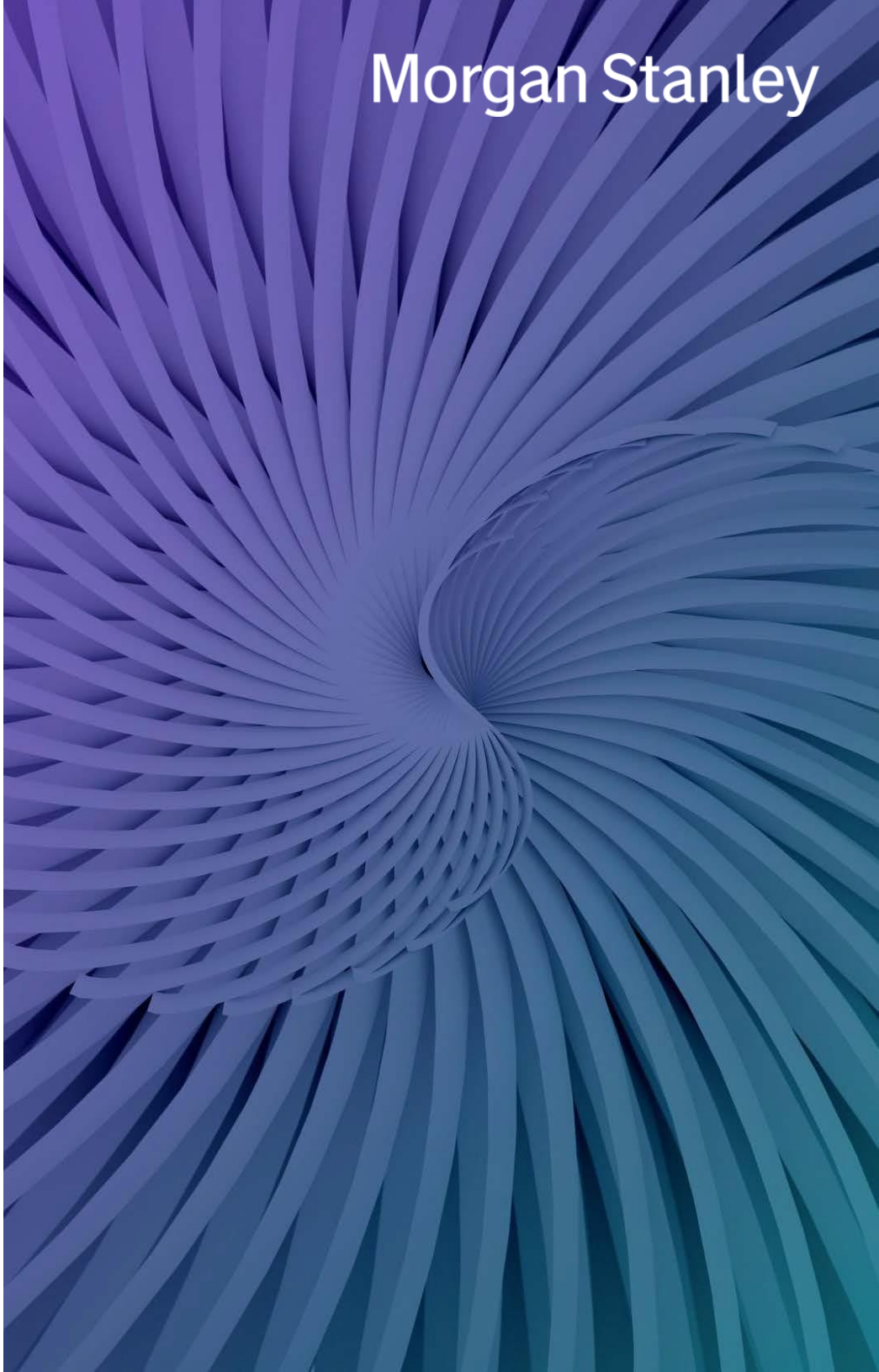
WEALTH MANAGEMENT

Morgan Stanley

Exchange Funds

An Important Alternative for Your Asset Allocation



The Alternative Investments Landscape: Exchange Funds

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Exchange Funds: What Should You Know Before You Invest?

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What are Your Potential Options for Managing a Concentrated Stock Position?

If you have a concentrated stock position from an inheritance, employment stock grants or through building a position over time, you may want to seek to protect yourself against market declines by diversifying your holdings.

POTENTIAL OPTIONS TO DIVERSIFY A CONCENTRATED STOCK POSITION



SELL YOUR HOLDINGS

Shares could be sold and proceeds reinvested in a diversified portfolio – realizing you may incur substantial capital gains liability.



ACCESS LIQUIDITY AGAINST YOUR POSITION

A securities-based loan could be used to fund the purchase of a diversified portfolio; doing so requires you to borrow a portion of the stock's value and make interest payments.



EMPLOY A HEDGING STRATEGY

Hedging strategies using derivatives, such as an equity collar using options or variable-forward contracts, could provide short-term risk management by locking in a profit, but may be expensive or introduce new risks of their own.



CASH TRADING SOLUTIONS

Equity cash trading alternatives are influenced by time and price factors. When time is limited, block trades are often the best option ($3MM notional minimum), whereas if price sensitivity is more important, working orders may be best.



EQUITIES SALES & PRODUCT SOLUTIONS

Equity Sales & Products team partners with Morgan Stanley Research, the Global Investment Committee and Global Investment Office to provide equity solutions within a portfolio context. An overall portfolio review evaluates sector positioning and swap opportunities.



DERIVATIVE SOLUTIONS

Listed Options

- No minimum size requirement

Flex Options

- Minimum size requirement: i) 150 contracts and ii) $1MM notional per trade

Over-the-Counter (OTC) Derivatives

- Minimum size requirement: $3MM notional per client; clients must be Eligible Contract Participants



OPTIONS OVERLAY IN SMA SOLUTIONS

The Parametric Portfolio Associates (PPA) Stock DeltaShift is a customized program that seeks to enhance return and lower volatility for investors. PPA is typically for HNW clients with concentrated equity or ETF positions.



USE AN EXCHANGE FUND

Shares could be contributed to an exchange fund tax-free and swapped for an ownership share of the fund's diversified portfolio. Many funds offer early redemption, but may charge a fee (typically 1%), calculated on net asset value, for any withdrawals in the first three years of an investor's subscription. Minimums are generally between $500,000 - $1 million based on the offering.

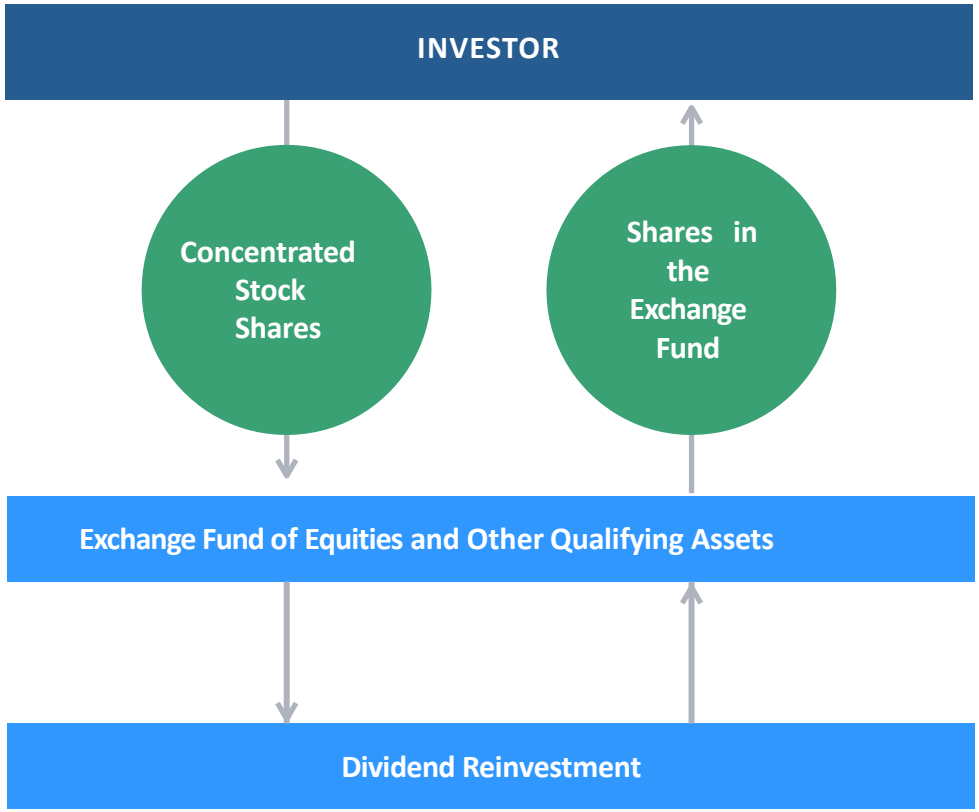
Diversification does not guarantee a profit or protect against loss in a declining financial market.

Options carry a high level of risk and are not appropriate for all investors. If you are considering options as part of your investment plan, your Financial Advisor or Private Wealth Advisor is required to provide you with the "Characteristics and Risks of Standardized Options" (ODD) booklet from the Options Clearing Corporation. Clients should not enter into options transactions until they have read and understood the Disclosure Document and discussed transaction costs with the Financial Advisor or Private Wealth Advisor. A copy of the ODD is also available online at: http://www.theocc.com/about/publications/publication-listing.jsp.

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What is an Exchange Fund?

An exchange fund is a special-purpose vehicle that offers holders the ability to diversify their investments by exchanging stock positions, oftentimes in highly appreciated or restricted stock,[1] for shares of a diversified portfolio. Contributions of appreciated stock to a properly structured exchange fund are not taxable under current federal tax law.



EXCHANGE FUNDS ALLOW YOU TO:

DIVERSIFY YOUR HOLDINGS
Exchange a concentrated stock position for ownership of a diversified portfolio

AVOID BORROWING
Since assets are swapped, there are no repayment requirements or interest fees

GAIN POTENTIAL TAX ADVANTAGES
Concentrated shares are swapped for fund shares without triggering a taxable event, and investors can benefit from tax-deferred growth

1. Not all stock positions are eligible. Please see respective offering documents or consult your Financial Advisor. Investors are responsible for making sure they are in compliance with all applicable issuer, regulatory policies, restrictions (legal or otherwise) and reporting requirements with respect to the contributed securities including, but not limited to, their employee corporate trading policies.

Source: Morgan Stanley Wealth Management GIC.

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How Are Exchange Funds Managed?

Each exchange fund is established with specific investment goals, such as long-term growth and seeking to track the performance of a specific index. Exchange funds typically consist largely of equities and may also include other qualifying assets, such as real estate or commodities. Qualifying assets may be illiquid, leveraged or contain derivatives.

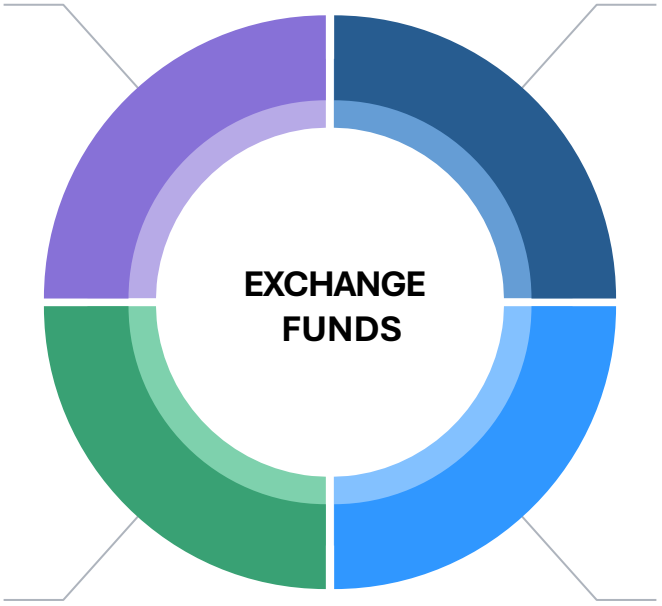
EXCHANGE FUNDS OPERATE IN SIMILAR WAYS, INCLUDING:

PROVIDE DIVERSIFICATION

Participation requires swapping a concentrated stock position for a diversified portfolio of professionally managed stocks and 1) at least a 20% allocation to illiquid securities, or 2) each investor admitted must contribute a diversified basket of securities,[1] which can serve to reduce portfolio volatility.

A 7-YEAR COMMITMENT IS TYPICALLY REQUIRED TO HELP ACHIEVE MOST OF THE STRATEGY'S DIVERSIFICATION BENEFITS

Although rights to the stock position(s) are given to the exchange fund, investors receive a partnership share commensurate with their contribution and generally must commit to a minimum holding period of 7 years to redeem their shares for a diversified basket of securities. Otherwise, they typically receive back the share they originally contributed.



OFFER TAX-DEFERRED GROWTH

Dividends and capital gains are generally reinvested. While earnings are taxable, gains on fund holdings are taxed only after taking a distribution and selling the shares received; the cost basis is the same as the aggregate cost basis of the stock shares originally contributed.

SUPPORT ESTATE PLANNING GOALS

Exchange fund units qualify for the same step-up in cost basis as other investments, potentially reducing the tax bill for heirs when they eventually redeem their exchange fund units and sell their distributed shares.

1. The diversified basket of securities is defined as: 1) No more than 25% of the value of securities contributed is represented by any one issuer, and 2) No more than 50% of the value of securities contributed is represented by five or fewer issuers. Both qualifications must be met for the asset manager to consider the basket of securities.

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Past performance is no guarantee of future results. Estimates of future performance are based on assumptions that may not be realized. This material is not a solicitation of any offer to buy or sell any security or other financial instrument or to participate in any trading strategy. Please refer to important information, disclosures and qualifications at the end of this material.

Exchange Funds: What Should You Know Before You Invest?

Exchange funds are designed for long-term investors. Many funds offer daily liquidity but may charge an early redemption fee (typically 1%), calculated on net asset value, for any withdrawals in the first three years of an investor's subscription. During the first seven years following the investor's final contribution, the fund generally distributes the investor's original contributions first.



ACCEPTANCE POLICIES MAY DIFFER FROM FUND TO FUND



APPROVED STOCK LIST

Each fund has a list of defined stocks in their investable universe that are approved for investment; each of the stocks listed in the "approved stock list" may be driven by capacity constraints subject to the fund's availability



VARYING INVESTMENT STRATEGIES

Some funds accept only stocks of established companies with large market capitalization and a history of profitability, while others are open to mid-cap or small-cap positions



RESTRICTED STOCKS

Restricted stocks are eligible for acceptance, but check to determine whether the windows in which you're allowed to sell your restricted holdings match up with the time period in which your fund is accepting shares

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The GIMA Team Utilizes a Robust Alternative Investments Due Diligence Process

The Global Investment Manager Analysis (GIMA) team, a leader in manager analysis, applies a common framework in its review of all investment products under consideration.



1 QUANTITATIVE ANALYSIS

- Historical performance metrics
- Statistical measures
- Peer group comparisons

2 QUALITATIVE ANALYSIS

- Multiple points of contact with managers
- Review of manager documentation
- Manager capabilities and experience

3 BUSINESS & OPERATIONAL REVIEW

- Business risk
- Infrastructure
- Compliance & controls
- Business continuity
- Quality of third-party providers for Alternatives

4 COMPREHENSIVE GOVERNANCE & OVERSIGHT OF RECOMMENDATIONS

- GIMA reviews each proposed investment vehicle
- Formal governance process for all strategies made available on the platform
- Defined process for status changes, including manager upgrades and downgrades

5 ONGOING INVESTMENT & OPERATION MONITORING

- Analysts monitor the entire product coverage universe of traditional and alternative investment strategies

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Our Exchange Funds Platform

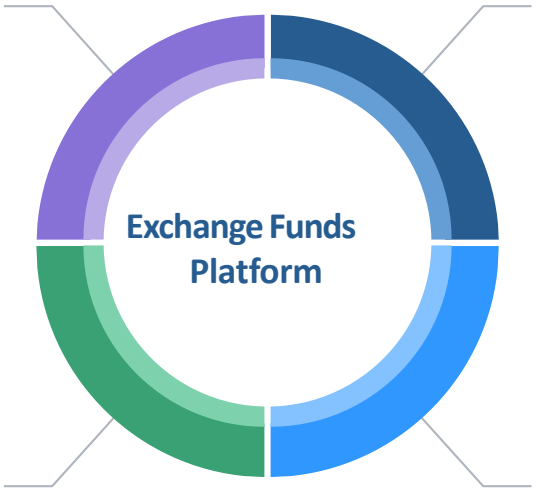
Exchange funds allow holders of concentrated stock positions to exchange those shares for a diversified portfolio. Investors may benefit from greater diversification without selling stock.

MANAGER ACCESS

Access to leading affiliated and third-party managers who have significant experience managing exchange funds.

PERSONALIZED GUIDANCE

Advice and guidance from your dedicated Financial Advisor or Private Wealth Advisor to help you decide if an exchange fund is right for your situation.



BROAD DIVERSIFICATION

Funds that are offered are uniquely designed to provide diversification, which can help reduce portfolio volatility.

ROBUST EVALUATION

Thorough evaluation of investment expertise and operational capabilities across quantitative and qualitative factors to select high-quality exchange funds.

PLATFORM OVERVIEW

OFFERINGS

Investment opportunities are available from leading affiliated and third-party managers, who have been offering exchange funds for over 20 years

MINIMUM INVESTMENT

Depending on the fund, minimum investments range from $500,000 to $1 million

FUND FEES

Annual fees range from 0.85% to 0.95%, as well as a one-time upfront client fee of up to 1.5% depending upon the investment amount

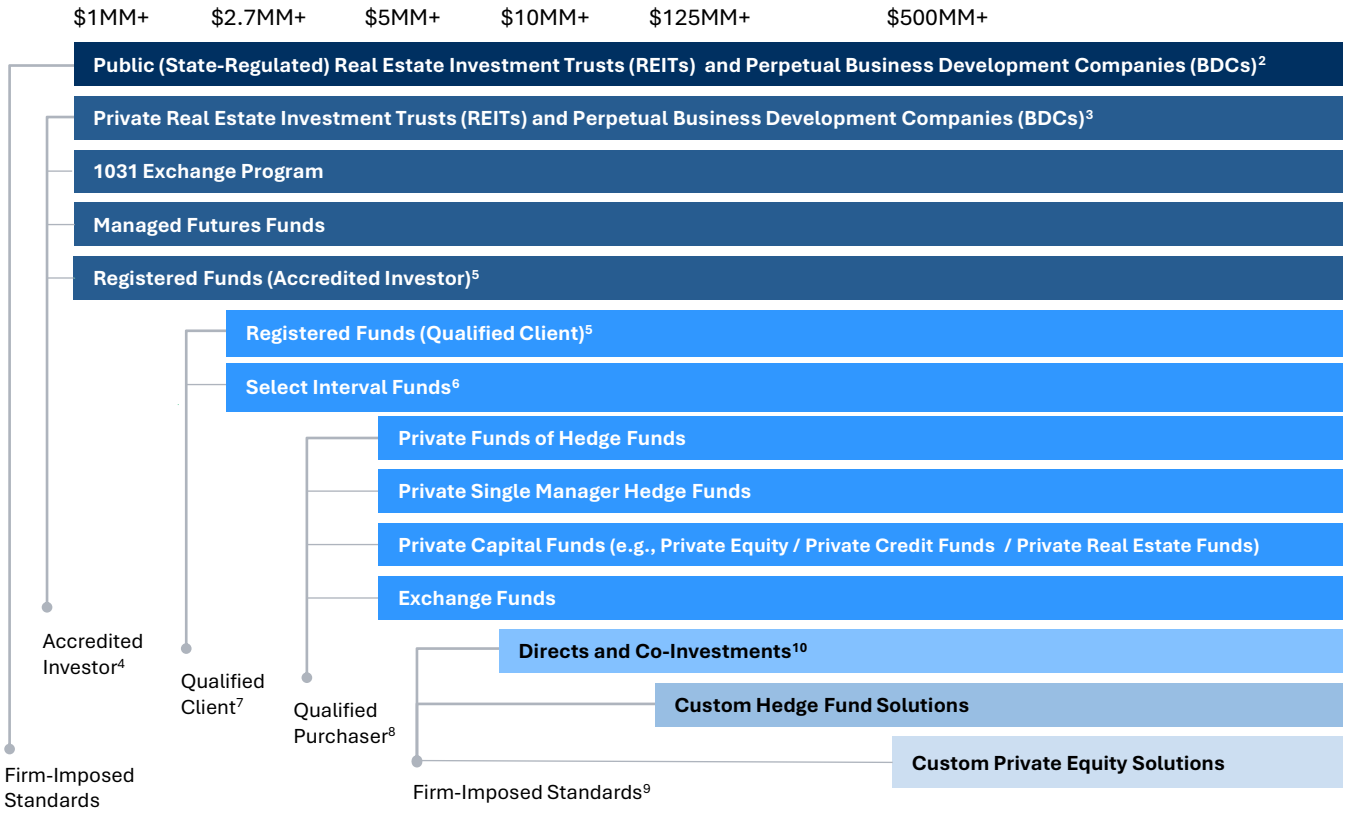
Source: Morgan Stanley Wealth Management Alternative Investments Group.

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Alternative Investments Eligibility

Investors participating in alternative investments offered through Morgan Stanley must meet certain SEC and/or state standards depending on the structure of the fund or service. Morgan Stanley may impose a qualification standard that is higher than those required to meet SEC/state standards. Additionally, individual funds or services may have their own investment minimum and eligibility criteria.

Alternative investments are offered only to qualified investors. Client eligibility[1] to purchase alternative investments is typically based on the client's net worth or, as applicable, net investable assets, as shown.



1. Eligibility on its own does not satisfy all requirements and guidelines, nor does it imply appropriateness. Speak with your Financial Advisor or Private Wealth Advisor to help determine if alternative investments may be appropriate for you. Please see the Important Disclosures at the end of this publication for additional information and the applicable offering documents for specific eligibility requirements.
2. Public (State-Regulated) Real Estate Investment Trusts and Perpetual Business Development Companies generally require a minimum net worth of $1 million, or income of $200K and net worth of $250K for an individual, and $5 million for an entity, and must meet specific liquid net worth requirements.
3. Private Real Estate Investment Trusts & Perpetual Business Development Companies generally do not have state-regulated liquid net worth requirements.
4. Funds that rely on Accredited Investor standard generally require a minimum net worth of $1 million for an individual (excluding primary residency), and $5 million for an entity.
5. The specific Registered Fund structure will determine eligibility standards. Funds that rely on an Accredited Investor standard and/or a Qualified Client Standard generally include Registered Funds of Hedge Funds, Registered Single Manager Hedge Funds, Registered Private Equity Funds, Registered or Private Real Asset Funds and Private Business Development Companies.
6. Internal Funds have varying eligibility requirements. Please consult applicable offering documents.
7. Funds that rely on a Qualified Client standard require a client to have a net worth (together, in the case of a natural person, with assets held jointly with a spouse) of more than $2.7 million, excluding primary residence and related debt, at the time the contract is entered into with the fund (the "net worth test").
8. Funds that rely on a Qualified Purchaser standard must also meet Accredited Investor standards and require minimum net investable assets of $5 million for an individual, and $25 million for an entity.
9. In addition to meeting Accredited Investor and Qualified Purchaser standards, these funds are subject to firm-imposed higher eligibility standards.
10. Eligibility is reviewed on a case-by-case basis and is subject to change.

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General Disclosures

Morgan Stanley Wealth Management ("MSWM", "Morgan Stanley" or "MSSB") is the trade name of Morgan Stanley Smith Barney LLC, a registered broker-dealer and investment adviser in the United States. This material is for educational purposes only and is not an offer or solicitation to buy, sell, or participate in any security or trading strategy. Past performance is not a guarantee of future results.

Morgan Stanley offers a range of brokerage and advisory services, which create different types of client relationships and obligations. Please consult with your Financial Advisor to understand these differences, or review our "**Understanding Your Brokerage and Investment Advisory Relationships**" brochure available at www.morganstanley.com/wealth-relationshipwithms/pdfs/understandingyourrelationship.pdf.

Asset allocation, diversification, rebalancing and dollar cost averaging do not guarantee a profit or protect against loss in declining markets. Past performance is no guarantee of future results and actual results may vary. Rebalancing strategies may also have tax consequences; investors should consult a qualified tax advisor before implementing such strategies.

Conflicts of Interest: As a diversified global financial services firm, Morgan Stanley engages in a broad range of activities, including financial advisory and investment management services; sponsoring and managing private investment funds; broker-dealer and principal securities transactions, commodities and foreign exchange transactions; and the publication of research, among other activities. In the ordinary course of its business, these activities may create situations where Morgan Stanley's interests may conflict with those of its clients, including the private investment funds it manages. Morgan Stanley can give no assurance that such conflicts of interest will be resolved in favor of its clients or any particular fund.

Indices are unmanaged and cannot be invested in directly. For index, indicator and survey definitions referenced in this report, please visit: www.morganstanley.com/wealth-investmentsolutions/wmir-definitions

For more information, please refer to additional General Disclosures here: www.morganstanley.com/wealthbooks#general-disclosures.

Risks Associated With Investing

Investing in the markets entails the risk of market volatility. The value of all types of investments, **including stocks, mutual funds, exchange-traded funds ("ETFs"), closed-end funds, and unit investment trusts,** may increase or decrease over varying time periods. **Please carefully consider the investment objectives, risks, charges and expenses of investment fund(s) before investing. The fund prospectus contains this and other information about the fund(s). To obtain a prospectus, contact your financial advisor. Please read the prospectus carefully before investing.** There is no assurance that investment funds will achieve their investment objectives. Besides the general investment risk of holding securities that may decline in value and the possible loss of principal invested, **closed-end funds** may have additional risks related to declining market prices relative to net asset values (NAVs), active manager underperformance and potential leverage. To the extent the investments depicted herein represent **international securities**, you should be aware that there may be additional risks associated with international investing, including foreign economic, political, monetary and/or legal factors, changing currency exchange rates, foreign taxes, and differences in financial and accounting standards. These risks may be magnified in emerging markets and frontier markets. Some funds also invest in foreign securities, which may involve currency risk. **Equity securities** may fluctuate in response to news on companies, industries, market conditions and general economic environment Companies paying dividends can reduce or cut payouts at any time. Small- and mid-capitalization companies may lack the financial resources, product diversification and competitive strengths of larger companies. In addition, the securities of **small- and mid-capitalization** companies may not trade as readily as, and be subject to higher volatility than, those of larger, more established companies. **Growth investing** does not guarantee a profit or eliminate risk. Growth stocks can trade at relatively high valuations which may increase risk compared with an investment in a company with more modest growth expectations. **Value investing** does not guarantee a profit or eliminate risk. Not all companies deemed value stocks are able to turn around their business or successfully execute corrective strategies, and their stock prices may not rise as initially expected.

The value of **fixed income securities** will fluctuate and, upon a sale, may be worth more or less than their original cost or value at maturity. Bonds are subject to interest rate risk, call risk, reinvestment risk, liquidity risk, and credit risk of the issuer. Yields may change with economic conditions and should be considered alongside other factors when making investment decisions. Credit ratings are subject to change. **High yield bonds** carry additional risks, including increased risk of default and greater volatility due to lower credit quality of the issues. In the case of **municipal bonds**, income is generally exempt from federal income taxes, though some income may be subject to state and local taxes and to the federal alternative minimum tax. Capital gains, if any, are subject to tax. **Treasury Inflation Protection Securities (TIPS)** adjust coupon payments and underlying principal to compensate for inflation in line with the consumer price index (CPI). While the real rate of return is guaranteed, TIPS typically offer lower returns and may significantly underperform conventional U.S. Treasuries during periods of low inflation. There is no guarantee that investors will receive par if TIPS are sold prior to maturity. The **Ultrashort-term fixed income** asset class consists of high-quality securities with very short maturities and is therefore still subject to the risks associated with debt securities such as credit and interest rate risk.

Money Market Funds: You could lose money in money market funds. Although government money market funds (defined as investing 99.5% of total assets in cash and/or securities backed by the U.S. government) and retail funds (defined as money market funds open to natural person investors only) seek to preserve value at $1.00 per share, they cannot guarantee doing so. The price of other money market funds will fluctuate, and when you sell shares they may be worth more or less than originally paid. Money market funds may impose a fee upon sale or temporarily suspend sales if liquidity falls below required minimums. During suspensions, shares would not be available for purchases, withdrawals, check writing or ATM debits. A money market fund investment is not insured or guaranteed by the Federal Deposit Insurance Corporation or other government agency. The Fund's sponsor has no legal obligation to provide financial support to the Fund and investors should not expect that the sponsor will provide financial support to the Fund at any time.

Investing in **Commodities:** Commodity prices may be affected by factors such as supply and demand, government policies, domestic or international political and economic events (including war or terrorism), changes in interest and exchange rates, trading activity in commodities and related contracts, pestilence, technological developments, weather, price volatility, and liquidity constraints. Physical precious metals are speculative, non-regulated products that may experience short- and long-term price volatility. Precious metals do not make interest or dividend payments and therefore may not be appropriate for investors who require current income. Precious metals must be stored, which may impose additional costs on investors.

Master Limited Partnerships (MLPs): Investments in MLPs are subject to the risks generally applicable to companies in the energy and natural resources sectors, including commodity price fluctuations, supply

and demand imbalances, resource depletion and exploration risk. MLPs also carry interest rate risk and may underperform in rising interest rate environments. In addition, MLP funds accrue deferred income taxes on net operating gains and capital appreciation; as a result their after-tax performance could differ significantly from that of its underlying assets.

Exchange Funds are private placement vehicles that enable holders of concentrated single-stock positions to exchange those stocks for a diversified portfolio. Investors may benefit from greater diversification.

Alternative investments are often speculative and include a high degree of risk. Investors can lose all or a substantial amount of their investment. They are appropriate only for eligible, long-term investors willing to forgo liquidity and put capital at risk for an indefinite period. They are often illiquid, may employ leverage, short-selling, or other speculative practices that increase volatility and risk of loss, and may require large minimum investments and initial lock-ups. Alternative investments may also involve complex tax structures, tax-inefficient investing, and delays in distributing important tax documents. Clients should consult their own tax and legal advisors, as Morgan Stanley Wealth Management does not provide tax or legal advice. They also typically carry higher fees and expenses than traditional investments, which can reduce overall returns.

Sector investments, due to their narrow focus, tend to be more volatile than broadly diversified investments. **Non-diversified portfolios:** Portfolios that hold a concentrated number of securities may experience greater overall declines when those securities lose value compared with more diversified portfolios. Portfolios that invest heavily in one or a few industry sectors are more vulnerable to price fluctuations than those diversified across a wider range of sectors.

Environmental, Social and Governance (ESG) investments in a portfolio may experience performance that is lower or higher than a portfolio not employing such practices. Portfolios with ESG restrictions and strategies as well as ESG investments may not be able to take advantage of the same opportunities or market trends as portfolios where ESG criteria is not applied. There are inconsistent ESG definitions and criteria within the industry, as well as multiple ESG ratings providers that provide ESG ratings of the same subject companies and/or securities that vary among the providers. Certain issuers of investments may have inconsistent views concerning ESG criteria where the ESG claims made in offering documents or other literature may overstate ESG impact. ESG designations are as of the date of this material, and no assurance is provided that the underlying assets have maintained or will maintain any such designation or any stated ESG compliance. As a result, it is difficult to compare ESG investment products or to evaluate an ESG investment product in comparison to one that does not focus on ESG. Investors should also independently consider whether the ESG investment product meets their own ESG objectives or criteria. There is no assurance that an ESG investing strategy or techniques employed will be successful. Past performance is not a guarantee or a dependable measure of future results.

Buying, selling, and transacting in Bitcoin, Ethereum or other digital assets ("Digital Assets"), and related funds and products, is highly speculative and may result in a loss of the entire investment. Risks and considerations include but are not limited to: Digital Assets have only been in existence for a short period of time and historical trading prices for Digital Assets have been highly volatile. The price of Digital Assets could decline rapidly, and investors could lose their entire investment. Although any Digital Asset product and its service providers have in place significant safeguards against loss, theft, destruction and inaccessibility, there is nonetheless a risk that some or all of a product's Digital Asset could be permanently lost, stolen, destroyed or inaccessible by virtue of, among other things, the loss or theft of the "private keys" necessary to access a product's Digital Asset. Digital Assets may not have an established track record of credibility and trust. Further, any performance data relating to Digital Asset products may not be verifiable as pricing models are not uniform.

For more information, please refer to additional Risks Associated With Investing here: www.morganstanley.com/wealthbooks#risks-associated-with-investing.

Investment Advisory Programs

The sole purpose of this material is to inform, and it in no way is intended to be an offer or solicitation to purchase or sell any security, other investment or service, or to attract any funds or deposits. Investments mentioned may not be appropriate for all clients. MSWM offers investment program services through a variety of investment programs, which are opened pursuant to written client agreements. Each program offers investment managers, funds and features that are not available in other programs; conversely, some investment managers, funds or investment strategies may be available in more than one program. For more information, please see the Morgan Stanley Smith Barney LLC MSWM program disclosure brochure (the "Morgan Stanley ADV"). The Morgan Stanley ADV is available at www.morganstanley.com/ADV.

The Morgan Stanley Pathway Funds, Firm Discretionary UMA Model Portfolios, and other asset allocation or any other model portfolios that are discussed in this material are available only to investors participating in Morgan Stanley Consulting Group advisory programs. For additional information on the Morgan Stanley Consulting Group advisory programs, see the applicable ADV brochure, available at www.morganstanley.com/ADV or request from your Morgan Stanley Financial Advisor or Private Wealth Advisor. To learn more about the Morgan Stanley Pathway Funds, visit the Funds' website at www.morganstanley.com/wealth-investmentsolutions/cgcm.

Generally, investment advisory accounts are subject to an **annual asset-based fee** (the "Fee") which is payable monthly in advance (some account types may be billed differently). In general, the Fee covers Morgan Stanley investment advisory services, custody of securities with Morgan Stanley, trade execution with or through Morgan Stanley or its affiliates, as well as compensation to any Morgan Stanley Financial Advisor.

In addition, each account that is invested in a program that is eligible to purchase certain investment products, such as mutual funds, will also pay a **Platform Fee** (which is subject to a Platform Fee offset) as described in the Morgan Stanley ADV. Accounts invested in the Select UMA program may also pay a separate Sub-Manager fee, if applicable.

If your account is invested in mutual funds or exchange traded funds (collectively "funds"), you will pay the fees and expenses of any funds in which your account is invested. **Fees and expenses are charged directly to the pool of assets** the fund invests in and are reflected in each fund's share price. These fees and expenses are an additional cost to you and would not be included in the Fee amount in your account statements. The advisory program you choose is described in the Morgan Stanley ADV.

Morgan Stanley or Executing Sub-Managers, as applicable, in some of Morgan Stanley's SMA programs may effect transactions through broker-dealers other than Morgan Stanley or our affiliates. In such instances, you may be assessed additional costs by the other firm in addition to the Morgan Stanley and Sub-Manager fees. Those costs will be included in the net price of the security, not separately reported

on trade confirmations or account statements. Certain Sub-Managers have historically directed most, if not all, of their trades to outside firms. Information provided by Sub-Managers concerning trade execution away from Morgan Stanley is summarized at: www.morganstanley.com/wealth/investmentsolutions/pdfs/adv/sotresponse.pdf. For more information on trading and costs, please refer to the **Morgan Stanley ADV** or contact your Financial Advisor / Private Wealth Advisor.

GIMA Conflicts of Interest: Our business is subject to various conflicts of interest. For example, ideas and suggestions for which investment products should be evaluated by Global Investment Manager Analysis (GIMA) come from a variety of sources, including our MSWM Financial Advisors and their direct or indirect managers, and other business persons within MSWM or its affiliates. Such persons may have an ongoing business relationship with certain investment managers or mutual fund companies whereby they, MSWM or its affiliates receive compensation from, or otherwise related to, those investment managers or mutual funds or for which a portion of their clients' assets are already invested. Separately, certain strategies managed or sub-advised by us or our affiliates, including but not limited to MSIM and Eaton Vance Management ("EVM") and its investment affiliates, may be included in your account. See the conflicts of interest section in the applicable Morgan Stanley ADV brochure for a discussion of other types of conflicts that may be relevant to GIMA's evaluation of managers and funds. In addition, MSWM, Morgan Stanley & Co. LLC ("MS & Co."), managers and their affiliates provide a variety of services (including research, brokerage, asset management, trading, lending and investment banking services) for each other and for various clients, including issuers of securities that may be recommended for purchase or sale by clients or are otherwise held in client accounts, and managers in various advisory programs.

MSWM, managers, MS & Co., and their affiliates receive compensation and fees in connection with these services. MSWM believes that the nature and range of clients to which such services are rendered is such that it would be inadvisable to exclude categorically all these companies from an account.

Morgan Stanley charges each fund family we offer a **mutual fund support fee**, also called a "revenue-sharing payment," on client account holdings in fund families according to a tiered rate that increases along with the management fee of the fund so that lower management fee funds pay lower rates than those with higher management fees.

For more information, please refer to additional Investment Advisory Programs disclosures here: www.morganstanley.com/wealthbooks#investment-advisory-programs.

Products and Services

Annuities and insurance products are offered in conjunction with Morgan Stanley Smith Barney LLC's licensed insurance agency affiliates. Not all products and services discussed herein are available through Morgan Stanley Smith Barney LLC's licensed insurance agency affiliates. Since life and long-term care insurance are medically underwritten, you should not cancel your current policy until your new policy is in force. A change to your current policy may incur charges, fees and costs. A new policy will require a medical exam. Surrender charges may be imposed and the period of time for which the surrender charges apply may increase with a new policy. You should consult with your own tax advisors regarding your potential tax liability on surrenders. 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.

Lending products, including securities-based loans, are offered by Morgan Stanley Smith Barney LLC (MSSB), Morgan Stanley Private Bank, National Association (MSPBNA), and Morgan Stanley Bank, N.A. (MSBNA), collectively referred to as "the Firm" as applicable. Borrowing against securities involves risk and may not be appropriate for all clients. Risks include maintenance calls, forced liquidation of securities, and potential tax consequences. The Firm reserves the right to change collateral requirements, decline funding requests, or call loans at any time. Products are distinct and subject to independent underwriting and approval. Rates, terms, and availability may vary.

Residential mortgage loans and home equity lines of credit are offered by MSPBNA, Member FDIC an Equal Housing Lender. Nationwide Mortgage Licensing System Unique Identifier #663185. **The proceeds from a residential mortgage loan (including draws and advances from a home equity line of credit) are not permitted to be used to purchase, trade, or carry eligible margin stock; repay margin debt that was used to purchase, trade, or carry margin stock; or to make payments on any amounts owed under the note, loan agreement, or loan security agreement; and cannot be deposited into a MSSB or other brokerage account.** The pledged-asset feature allows eligible securities to be used as a substitute for a cash down payment. The pledged-asset feature allows eligible securities to be used as an alternative to a cash down payment. Clients must maintain collateral levels and may be subject to liquidation if requirements are not met. Interest-only and adjustable-rate mortgages (ARMs) carry specific risks, including payment increases and higher total interest costs. ARMs are based on the SOFR 30-Day Average. Relationship-based pricing is available based on eligible household assets held at the Firm.

Cards and Cash Management: Debit Cards offered through the Firm are issued by MSPBNA under license from Mastercard. American Express Cards offered through the Firm include the Platinum Card®, Blue Cash Preferred®, and the Morgan Stanley Credit Card. Eligibility requires an "Eligible Account" at the Firm. Cards are issued by American Express National Bank. Terms, conditions, and restrictions apply. The Greenlight App and Debit Card is provided by Greenlight Financial Technologies, not the Firm or any of its affiliates. The Morgan Stanley CashPlus is a brokerage account offered through MSSB. Conditions and restrictions apply. For more information, see the CashPlus Disclosure Statement.

Deposit Products and FDIC: Under the Bank Deposit Program, free credit balances held in an account(s) at Morgan Stanley Smith Barney LLC are automatically deposited into an interest-bearing deposit account(s) at FDIC-insured banks. Certain conditions must be met. For more information, view the Bank Deposit Program Disclosure Statement. The Savings and Preferred Savings Programs offer FDIC-insured deposit accounts at Morgan Stanley Private Bank, National Association, Member FDIC or Morgan Stanley Bank, N.A., Member FDIC. The Savings programs are not intended for clients who need to have frequent access to funds and those funds will not be automatically accessed to reduce a debit or margin loan in your brokerage account. Withdrawals are limited to 10 per calendar month, and excess withdrawals may incur fees. Promotional rates may be offered from time to time and are subject to change at any time.

Morgan Stanley Smith Barney LLC is a registered Broker/Dealer and not a bank. Where appropriate, Morgan Stanley Smith Barney LLC has entered into arrangements with banks and other third parties to assist in offering certain banking-related products and services.

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Other General Disclosures

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