

Morgan Stanley
AT WORK

Workplace Financial Solutions

**Helping Employees Thrive
at Work**



Agenda

Overview

Financial Wellness

Executive Services

Additional Offerings



Overview



Setting Your Company Up for Success is a Journey



Our Experience Providing Workplace Solutions



3,100+

Combined Public
& Private
Corporate Clients
Globally¹



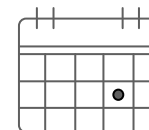
Servicing
~6.6MM+
Stock Plan
Participants²



21,100+
Employer-
Sponsored
Retirement Plans
Serviced by
Morgan Stanley
Advisors³



~39%
of the S&P 500
companies
represented⁴



#1 For over
17 years
in Rule 144 and
10b5-1
transaction
services⁵



3,900+
Defined
Contribution
Consulting Plans
Under Advisory⁶

1. Represents the 3400+ stock plan clients we serve globally as of 06/2023 and includes both Shareworks and E*TRADE Corporate Services clients.
2. Stock Plan Participants represents participants as of 9/2023 month end with total accounts with vested or unvested assets. Individuals with accounts in multiple plans are counted as participants in each plan. Data collected by Morgan Stanley at Work COO team, 2015 – 2023.
3. Represents number of Employer-Sponsored Retirement Plans as of 12/2022
4. S&P 500 Companies Represented includes companies for which Morgan Stanley provides equity compensation solutions as of May 31, 2023.
5. Reprinted with the permission of The Washington Service. 301-913-5100, www.washingtonservice.com. The above data is compiled by The Washington Service from Form 144 filings with the Securities and Exchange Commission in the period from 2/1/2005 to 12/31/2021; ranking is based on aggregate data for this period. This data includes transactions from Morgan Stanley & Co. LLC, the Smith Barney division of Citigroup Global Markets Inc. (through 5/31/2009) and E*TRADE Financial Corporation (beginning in 2021). Information contained herein was obtained from sources believed reliable, but the accuracy and completeness thereof cannot be guaranteed. Information contained herein is subject to change.
6. Represents number of Defined Contribution Consulting Plans as of 12/2022

Employees are Facing Challenges Too



85%

of employees have dealt with financial issues in their personal life.

66%

of employees agree that financial stress is negatively affecting their work and personal life.

66%

have reduced contributions to their accounts due to inflation and/or concerns of a recession (a 4% increase year over year)

Morgan Stanley at Work's Comprehensive Suite of Workplace Financial Solutions

When employees thrive, companies do too

Equity Solutions

Inspire excellence through ownership. Our global solutions support private and public companies through leading-edge technology providing audit-ready reporting, alongside customizable participant experiences to engage and educate your employees on how to make the most of their benefits.

Retirement Solutions

Take care of your employees' tomorrow, so they can focus on today. Through our consultative process, we strive to assist with the management of your fiduciary responsibilities and risk, simplify plan management, and help you improve retirement readiness for your employees.

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Morgan Stanley
AT WORK



Deferred Compensation

Engage highly compensated employees with this high-value benefit. Starting with a thorough assessment, we help you determine an appropriate plan design and funding strategy. We provide recordkeeping and plan design, portfolio construction services and plan education that aligns with the needs of your executive talent.

Financial Wellness

Empower employees to take charge of their financial lives. Included with every service we provide and designed to empower employees to feel more confident in their financial life, we deliver a powerful combination of education, digital tools, financial guidance from our professionals, and access to goals-based planning..

Executive Services

Recruit, retain, and reward top-tier leaders. Our dedicated team provides concierge-level support for your executives' equity compensation plans, including 10b5-1 trading plans, Rule 144 transaction form filings, and access to wealth management and tax-optimization strategies, so your top talent can focus on what they do best.

Saving & Giving

Offer benefits that reach beyond the workplace. We help you show your employees that you are committed to their priorities with leading-edge solutions that help them chart a path toward financial well-being.

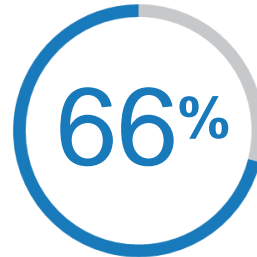
Financial Wellness



Participants Describe Finances As a Source of Stress and are Looking to Their Employer to Help Provide Access to Financial Education...

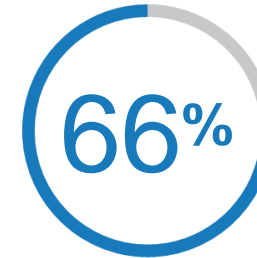


FINANCES ARE A TOP CAUSE OF STRESS



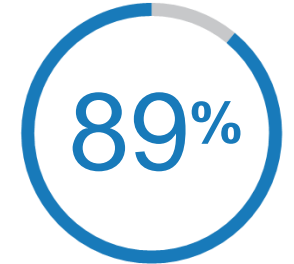
66% of employees report that **money-related stress negatively affects both their work and personal lives.**

HELP WITH FINANCIAL CHALLENGES



66% of participants **have reduced contributions to their savings due to inflation and/or concerns of a recession.**

WANT FINANCIAL EDUCATION



89% of participants want their company to **do a better job helping them understand how to maximize their financial benefits.**

...Especially When It Comes to Better Understanding and Managing Their Equity Compensation



39%

understood how **taxes** impact their stock plan benefits

38%

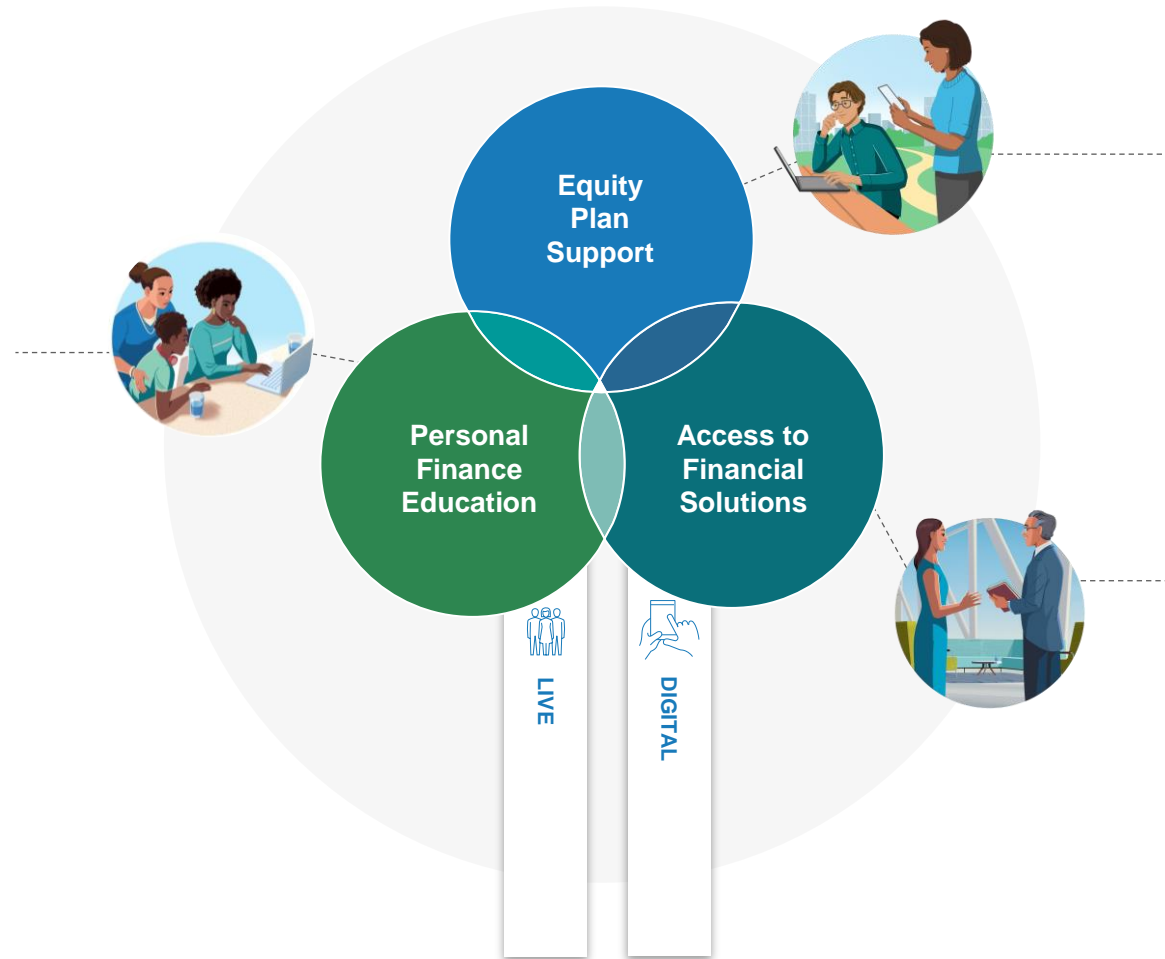
understood how to maximize the **financial benefit** from their stock plans

46%

knew how to reach someone to **ask questions** about their stock plan

Our Financial Wellness Offering, Available with any Morgan Stanley at Work Solution, is the Foundation for a Robust Participant Experience, and Aims to Engage and Educate Employees, Focusing on Three Key Areas...

Help participants understand how their workplace benefits contribute to their financial well-being with a variety of educational offerings, including personalized digital education modules.



Drive plan engagement with holistic equity plan education and support, giving participants access to the information they need, when they need it most.

Connecting your participants to the Morgan Stanley ecosystem of financial solutions, delivering access to advice, cash management and lending and investing solutions based on their financial needs.*

...and Scales to the Needs of Your Different Participant Groups

Equity Plan Support

FOR PARTICIPANTS

- ✓ Key moment outreach
- ✓ Plan and award education
- ✓ Platform support
- ✓ Companion brokerage account

FOR EXECUTIVES

- ✓ Executive-focused plan and award content
- ✓ White-glove executive support
- ✓ Equity Award Analysis

Personal Finance Education

FOR PARTICIPANTS

- ✓ Digital content library
- ✓ Educational webinars
- ✓ Emails and platform messages

FOR EXECUTIVES

- ✓ Relevant educational content
- ✓ Event invitations
- ✓ Dedicated emails

Access to Financial Solutions

FOR PARTICIPANTS

- ✓ Digital investing
- ✓ Personal guidance & Wealth Management solutions
- ✓ Cash management products and services*
- ✓ Perks

FOR EXECUTIVES

- ✓ Holistic solutions for more complex financial needs

Participants Receive the Highest Level of Support Across the Channels they Prefer



Live Support

Experienced professionals understand the nuances of your plan and know how to deliver support when needed.

Common touch-points include:

- ✓ Providing proactive outreach during key plan events
- ✓ Answering questions about equity awards
- ✓ Identifying wealth management solutions based on financial needs



Digital Support

Customized digital tools give participants access to information and education when they want it.

From monthly newsletters filled with educational content to virtual assistant chat functionality for equity award questions, there are a variety of tools available for participants who prefer digital over human help.

We Elevate Our Approach and Support Model to Care for the Distinct Financial and Equity Compensation Management Needs of Executives



Executive Award Education

Plan and award-focused education content focused on executive equity award types and considerations, including 10b5-1 planning and more. Options for small-group live or virtual education events available.



White Glove Support

Executive Service Relationship Managers work with your executives to deliver holistic service and customized support tailored to their unique financial needs.



Equity Award Analysis

A 1:1 discussion with a financial professional, supported by a proprietary data-driven analysis tool, that provides insights to help better understand holdings and potential downstream implications of plan activities.

We Provide Bespoke Resources to Your Executive Team That Speaks to Their Unique Needs and Financial Considerations



Relevant Educational Content

Executives are sent a variety of educational resources, from tax-smart investing to legacy planning, plus thought leadership curated from Morgan Stanley's Wealth Management organization.



Event Invitations

Invitations to proprietary Morgan Stanley events like the bi-weekly Market Outlook videocast and the monthly *Lessons in Leadership* series featuring high-profile executives from around the world.



Dedicated Emails

A variety of outreach communications delivered to executives based on their potential financial situation and needs. Communications come from Executive Relationship Managers and the firm more broadly.

An Enhanced Approach to Comprehensive Financial Advice

Your executives and qualifying participants receive a progressive approach to managing their finances, meeting them wherever they may be on their personal journey

PHILANTHROPY MANAGEMENT SERVICES

Advice on Planned Giving Vehicles e.g. Charitable Trusts, Family Foundations, Donor-Advised Funds ⁽²⁾

CASH MANAGEMENT AND LENDING

Morgan Stanley Credit Cards from American Express, Preferred Savings Program, CashPlus Brokerage Account, Residential Mortgage Loans, Securities Based Lending

INSURANCE

Life, Long-Term Care, Disability

INVESTMENT MANAGEMENT

Asset Allocation, Traditional Investments, Alternatives, Risk and Liquidity Management

TAX STRATEGIES

Tax-Efficient Investment Strategies, Tax Preparation Coordination ⁽¹⁾

TRUST AND ESTATE PLANNING STRATEGIES

Wealth Transfer Strategies, Intergenerational Needs, Trust & Estate Planning Strategy Professionals

COMPENSATION & BENEFITS PLANNING

Compensation Planning & Analysis, Stock Awards, Stock Options



Borrowing against securities may not be appropriate for everyone. Clients must be aware that there are risks associated with a securities based loan, including possible maintenance calls on short notice, and that market conditions can magnify any potential for loss. For details please see the important disclosures at the end of this presentation.

1. Tax Preparation and Planning Services are offered for an additional fee through PricewaterhouseCoopers and Ernst & Young.

2. Philanthropy Management and Trust and Estate Planning Strategy Professionals may discuss tax and legal strategies with clients, which does not constitute tax or legal advice. Clients must consult their own tax advisors for matters involving taxation and tax planning and their own attorneys for matters involving trust and estate planning or other legal advice.

Additional Solutions



Beyond Just Morgan Stanley at Work

Corporate Clients have access to resources across the entirety of Morgan Stanley



**Equity
Compensation**



**Retirement Plan
Consulting**



**Nonqualified Deferred
Compensation**



**Directed Share
Program**



**Corporate Cash
Solutions**



Executive Solutions



Saving and Giving



Financial Wellness



**401(k) Advisory
Services**



Capital Markets

What do Modern Workplaces Do?



When employees thrive, companies thrive too



Comprehensive Workplace Solutions

- ✓ Equity compensation
- ✓ Retirement and nonqualified deferred compensation solutions
- ✓ Financial wellness
- ✓ Executive solutions



Employees Thrive

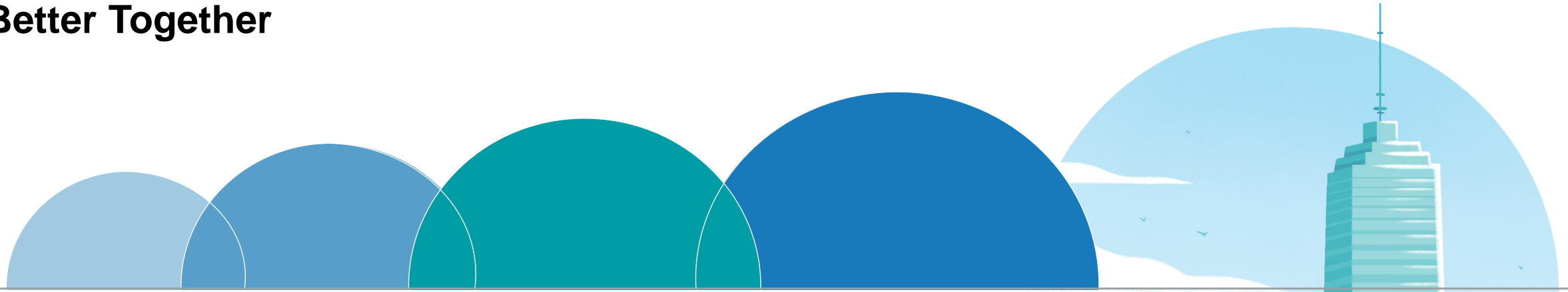
- ✓ Reduced stress
- ✓ Increased satisfaction at work
- ✓ Increased loyalty



Company Thrives

- ✓ Increased retention
- ✓ Increased productivity
- ✓ Increased workforce performance
- ✓ Attract top talent

Today's Workplace Challenges Have Inspired our Business Solutions Better Together



1935

Morgan Stanley

Wealth management, exceptional service with global reach

1998

E*TRADE acquires Equity Edge Online®

Equity compensation technology platform

1999

Solium

Equity compensation technology with scalable solutions

2016–2019

Morgan Stanley & Solium collaboration culminates in May 2019 Solium acquisition

A powerful combination in equity management – personalized solutions and modern technology

Shareworks
by Morgan Stanley

Oct 1, 2020

Morgan Stanley acquires E*TRADE and the workplace offering expands

With the acquisition of E*TRADE, Morgan Stanley at Work offers a comprehensive suite of workplace financial benefits

E*TRADE CORPORATE SERVICES **gradifi** E*TRADE

2023

Morgan Stanley AT WORK

Equity Solutions

Retirement Solutions

Deferred Compensation

Executive Services

Saving and Giving

Financial Wellness

Important Disclosures

NOT ALL PRODUCTS AND SERVICES ARE AVAILABLE IN ALL JURISDICTIONS OR COUNTRIES

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Investing in the market entails the risk of principal loss as well as market volatility. The value of all types of investments may increase or decrease over varying time periods.

Asset Allocation and diversification do not assure a profit or protect against loss in declining financial markets. **Past performance is not an indication or a guarantee of future results.**

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The Firm will not receive a referral fee for referring you to the Service Provider(s). The Firm is a diversified financial services company with millions of clients in several countries around the world. The Firm routinely enters into a variety of business relationships for which either the Firm receives compensation or pays for services, and such business relationships may include the named Service Provider(s), its employees or agents, or companies affiliated with the Service Provider(s)

GIMA strives to evaluate other material and forward looking factors as part of the overall manager evaluation process. Factors such as but not limited to manager turnover and changes to investment process can partially or fully negate a positive Adverse Active Alpha or Value Score ranking. Additionally, highly ranked managers can have differing risk profiles that might not be appropriate for all investors. For more information on the ranking models, please see Adverse Active Alpha 2.0: Scoring Active Managers According to Potential Alpha. This Special Report is available by request from your Financial Advisor or Private Wealth Advisor.

Important Disclosures (cont.)

Nonqualified deferred compensation plans established by private sector employers are generally designed to comply with an exemption under ERISA, which exempts such plans from many (or potentially all) of ERISA's requirements for employee benefit plans. Failure to comply with an available exemption under ERISA will generally cause the plan to be subject to potentially onerous ERISA requirements and may result in adverse consequences if those ERISA requirements are not met.

Nonqualified deferred compensation plans are generally subject to section 409A of the Internal Revenue Code, along with other federal tax rules, which impose specific requirements on such plans (including, but not limited to, specific requirements concerning deferral elections and the time and form of distributions under the plan). Failure to satisfy these requirements can result in significant adverse consequences, including (but not limited to) inclusion in the employee's taxable income of all vested compensation deferred under the plan, plus interest and a 20% penalty tax.

This material does not reflect the impact of state and local income taxes. The state and local income tax treatment of a qualified retirement plan and/or a nonqualified deferred compensation plan may differ from the federal tax treatment. You should consult with and rely on your own independent tax advisor.

Tax laws are complex and subject to change. Morgan Stanley Smith Barney LLC, its affiliates and Morgan Stanley Financial Advisors and Private Wealth Advisors (collectively, "Morgan Stanley") do not provide tax or legal advice. You should consult your own tax and legal advisors (a) before establishing a nonqualified deferred compensation plan, and (b) regarding any potential legal, tax, and related consequences of any investments or other transactions made with respect to a nonqualified deferred compensation plan.

Insurance products are offered in conjunction with Morgan Stanley Smith Barney LLC's licensed insurance agency subsidiaries.

Important Disclosures (cont.)

Your Financial Advisor may create a financial plan based on the methodology, estimates, and assumptions, as described in your report, as well as personal data provided by you. It should be considered a working document that can assist you with your objectives. Morgan Stanley Smith Barney LLC (“Morgan Stanley”) makes no guarantees as to future results or that an individual’s investment objectives will be achieved. The responsibility for implementing, monitoring and adjusting your financial goal analysis or financial plan rests with you. After your Financial Advisor delivers your report to you, if you so desire, your Financial Advisor can help you implement any part that you choose; however, you are not obligated to work with your Financial Advisor or Morgan Stanley.

When your Financial Advisor prepares a financial plan, he or she will be acting in an investment advisory capacity with respect to the preparation of your financial Plan. To understand these differences between brokerage and advisory relationships, you should consult with your Financial Advisor or review our “Understanding Your Brokerage and Investment Advisory Relationships” brochure available at <https://www.morganstanley.com/wealth-relationshipwithms/pdfs/understandingyourrelationship.pdf>.

Morgan Stanley Goals Planning System (GPS) is a focus on goals-based planning. Within this framework, we have a goals-based platform that includes a brokerage investment analysis tool (GPS Platform). While securities held in your investment advisory accounts may be included in the analysis, the reports generated from the GPS Platform are not financial plans nor constitute a financial planning service. A financial plan generally seeks to address a wide spectrum of your long-term financial needs, and can include recommendations about insurance, savings, tax and estate planning, and investments, taking into consideration your goals and situation, including anticipated retirement or other employee benefits. Morgan Stanley Smith Barney LLC (“Morgan Stanley”) will only prepare a financial plan at your specific request using Morgan Stanley approved financial planning software. If you would like to have a financial plan prepared for you, please consult with a Morgan Stanley Financial Advisor.

Morgan Stanley’s GPS Platform provides a snapshot of your current financial position and can help you to focus on your financial resources and goals, and to create a strategy designed to get you closer toward meeting your goals. Every individual’s financial circumstances, needs and risk tolerances are different. The hypothetical projections in the reports are based on the methodology, estimates, and assumptions, as described in the reports, as well as personal data provided by you. Because the hypothetical results are calculated over many years, small changes can create large differences in potential future results. The reports should be considered working documents that can assist you with your objectives. Morgan Stanley makes no guarantees as to future results or that an individual’s investment objectives will be achieved. The responsibility for implementing, monitoring and adjusting your investment plan rests with you. After your Financial Advisor delivers your report to you, if you so desire, your Financial Advisor can help you implement any part that you choose; however, you are not obligated to work with your Financial Advisor or Morgan Stanley.

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Important Disclosures (cont.)

You should note that investing in financial instruments carries with it the possibility of losses and that a focus on above-market returns exposes the portfolio to above-average risk. Performance aspirations are not guaranteed and are subject to market conditions. High volatility investments may be subject to sudden and large falls in value, and there could be a large loss on realization which could be equal to the amount invested.

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While we believe that MS GIFT provides a valuable philanthropic opportunity, contributions to MS GIFT are not appropriate for everyone. Other forms of charitable giving may be more appropriate depending on a donor’s specific situation. Of critical importance to any person considering making a donation to MS GIFT is the fact that any such donation is an irrevocable contribution. Although donors will have certain rights to make recommendations to MS GIFT as described in the Donor Circular & Disclosure Statement, contributions become the legal property of MS GIFT when donated.

The Donor Circular & Disclosure Statement describes the risks, fees and expenses associated with establishing and maintaining an MS GIFT account. Read it carefully before contributing.

Important Disclosures (cont.)

Individuals executing a 10b5-1 trading plan should keep the following important considerations in mind:

- (1) 10b5-1 trading plans should be approved by the compliance officer or general counsel of the individual's company.
- (2) A 10b5-1 trading plan may require a cessation of trading activities at times when lockups may be necessary to the company (i.e., secondary offerings, pooling transactions, etc.).
- (3) A 10b5-1 trading plan does not generally alter the restricted stock or other regulatory requirements (e.g., Rule 144, Section 16, Section 13) that may otherwise be applicable.
- (4) 10b5-1 trading plans that are modified or terminated early may weaken or cause the individual to lose the benefit of the affirmative defense.
- (5) Public disclosure of 10b5-1 trading plans (e.g., via press release) may be appropriate for some individuals.
- (6) Most companies will permit 10b5-1 trading plans to be entered into only during open window periods.
- (7) Morgan Stanley, as well as some issuers, imposes a mandatory waiting period between the execution of a 10b5-1 trading plan and the first sale pursuant to the plan.

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Financial Coaching, provided by **My Secure Advantage**, in partnership with Morgan Stanley Financial Wellness is for informational and educational purposes only. It does not provide individually tailored investment advice and has been prepared without regard to the individual financial circumstances and objectives of persons who receive it. Morgan Stanley Smith Barney LLC ("Morgan Stanley") recommends that investors independently evaluate particular investments and strategies, and encourages investors to seek the advice of a Morgan Stanley Financial Advisor for related questions. The appropriateness of a particular investment or strategy will depend on an investor's individual circumstances and objectives.

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Borrowing against securities may not be appropriate for everyone. You must make your clients aware that there are risks associated with a securities based loan, including possible maintenance calls on short notice, and that market conditions can magnify any potential for loss. For details please see the important disclosures below.

Important Risk Information for Securities Based Lending: You need to understand that: (1) Sufficient collateral must be maintained to support your loan(s) and to take future advances; (2) You may have to deposit additional cash or eligible securities on short notice; (3) Some or all of your securities may be sold without prior notice in order to maintain account equity at required maintenance levels. You will not be entitled to choose the securities that will be sold. These actions may interrupt your long-term investment strategy and may result in adverse tax consequences or in additional fees being assessed; (4) Morgan Stanley Bank, N.A., Morgan Stanley Private Bank, National Association or Morgan Stanley Smith Barney LLC (collectively referred to as “Morgan Stanley”) reserves the right not to fund any advance request due to insufficient collateral or for any other reason except for any portion of a securities based loan that is identified as a committed facility; (5) Morgan Stanley reserves the right to increase your collateral maintenance requirements at any time without notice; and (6) Morgan Stanley reserves the right to call securities based loans at any time and for any reason.

With the exception of a margin loan, the proceeds from securities based loan products may not be used to purchase, trade, or carry margin stock (or securities, with respect to Express CreditLine); repay margin debt that was used to purchase, trade or carry margin stock (or securities, with respect to Express CreditLine); and cannot be deposited into a Morgan Stanley Smith Barney LLC or other brokerage account.

Important Disclosures (cont.)

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CRC 5821598 7/2023