

Special Purpose Acquisition Companies

To facilitate the process that Special Purpose Acquisition Companies (“SPACs”) undergo, **The Cotto Wealth Management Group at Morgan Stanley** offers the Sponsors a wide array of services through the Firm’s platforms to assist your SPAC through its entire life cycle.

Services and Capabilities

Operating Business Accounts

Morgan Stanley clients have access to a suite of cash management solutions – an attractive alternative to your traditional bank.

- Direct Deposit
- Deposit Checks & Unlimited Check Writing
- Bank Deposit Program
- Online Services & Mobile App

These solutions, through the Active Assets Account, allow you to manage your everyday finances alongside your longer-term investments.

Individual Advisory

Gain access to the intellectual capital and resources of our Firm to aid in managing your personal finances.

- Tailored Lending & Liquidation Solutions
- 10b5-1s, Collars & Prepaid Forwards
- Trust, Estate & Legacy Planning Strategies
- Investment Management
- Family Wealth Advisory Services

Corporate Cash

Our investment philosophy is conservative with emphasis on the objectives of capital preservation and liquidity. We work together with our clients to develop customized solutions informed by their liquidity goals and risk guidelines. Our transparency and proactive service are augmented by our efficient execution, clearing and reporting.

Custody Investments

We provide comprehensive custody services to ensure our clients’ trust proceeds are secure and compliant with trust documents.

Our services include a complete offering of 2A-7 qualified investments:

- US Treasury Bills (*Domestic and Offshore*)
- Institutional Treasury Money Market Funds
- Cash Alternatives

Morgan Stanley at Work

Our end-to-end offering provides workplace financial solutions to help attract, foster, and retain top talent.

- Equity Solutions (*ESPP, ESOP, Block Trading, Company 401k*)
- Financial Wellness (*Coaching, Tools, and Personal Finance Planning*)
- Retirement Solutions (*Investment Guidance & Education*)

Investment Banking

To combat the most critical challenge in the SPAC management business cycle, Morgan Stanley’s team of Investment Banking professionals can leverage the Firm’s vast network of relationships, with a goal of making the offering a success.

Our services continue past the offering stage – we are eager to continue fostering the relationship with support services, such as debt financing and underwriting.

Morgan Stanley

Franchise Power

\$338B

Total
Deposits¹

\$308B

Liquidity
Reserve¹

\$12.9B

Reported
Revenues¹

~82K

Global
Employees¹

A1, BBB+, A

Long-term Credit Rating by Moody's,
S&P and Fitch respectively²

The Cotto Wealth Management Group at Morgan Stanley



James Cotto

Managing Director – Executive Financial Services Director; International Client Advisor; Workplace Advisor – Equity Compensation; Corporate Client Group Director; Senior Portfolio Manager; Senior Investment Management Consultant; Family Wealth Director; Global Sports and Entertainment Director

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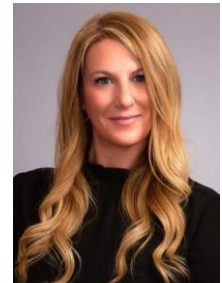
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HAVE QUESTIONS?

Visit adviser.morganstanley.com/the-cotto-wealth-management-group to learn more or email us at:
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¹ <https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/finsup3q2022/finsup3q2022.pdf>

² [MorganStanley.com/InvestorRelations](https://www.MorganStanley.com/InvestorRelations). Credit ratings as of November 2022.

Morgan Stanley Smith Barney LLC offers a wide array of brokerage and advisory services to its clients, each of which may create a different type of relationship with different obligations to you. Please visit us at <http://www.morganstanleyindividual.com> or consult with your Financial Advisor to understand these differences.

The investments listed may not be appropriate for all investors. Morgan Stanley Smith Barney LLC recommends that investors independently evaluate particular investments, and encourages investors to seek the advice of a financial advisor. The appropriateness of a particular investment will depend upon an investor's individual circumstances and objectives.

Investors should carefully consider the investment objectives and risks as well as charges and expenses of a mutual fund before investing. To obtain a prospectus, contact your Financial Advisor or visit the fund company's website. The prospectus contains this and other important information about the mutual fund. Read the prospectus carefully before investing.

Treasury and Government Money Market: You could lose money by investing in the Fund. Although the Fund seeks to preserve your investment at \$1.00 per share, it cannot guarantee it will do so. An investment in the Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The Fund's sponsor has no legal obligation to provide financial support to the Fund, and you should not expect that the sponsor will provide financial support to the Fund at any time.

You could lose money by investing in a Money Market Fund. Because the share price of the Fund will fluctuate, when you sell your shares they may be worth more or less than what you originally paid for them. The Fund may impose a fee upon sale of your shares or may temporarily suspend your ability to sell shares if the Fund's liquidity falls below required minimums because of market conditions or other factors. An investment in the Fund is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. The Fund's sponsor has no legal obligation to provide financial support to the Fund, and you should not expect that the sponsor will provide financial support to the Fund at any time.

Clients executing a 10b5-1 Plan should keep the following important considerations in mind: (1) 10b5-1 Plans should be approved by the compliance officer or general counsel of the company; (2) A 10b5-1 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 Plan does not generally alter the regulatory requirements (e.g. Rule 144, Section 16, Section 13D) that may otherwise be applicable; (4) 10b5-1 Plans that are modified or terminated early may weaken or lose the benefit of the affirmative defense; (5) Public disclosure of 10b5-1 Plans (e.g., via press release) may be appropriate for some insiders; (6) Most companies will permit 10b5-1 Plans to be implemented only during open window periods; and (7) Morgan Stanley Smith Barney, as well as some issuers, imposes a mandatory waiting period between the execution of the 10b5-1 Plan and the first sale pursuant to the 10b5-1 Plan.

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The Active Assets Account is a brokerage account offered through Morgan Stanley Smith Barney LLC.

The Morgan Stanley Mobile App is currently available for iPhone® and iPad® from the App Store™ and Android™ on Google Play™. Standard messaging and data rates from your provider may apply.

Tailored Lending is a loan/line of credit product offered by Morgan Stanley Private Bank, National Association, an affiliate of Morgan Stanley Smith Barney LLC. A Tailored Lending credit facility may be a committed or demand loan/line of credit. All Tailored Lending loans/lines of credit are subject to the underwriting standards and independent approval of Morgan Stanley Private Bank, National Association. Tailored Lending loans/lines of credit may not be available in all locations. Rates, terms, and programs are subject to change without notice. Other restrictions may apply. The information contained herein should not be construed as a commitment to lend. Morgan Stanley Private Bank, National Association is a Member FDIC that is primarily regulated by the Office of the Comptroller of the Currency. **The proceeds from a Tailored Lending loan/line of credit (including draws and other advances) generally may not be used to purchase, trade, or carry margin stock; repay margin debt that was used to purchase, trade, or carry margin stock; and cannot be deposited into a Morgan Stanley Smith Barney LLC or other brokerage account.**

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Investment, insurance and annuity products offered through Morgan Stanley Smith Barney LLC are: NOT FDIC INSURED | MAY LOSE VALUE | NOT BANK GUARANTEED | NOT A BANK DEPOSIT | NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY

Morgan Stanley Smith Barney LLC ("Morgan Stanley"), its affiliates and Morgan Stanley Financial Advisors or Private Wealth Advisors do not provide tax or legal advice.

Morgan Stanley Smith Barney LLC does not accept appointments nor will it act as a trustee but it will provide access to trust services through an appropriate third-party corporate trustee.

Morgan Stanley at Work services are provided by Morgan Stanley Smith Barney LLC, member SIPC, and/or its affiliates, all wholly owned subsidiaries of Morgan Stanley