2023; does not include \$3.7B in cash and cash equivalents (CE). (2) Dollars in millions. Based on consolidated Nationally Recognized Statistical Rating Organizations ("NRSRO") ratings; denominator includes \$3.7B in cash and cash equivalents (CE).

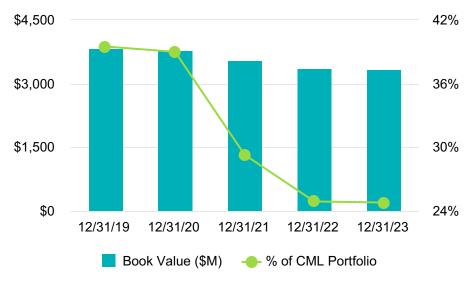
Note: Totals may not sum to 100% due to rounding.

# Diversified commercial mortgage loan portfolio

## **Commercial Mortgage Loan (CML) Portfolio**

Sector	Book Value \$ in millions	% of Book Value	LTV (%)	Debt Service Coverage Ratio (DSCR)
Apartment	5,425	40.1%	58%	2.02
Office	3,357	24.8%	57%	2.16
Industrial	2,035	15.1%	55%	2.61
Retail	1,855	13.7%	67%	2.04
Hotel	857	6.3%	43%	3.41
Total	\$13,529	100.0%	57%	2.24

## **Office Sector Portfolio**



- High quality portfolio, with solid credit metrics including low loan-to-values (LTV)
- Office loans less than 3% of TI
  - Reduced office by almost \$500M since 2019, while CML portfolio grew \$3B+
- Less than 1.5% of CML portfolio consists of loans >70% LTV and <1.2x DSCR</li>
- Less than 2.5% of office portfolio consists of loans >70% LTV and <1.2x DSCR</li>



# **Favorable CML maturity profile**

**Total Commercial Mortgage Loan Portfolio** 

Year	Book Value \$ in millions	% Book Value	LTV	DSCR
2023	493	4%	58%	2.24
2024	729	5%	56%	2.22
2023 to 2024	\$1,222	9%	57%	2.23

## **Office Property Type Portfolio**

Year	Book Value \$ in millions	% Book Value	LTV	DSCR
2023	249	8%	58%	2.47
2024	142	4%	59%	2.52
2023 to 2024	\$391	12%	58%	2.49

- Total CML portfolio has 9% of maturities in next 2 years
- Office portfolio has 12% of maturities in next 2 years
- In both cases, LTV and DSCR are in line with portfolio averages
- Only \$39M of upcoming maturities are loans >70% LTV and <1.2x DSCR</li>



# Highly-rated, well-enhanced CMBS portfolio

## **Total CMBS Portfolio**

Rating	Book Value \$ in millions	% of Book Value	Credit Enhancement
AAA	5,156	70%	34%
AA	1,305	18%	27%
Α	461	6%	28%
BBB	396	6%	23%
BIG	25	0%	29%
Total	\$7,343	100%	32%

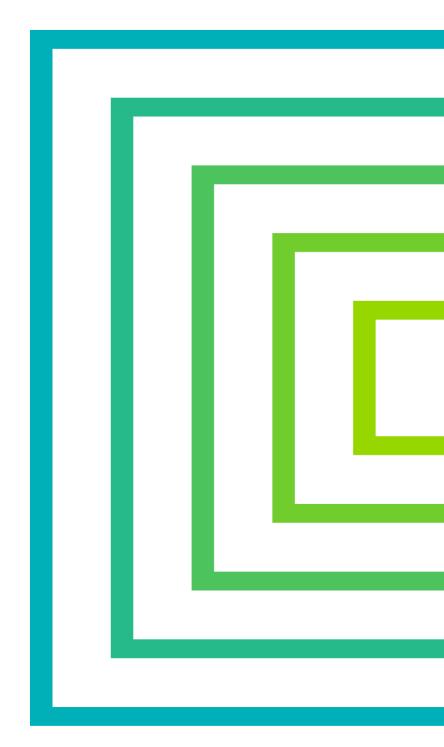
- 98.4% of CMBS holdings designated NAIC-1; only \$15M below NAIC-2
- Weighted average credit enhancement of 32%
- Current office exposure is 26%, in line with market

## **CMBS Portfolio NAIC Designation Breakdown**

Rating	NAIC 1	NAIC 2	NAIC 3	NAIC 4	NAIC 5	Book Value \$ in millions
AAA	5,156	_	_	_	_	5,156
AA	1,305	_	_	_	_	1,305
Α	454	7	_	_	_	461
BBB	299	90	5	2	_	396
BIG	12	5	3	_	5	25
Total	\$7,226	\$102	\$8	\$2	\$5	\$7,343



# **Appendix**



# Non-GAAP and Other Financial Disclosures

Our definitions of non-GAAP and other financial measures may differ from those used by other companies.

#### Non-GAAP Financial Disclosures

We present certain measures of our performance that are not calculated in accordance with GAAP. We believe that these non-GAAP financial measures enhance the understanding of our performance by the investor community by highlighting the results of operations and the underlying profitability drivers of our business.

The following non-GAAP financial measures should not be viewed as substitutes for the most directly comparable financial measures calculated in accordance with GAAP:

Non-GAAF	P financial measures:	Most dir	ectly comparable GAAP financial measures:
(i)	adjusted earnings	(i)	net income (loss) available to shareholders (1)
(ii)	adjusted earnings, less notable items	(ii)	net income (loss) available to shareholders (1)
(iii)	adjusted revenues	(iii)	revenues
(iv)	adjusted expenses	(iv)	expenses
(v)	adjusted earnings per common share	(v)	earnings per common share, diluted (1)
(vi)	adjusted earnings per common share, less notable items	(vi)	earnings per common share, diluted (1)
(vii)	adjusted return on common equity	(vii)	return on common equity (2)
(viii)	adjusted return on common equity, less notable items	(viii)	return on common equity (2)
(ix)	adjusted net investment income	(ix)	net investment income

<sup>(1)</sup> Brighthouse uses net income (loss) available to shareholders to refer to net income (loss) available to Brighthouse Financial, Inc.'s common shareholders, and earnings per common share, diluted to refer to net income (loss) available to shareholders per common share.

Reconciliations to the most directly comparable historical GAAP measures are included for those measures which are presented herein. Reconciliations of these non-GAAP financial measures to the most directly comparable GAAP financial measures are not accessible on a forward-looking basis because we believe it is not possible without unreasonable efforts to provide other than a range of net investment gains and losses and net derivative gains and losses, which can fluctuate significantly within or outside the range and from period to period and may have a material impact on net income (loss) available to shareholders.

#### Adjusted Earnings, Adjusted Revenues and Adjusted Expenses

Adjusted earnings is a financial measure used by management to evaluate performance and facilitate comparisons to industry results. This financial measure, which may be positive or negative, focuses on our primary businesses by excluding the impact of market volatility, which could distort trends.



<sup>(2)</sup> Brighthouse uses return on common equity to refer to return on Brighthouse Financial, Inc.'s common stockholders' equity.

# Non-GAAP and Other Financial Disclosures (Cont.)

Adjusted earnings reflects adjusted revenues less (i) adjusted expenses, (ii) provision for income tax expense (benefit), (iii) net income (loss) attributable to noncontrolling interests and (iv) preferred stock dividends. Provided below are the adjustments to GAAP revenues and GAAP expenses used to calculate adjusted revenues and adjusted expenses, respectively.

The following are significant items excluded from total revenues in calculating the adjusted revenues component of adjusted earnings:

- Net investment gains (losses); and
- Net derivative gains (losses) ("NDGL") except earned income and amortization of premium on derivatives that are hedges of investments or that are used to replicate certain investments, but do not qualify for hedge accounting treatment ("Investment Hedge Adjustments").

The following are significant items excluded from total expenses in calculating the adjusted expenses component of adjusted earnings:

- Change in market risk benefits; and
- Change in fair value of the crediting rate on experience-rated contracts ("Market Value Adjustments").

The tax impact of the adjustments discussed above is calculated net of the statutory tax rate, which could differ from our effective tax rate.

Consistent with GAAP guidance for segment reporting, adjusted earnings is also our GAAP measure of segment performance.

#### Adjusted Earnings per Common Share and Adjusted Return on Common Equity

Adjusted earnings per common share and adjusted return on common equity are measures used by management to evaluate the execution of our business strategy and align such strategy with our shareholders' interests.

Adjusted earnings per common share is defined as adjusted earnings for the period divided by the weighted average number of fully diluted shares of common stock outstanding for the period. The weighted average common shares outstanding used to calculate adjusted earnings per share will differ from such shares used to calculate diluted net income (loss) available to shareholders per common share when the inclusion of dilutive shares has an anti-dilutive effect for one calculation but not for the other.

Adjusted return on common equity is defined as total annual adjusted earnings on a four quarter trailing basis, divided by the simple average of the most recent five quarters of total Brighthouse Financial, Inc.'s common stockholders' equity, excluding AOCI.

#### **Adjusted Net Investment Income**

We present adjusted net investment income to measure our performance for management purposes, and we believe it enhances the understanding of our investment portfolio results. Adjusted net investment income represents GAAP net investment income plus Investment Hedge Adjustments.



# Non-GAAP and Other Financial Disclosures (Cont.)

#### **Other Financial Disclosures**

#### **Corporate Expenses**

Corporate expenses includes functional department expenses, public company expenses, certain investment expenses, retirement funding and incentive compensation; and excludes establishment costs.

#### Notable items

Certain of the non-GAAP measures described above may be presented further adjusted to exclude notable items. Notable items reflect the unfavorable (favorable) after-tax impact on our results of certain unanticipated items and events, as well as certain items and events that were anticipated, such as establishment costs. The presentation of notable items and non-GAAP measures, less notable items is intended to help investors better understand our results and to evaluate and forecast those results.

### Book Value per Common Share and Book Value per Common Share, excluding AOCI

Brighthouse uses the term "book value" to refer to "Brighthouse Financial, Inc.'s common stockholders' equity, including AOCI." Book value per common share is defined as ending Brighthouse Financial, Inc.'s common stockholders' equity, including AOCI, divided by ending common shares outstanding. Book value per common share, excluding AOCI, is defined as ending Brighthouse Financial, Inc.'s common stockholders' equity, excluding AOCI, divided by ending common shares outstanding.

#### CTE98

CTE98 is defined as the amount of assets required to satisfy contract holder obligations across market environments in the average of the worst two percent of a set of capital market scenarios over the life of the contracts.

#### **Holding Company Liquid Assets**

Holding company liquid assets include liquid assets in Brighthouse Financial, Inc., Brighthouse Holdings, LLC, and Brighthouse Services, LLC. Liquid assets are comprised of cash and cash equivalents, short-term investments and publicly-traded securities, excluding assets that are pledged or otherwise committed. Assets pledged or otherwise committed include assets held in trust.

#### **Total Adjusted Capital**

Total adjusted capital primarily consists of statutory capital and surplus, as well as the statutory asset valuation reserve. When referred to as "combined," represents that of our insurance subsidiaries as a whole.



# Non-GAAP and Other Financial Disclosures (Cont.)

#### Other Financial Disclosures (cont.)

#### Sales

Life insurance sales consist of 100 percent of annualized new premium for term life, first-year paid premium for whole life, universal life, and variable universal life, and total paid premium for indexed universal life. We exclude company-sponsored internal exchanges, corporate-owned life insurance, bank-owned life insurance, and private placement variable universal life.

Annuity sales consist of 100 percent of direct statutory premiums, except for fixed index annuity sales, which represents 100 percent of gross sales on directly written business and the proportion of assumed gross sales under reinsurance agreements. Annuity sales exclude certain internal exchanges. These sales statistics do not correspond to revenues under GAAP, but are used as relevant measures of business activity.

#### **Net Investment Income Yield**

Similar to adjusted net investment income, we present net investment income yields as a performance measure we believe enhances the understanding of our investment portfolio results. Net investment income yields are calculated on adjusted net investment income as a percentage of average quarterly asset carrying values. Asset carrying values exclude unrealized gains (losses), collateral received in connection with our securities lending program, freestanding derivative assets and collateral received from derivative counterparties. Investment fee and expense yields are calculated as a percentage of average quarterly asset estimated fair values. Asset estimated fair values exclude collateral received in connection with our securities lending program, freestanding derivative assets and collateral received from derivative counterparties.

#### Normalized Statutory Earnings (Loss)

Normalized statutory earnings (loss) is used by management to measure our insurance companies' ability to pay future distributions and is reflective of whether our hedging program functions as intended. Normalized statutory earnings (loss) is calculated as statutory pre-tax net gain (loss) from operations adjusted for the favorable or unfavorable impacts of (i) net realized capital gains (losses), (ii) the change in total asset requirement at CTE98, net of the change in our variable annuity reserves, and (iii) unrealized gains (losses) associated with our variable annuities and Shield hedging programs and other equity risk management strategies. Normalized statutory earnings (loss) may be further adjusted for certain unanticipated items that impact our results in order to help management and investors better understand, evaluate and forecast those results.

#### **Risk-Based Capital Ratio**

The risk-based capital ratio is a method of measuring an insurance company's capital, taking into consideration its relative size and risk profile, in order to ensure compliance with minimum regulatory capital requirements set by the National Association of Insurance Commissioners. When referred to as "combined," represents that of our insurance subsidiaries as a whole. The reporting of our combined risk-based capital ratio is not intended for the purpose of ranking any insurance company or for use in connection with any marketing, advertising or promotional activities.



# Adjusted earnings by segment and Corporate & Other, less notable items

	F	or the Three Months End	ed
(\$ in millions, post-tax)	March 31, 2023	December 31, 2022	March 31, 2022
Annuities	\$314	\$194	\$354
Life	\$1	\$17	\$66
Run-off	\$(106)	\$236	\$24
Corporate & Other	\$(14)	\$98	\$(64)
Adjusted earnings <sup>(1)</sup>	\$195	\$545	\$380
Notable items by segment and Corporate & Other <sup>(1)</sup>			
Annuities	\$—	\$44	\$—
Life	\$—	\$—	\$19
Run-off	\$—	\$(271)	\$—
Corporate & Other	\$—	\$(36)	\$12
Notable items <sup>(1)</sup>	<b>\$</b> —	\$(263)	\$31
Adjusted earnings, less notable items by segment a	and Corporate & Other <sup>(1)</sup>		
Annuities	\$314	\$238	\$354
Life	\$1	\$17	\$85
Run-off	\$(106)	\$(35)	\$24
Corporate & Other	\$(14)	\$62	\$(52)
Adjusted earnings, less notable items <sup>(1)</sup>	\$195	\$282	\$411

# Reconciliation of net income (loss) available to shareholders to adjusted earnings, less notable items and net income (loss) available to shareholders per common share to adjusted earnings, less notable items per common share

		For the Three Months Ende	d
(\$ in millions, except per share)	March 31, 2023	December 31, 2022	March 31, 2022
Net income (loss) available to shareholders	\$(525)	\$110	\$1,558
Less: Net investment gains (losses)	(96)	(69)	(68)
Less: Net derivative gains (losses), excluding investment hedge adjustments	(613)	(1,956)	(60)
Less: Change in market risk benefits	(194)	1,479	1,579
Less: Market value adjustments and other	(8)	(3)	38
Less: Provision for income tax (expense) benefit on reconciling adjustments	191	114	(311)
Adjusted earnings <sup>(1)</sup>	195	545	380
Less: Notable items	<del>_</del>	263	(31)
Adjusted earnings, less notable items <sup>(1)</sup>	\$195	\$282	\$411
Net income (loss) available to shareholders per common share <sup>(2)</sup>	\$(7.72)	\$1.59	\$20.11
Less: Net investment gains (losses)	(1.41)	(0.99)	(0.88)
Less: Net derivative gains (losses), excluding investment hedge adjustments	(9.03)	(28.04)	(0.77)
Less: Change in market risk benefits	(2.86)	21.20	20.38
Less: Market value adjustments and other	(0.12)	(0.04)	0.49
Less: Provision for income tax (expense) benefit on reconciling adjustments	2.81	1.63	(4.01)
Less: Impact of inclusion of dilutive shares	0.02	_	_
Adjusted earnings per common share <sup>(1)(2)</sup>	\$2.86	\$7.81	\$4.91
Less: Notable items	_	3.77	(0.40)
Adjusted earnings, less notable items per common share (1) (2)	\$2.86	\$4.04	\$5.30



<sup>(1)</sup> See "Non-GAAP and other financial disclosures" in this Appendix.

FINANCIAL\* (2) Per share calculations are on a diluted basis and may not recalculate or foot due to rounding. For loss periods, dilutive shares were not included in the calculation as inclusion of such shares would have an anti-dilutive effect.