

Counterpoint Global Insights

Culture Quant Framework

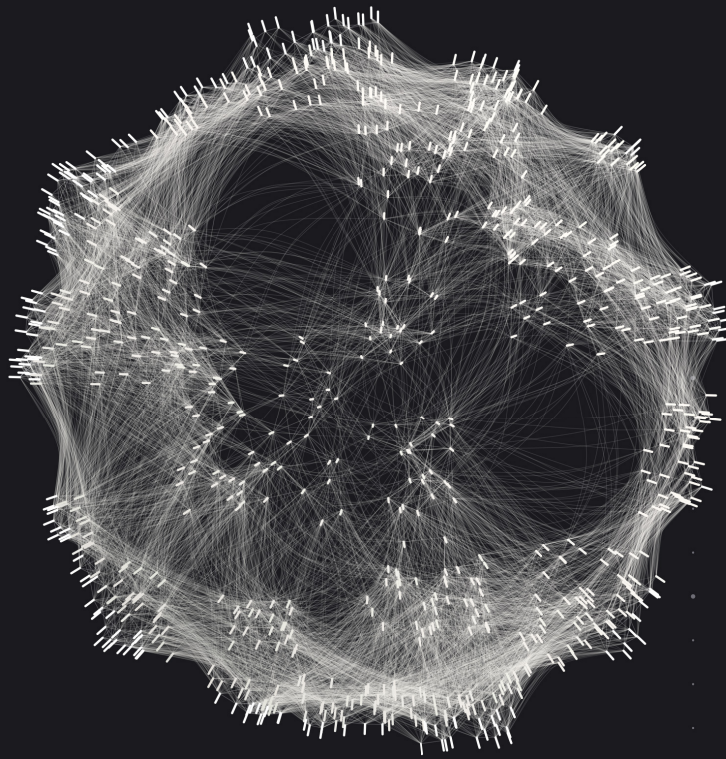
CONVERGENCE | SUSTAINABILITY RESEARCH | APRIL 2022

Company culture, the shared values and behaviors that define how employees collaborate to create value for the enterprise, remains an enigma in the field of investing. Analysts intuitively understand its influence on investment outcomes and nod knowingly when presented with examples of effective or bad cultures. But measuring culture is a subjective exercise that is open to wide interpretation, even among employees at the same company. Culture has defied quantification at a time when researchers are numerically modeling every factor that has an impact on investment performance.

In the late 1970s, tangible investments were nearly twice those of intangible investments. Today, intangible investments are roughly one and a half times those of tangible investments. This shift has transformed the nature of business. Tangible assets such as factories perform repetitive tasks and have key performance indicators (KPIs) such as capacity utilization and efficiency. Intangible investments including brand building or drug discovery rely on human creativity to create value. A company's culture is essential to unleashing ingenuity.

We believe our economy's transformation from tangible to intangible assets is secular and early in its course. As a result, investors will increasingly recognize culture as a critical determinant of value creation. That means it will be the subject of critical analysis and measurement in years to come.

January 2021 is the original date of publication. Updated findings and further investigations as of April 2022.



Given this reality, we reviewed legacy frameworks to quantify culture and found them to be well intentioned but generally inconsistent. They were also far too broad in their scope. We believe a new approach can add value. We studied how KPIs have evolved, how they are used, and what impact they have had. Our goal is to simplify the complex topic and to create a standard set of tools that investors can use to evaluate a company's intangible assets.

For example, Barry McCarthy, the former chief financial officer of Netflix and Spotify, has highlighted the importance of customer retention as a source of competitive advantage. A company with a loyal customer base can afford to spend more to acquire new customers than can a company with less loyalty. Simply looking at the number of customers a company has can be misleading because a competitor with high customer churn will have to spend more money acquiring new customers than will a company with low churn. In this case, low customer churn will lead to a higher return on capital than will high churn.

Stable shareholders provide capital and committed customers generate revenue, but loyal employees are at the core of a thriving corporate culture. Companies derive a significant amount of their value from their intangible assets, which people create. Accordingly, we have identified employee retention as a significant indicator of culture.

Employee retention provides a signal similar to Net Promoter Score (NPS), a survey-based measure of customer satisfaction that has a positive correlation with stock performance. But employee loyalty is a much more meaningful signal of culture than NPS because a survey is anonymous while employees vote with their feet by coming to work each day. Employee retention that is above industry peer averages can indicate the presence of competitive advantage. This advantage may lead to higher levels of future profitability than past financial performance would indicate.

Sustainability Research (SR) at Counterpoint Global focuses on identifying companies that have cultivated adaptive cultures. We expect those companies to be well positioned to benefit from the long-term environmental and societal trends that are becoming increasingly important. Quantitative analysis of employee retention gives us a unique view into company culture.

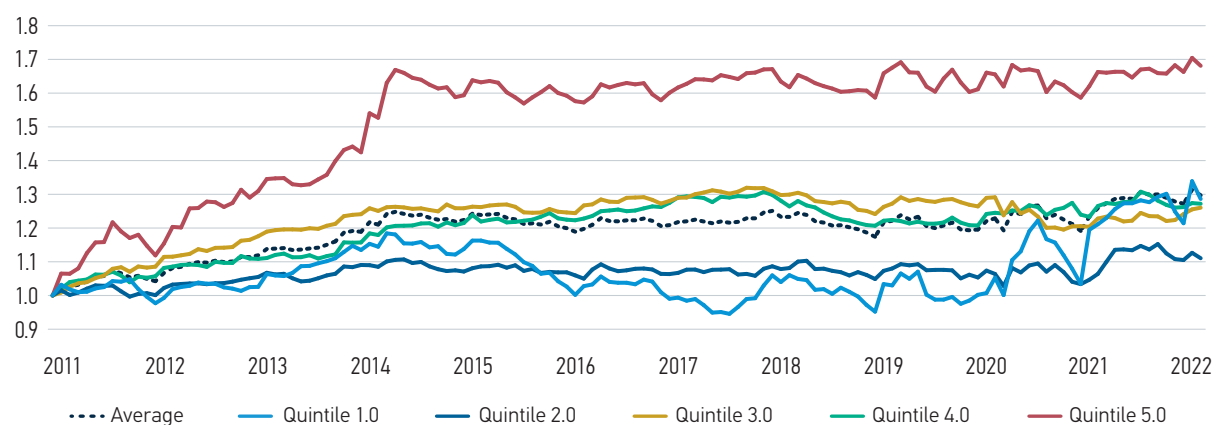
A Quantitative Approach to Measuring Culture

To systematically measure company culture, we want to develop a single KPI that reflects the secular shift toward intangible investments and recognizes that employees are key stakeholders.

We collaborated with scholars at Harvard Business School to study whether companies with high employee retention have enjoyed higher stock returns than do companies with low employee retention. Our premise is that high employee retention is associated with a strong culture.

To test this hypothesis, we use an alternative dataset that captures monthly employer data for more than 300 million employees over the last decade. We partnered with MSIM Data & Analytics and Morgan Stanley Artificial Intelligence Center of Excellence Teams to conduct systematic analysis of nearly 2,000 publicly traded companies. We ranked and sorted the companies by quintiles based on employee retention rates. Then we created equally weighted portfolios for each quintile. The observations start in 2011 and the companies are reranked annually (see *Display 1*).

Display 1: Quintile Portfolios Stock-Specific Returns Based on Retention Factor



Source: MSIM Counterpoint Global, Revelio Labs, as of January 2022.

The performance is provided for illustrative purposes only and is not meant to depict the performance of a specific investment. **Past performance is no guarantee of future results.**

The results are striking. We identified a correlation between retention and stock returns: the portfolio comprised of the top quintile of employee retention had cumulative gains that were 37 percent higher, or 2.9 percent annualized, than those of the bottom quintile. Most of the excess returns reflected stock-specific factors rather than exposure to particular sectors or other market factors (e.g., Fama-French factors).

We then sought to go beyond correlation to see if high retention caused the cumulative gains. For example, employees have a unique view into the company's near-term prospects and are more probable to stay if they look good. Those prospects, in turn, are likely to translate into good stock price performance.

The statistical causality test that we designed seeks to determine whether one time series, employee retention in this case, is useful in forecasting another, stock price gains. This statistical test revealed that for the top quintile a year-over-year improvement in a company's employee retention implied positive alpha for the company's stock in the subsequent year 56 percent of the time. The statistical test also revealed that for the bottom quintile a year-over-year deterioration in a company's employee retention implied negative alpha for the company's stock in the subsequent year 76.5 percent of the time.

We hypothesize that the relationship of the attributes reinforce company culture. Companies with strong company cultures benefit from positive feedback: employee retention drives talent continuity, internal development, and cost efficiencies. These positives correlate with attractive stock returns which incentivizes retention further.

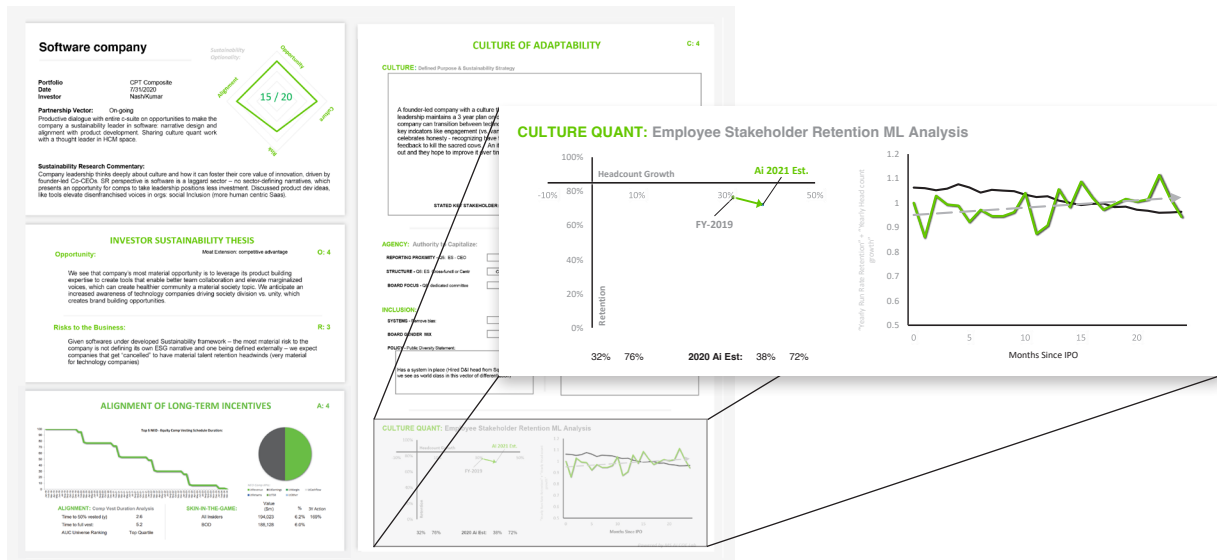
Synergy With Our Sustainability Research Process

Counterpoint Global has a culture that fosters creativity, independence, a willingness to be different, and a long-term mindset. Our SR is designed to reflect those values and to integrate into our investment process seamlessly.

We are constantly iterating, experimenting, and searching for new ways to meld SR into our investment process. The current version seeks to identify companies where sustainability creates positive option value, an intangible asset that the consensus often overlooks. Our Sustainability Optionality framework synthesizes research that includes a business’s most material Environmental and Societal (E&S) opportunities and risks, an analysis of whether incentives align with long-term value creation, and an evaluation of cultural adaptability.

We believe that a highly adaptive culture contributes to fostering talent and retaining employees. Adaptive organizations foster a common sense of purpose, empower employees to make the right decisions, and drive accountability by measuring and disclosing inclusion.

Sustainability Research Dashboard: Culture Quant Module



Source: Counterpoint Global, Dashboard. This is provided for illustrative purposes only.

Our Culture Quant framework does not rely solely on a company’s public disclosures on changes to total headcount. It provides insight by decoupling a company’s headcount growth into retention and inflow. Our Sustainability Research Dashboard Culture Quant module depicts last year’s headcount inflow and employee retention visually, and then uses Artificial Intelligence to predict these statistics for this year. We complement this view with a snapshot of a company at the time of its initial public offering (IPO). This presents interesting insight into a company’s culture because headcount inflow often accelerates prior to an IPO in order to meet growth targets, and retention commonly falls as employees reap the benefits of their equity-based compensation.

Implications of Findings

Businesses are increasingly investing in intangible assets such as goodwill, brands, and employees in order to differentiate themselves. We believe that investing in employee development is the foundation of a culture of adaptability. That adaptability is essential for building and strengthening durable competitive advantage over time.

We anticipate that employee retention will become an area of increased focus given the underlying trends in the economy. For example, millennials are now the largest group in the U.S. workforce and show a propensity to change jobs with higher frequency than previous demographic groups did. The rise in talent liquidity is enabled by the internet and evolving cultural norms.

Corporate executives historically relied on anecdotal evidence of their success at talent retention relative to their peers. We can partner with our portfolio companies to show them precisely how they stack up versus other businesses in their sector and how they can create targets to improve. We can also look for cultural outliers across industries and add those insights to our research. These findings potentially have significant societal implications because they quantitatively align the interests of shareholders and employees. Executives focused on long-term value creation can rely on sound financial analysis in order to justify investing in employee empowerment rather than seeing it as desirable, but unquantifiable, spending.

H A R V A R D | B U S I N E S S | S C H O O L[®]

For at least 20 years, economists have been warning that the shift to a human-capital-intensive economy will wreak havoc on current valuation practices. Despite these warnings, academics and practitioners have failed to prepare. This lack of preparation comes both from comfort in the “old ways of doing things” and from a paucity of data to truly understand how the value and risk embedded in human capital impact firm performance.

In its analysis of employee turnover, Counterpoint Global has not only shown that labor flows are vital to understanding the future of companies, but has also provided a roadmap for how investors and researchers can advance the understanding of human capital.

The analysis conducted by Counterpoint Global provides concrete evidence of the value created through strong employee culture, and the statistical rigor of that analysis offers confidence in the economically meaningful abnormal returns uncovered by the collaboration.

ETHAN ROUEN

Assistant Professor of Business Administration

Further Investigations

April 2022

We at Counterpoint Global continue to evolve our process for qualitatively analyzing the connection between capital allocation, the strengthening of durable competitive advantage, and adaptive culture. Our first Culture Quant study examined the relationship between employee retention, company culture, and stock price. Following its publication, we had fascinating conversations with companies of various sizes, geographies, and industries. A consistent theme in those conversations prompted a second research project on employee churn rate, which measures the percentage of employees who leave a company during a period. More specifically, we want to know whether employee churn is good or bad. If churn is good, is it better for it to happen early or late in an employee's tenure?

Analysis of the data led to three key observations:

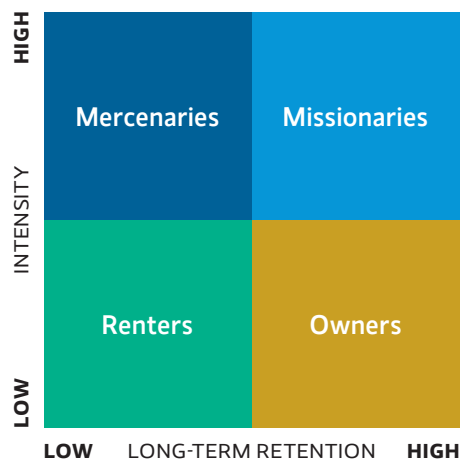
1. The churn rate is highest in the first year for the employee of most companies;
2. Certain companies have cultures with high "intensity," where the churn rate in year one is particularly high;
3. A high churn rate in the short term does not predict the retention rate in the long term.

These insights led us to a hypothesis: Some cultures have high "intensity," which means that many employees leave shortly after they are hired. Other cultures are unique, such that once employees join they never leave, perhaps because they cannot imagine working anywhere else.

Our first Culture Quant analysis enabled us to decompose headcount growth into the number of employees who left versus those who stayed. For example, consider two companies that go from 100 to 105 employees over the span of one year. The first hires 20 new employees and sees 15 depart during the year. The second brings on six new workers and one leaves. While the net change in headcount is the same, the hiring and churn rates are very different.

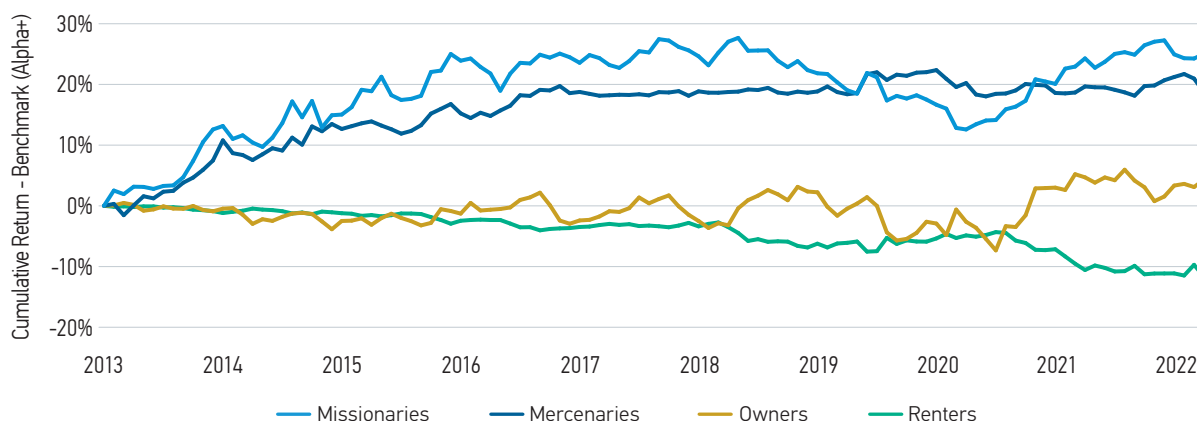
Our second study enables us to decompose retained employees into long-term retention (e.g., five years) versus churn of employees during their first year. We categorized 2,095 companies based on long-term retention and intensity, or year one churn rate. This creates four segments (see *Display 2*):

- **MISSIONARIES** are companies that are above the median in both long-term retention and short-term churn rate. Many employees at these firms leave early in their tenure but those who stay tend to stick around for a long time.
- **OWNERS** are above the median in long-term retention and below the median in short-term churn rate. Employees tend to join these companies and stay with them.
- **MERCENARIES** are below the median in long-term retention and above-average in intensity. These companies have high turnover in the short and long term.
- **RENTERS** are below the median in both long-term retention and intensity. Employees stay in the short term but do not have long tenures at the company.

Display 2: Cultural Cohorts: Intensity and Long-term Retention Matrix

Source: Morgan Stanley Investment Management

After placing companies into one of these segments, we back tested each as a portfolio. The results supported our hypothesis and presented a surprise:

Display 3: Cohort Portfolios Stock-Specific Returns Based on Intensity and Long-term Retention Factor

Source: Morgan Stanley Investment Management. Data as of April 28, 2022.

The performance is provided for illustrative purposes only and is not meant to depict the performance of a specific investment. **Past performance is no guarantee of future results.**

What was anticipated given our hypothesis was that the cumulative return of a portfolio comprised of missionaries, which we expect to foster cultures that are the most unique, outperformed the renters by 35 percentage points over the 9 years of the study. The excess return, calculated using the Fama-French framework to remove all factor exposures, was 3.4 percentage points annualized.

What was surprising was that the mercenaries outperformed the owners. This implies that the churn rate in year one actually has a higher correlation with total shareholder returns than does long-term employee retention.

We at Counterpoint Global continue to study and iterate on its Culture Quant framework as part of our Sustainability Research process. We evaluate new alternative datasets and frameworks in order to gain understanding into how the alignment of workers and investors affects corporate results.

Counterpoint Global

New York

INVESTORS	RESEARCH RESPONSIBILITIES	YEARS OF EXPERIENCE	YEARS WITH FIRM	YEARS WITH TEAM
DENNIS LYNCH	Lead Investor, Head of Counterpoint Global	29	25	25
SAM CHAINANI	Head of Counterpoint Global ~ New York, Technology	27	27	23
JASON YEUNG	Health Care	26	21	19
ARMISTEAD NASH	Business Services, Software	23	21	19
DAVID COHEN	Consumer	35	30	24
ALEX NORTON	Consumer, Industrials, Technology (ex Software)	28	23	23
MANAS GAUTAM	Head of Global Endurance, Generalist	11	8	8
ANNE EDELSTEIN	Health Care	12	5	5
ABHIK KUMAR	Software, Media	14	4	4
JENNY LEEDS	Healthcare	7	4	4
JOSHUA JARRETT	Director of Research, Generalist	18	3	3
RUOBING CHANG	Internet	11	7	3
ALEKS SAMETS	Payments	3	3	3
BETH FIFER	Health Care	11	2	2
MUHAMMADRAZA PANJU	Internet	4	2	2
PETE STOVELL	Generalist	29	2	2
LIZ HALL	Blockchain, Cryptocurrency, Gaming	16	1	1
MICHAEL MORITZ	Generalist	5	1	1
CONSILIENT RESEARCH				
MICHAEL MAUBOUSSIN	Head of Consilient Research	36	3	3
DAN CALLAHAN	Consilient Research	18	3	3
DISRUPTIVE CHANGE RESEARCH				
STAN DELANEY	Big Ideas, Emerging Themes	22	22	19
SASHA COHEN	Big Ideas, Emerging Themes	6	6	6
JUSTIN AMEZQUITA	Big Ideas, Emerging Themes	3	3	3
VASILEIOS PRASSAS	Big Ideas, Emerging Themes	9	2	2
SUSTAINABILITY RESEARCH				
THOMAS KAMEI	Head of Sustainability Research, Internet	11	11	11
DERRICK MAYO	Sustainability Research	18	9	2
CLIENT RELATIONSHIP AND BUSINESS MANAGEMENT				
MARK TODTFELD	Chief Operating Officer	28	18	4
KERRY ANN JAMES	Head of Client Relations, Portfolio Specialist	26	6	2
PRAJAKTA NADKARNI	Portfolio Specialist	19	16	12
MICK MORAN	Portfolio Specialist	9	9	1
MCKENZIE BURKHARDT	Portfolio Specialist	20	20	20
XAVIER SALAZAR	Portfolio Analyst	5	5	1
KATHRYNE DOWNS	Portfolio Specialist ~ Global Endurance	11	11	1
EARL PRYCE	Portfolio Administrator	23	23	16
CHAYSE MORGAN	Portfolio Administrator	3	3	3
ERICA CASARENO	Portfolio Administrator	1	1	1
AMBER YOUNG	Business Management	13	5	2

Asia

Global, International, Asia

KRISTIAN HEUGH Lead Investor, Head of Global Opportunity

- 13 Investors, 5 Portfolio Specialists, 1 Portfolio Operation Analyst

"Investor" refers to an analyst or portfolio manager of Counterpoint Global.

Team members may change without notice from time to time. Years of Experience listed above refers to Industry Experience.

Years of Experience, Years with Firm and Years with Team are as of March 2023.

Risk Considerations

There is no assurance that a Portfolio will achieve its investment objective. Portfolios are subject to **market risk**, which is the possibility that the market values of securities owned by the Portfolio will decline and that the value of Portfolio shares may therefore be less than what you paid for them. Market values can change daily due to economic and other events (e.g. natural disasters, health crises, terrorism, conflicts and social unrest) that affect markets, countries, companies or governments. It is difficult to predict the timing, duration, and potential adverse effects (e.g. portfolio liquidity) of events. Accordingly, you can lose money investing in this Portfolio. Please be aware that this Portfolio may be subject to certain additional risks. In general, **equities securities'** values also fluctuate in response to activities specific to a company. Investments in **foreign markets** entail special risks such as currency, political, economic, market and liquidity risks. The risks of investing in **emerging market countries** are greater than risks associated with investments in foreign developed countries. **Privately placed and restricted securities** may be subject to resale restrictions as well as a lack of publicly available information, which will increase their illiquidity and could adversely affect the ability to value and sell them (liquidity risk). **Derivative instruments** may disproportionately increase losses and have a significant impact on performance. They also may be subject to counterparty, liquidity, valuation, correlation and market risks. **Illiquid securities** may be more difficult to sell and value than public traded securities (liquidity risk).

ESG Strategies that incorporate impact investing and/or **Environmental, Social and Governance (ESG)** factors could result in relative investment performance deviating from other strategies or broad market benchmarks, depending on whether such sectors or investments are in or out of favor in the market. As a result, there is no assurance ESG strategies could result in more favorable investment performance.

DEFINITIONS

"ESG" investment: Environmental Social and Governance based investment is an investment approach which takes explicit account of the environmental, social and corporate governance aspects of all proposed investments.

IMPORTANT INFORMATION

There is no guarantee that any investment strategy will work under all market conditions, and each investor should evaluate their ability to invest for the long-term, especially during periods of downturn in the market.

A separately managed account may not be appropriate for all investors. Separate accounts managed according to the particular Strategy may include securities that may not necessarily track the performance of a particular index. A minimum asset level is required.

For important information about the investment managers, please refer to Form ADV Part 2.

The views and opinions and/or analysis expressed are those of the author or the investment team as of the date of preparation of this material and are subject to change at any time without notice due to market or economic conditions and may not necessarily come to pass. Furthermore, the views will not be updated or otherwise revised to reflect information that subsequently becomes available or circumstances existing, or changes occurring, after the date of publication. The views expressed do not reflect the opinions of all investment personnel at Morgan Stanley Investment Management (MSIM) and its subsidiaries and affiliates (collectively "the Firm"), and may not be reflected in all the strategies and products that the Firm offers.

Forecasts and/or estimates provided herein are subject to change and may not actually come to pass. Information regarding expected market returns and market outlooks is based on the research, analysis and opinions of the authors or the investment team. These conclusions are speculative in nature, may not come to pass and are not intended to predict the future performance of any specific strategy or product the Firm offers. Future results may differ significantly depending on factors such as changes in securities or financial markets or general economic conditions.

This material has been prepared on the basis of publicly available information, internally developed data and other third-party sources believed to be reliable. However, no assurances are provided regarding the reliability of such information and the Firm has not sought to independently verify information taken from public and third-party sources.

This material is a general communication, which is not impartial and all information provided has been prepared solely for informational and educational purposes and does not constitute an offer or a recommendation to buy or sell any particular security or to adopt any specific investment strategy. The information herein has not been based on a consideration of any individual investor circumstances and is not investment advice, nor should it

be construed in any way as tax, accounting, legal or regulatory advice. To that end, investors should seek independent legal and financial advice, including advice as to tax consequences, before making any investment decision.

Charts and graphs provided herein are for illustrative purposes only. **Past performance is no guarantee of future results.**

The indexes are unmanaged and do not include any expenses, fees or sales charges. It is not possible to invest directly in an index. Any index referred to herein is the intellectual property (including registered trademarks) of the applicable licensor. Any product based on an index is in no way sponsored, endorsed, sold or promoted by the applicable licensor and it shall not have any liability with respect thereto.

This material is not a product of Morgan Stanley's Research Department and should not be regarded as a research material or a recommendation.

The Firm has not authorised financial intermediaries to use and to distribute this material, unless such use and distribution is made in accordance with applicable law and regulation. Additionally, financial intermediaries are required to satisfy themselves that the information in this material is appropriate for any person to whom they provide this material in view of that person's circumstances and purpose. The Firm shall not be liable for, and accepts no liability for, the use or misuse of this material by any such financial intermediary.

This material may be translated into other languages. Where such a translation is made this English version remains definitive. If there are any discrepancies between the English version and any version of this material in another language, the English version shall prevail.

The whole or any part of this material may not be directly or indirectly reproduced, copied, modified, used to create a derivative work, performed, displayed, published, posted, licensed, framed, distributed or transmitted or any of its contents disclosed to third parties without the Firm's express written consent. This material may not be linked to unless such hyperlink is for personal and non-commercial use. All information contained herein is proprietary and is protected under copyright and other applicable law.

DISTRIBUTION

This material is only intended for and will only be distributed to persons resident in jurisdictions where such distribution or availability would not be contrary to local laws or regulations.

MSIM, the asset management division of Morgan Stanley (NYSE: MS), and its affiliates have arrangements in place to market each other's products and services. Each MSIM affiliate is regulated as appropriate in the jurisdiction it operates. MSIM's affiliates are: Eaton Vance Management (International) Limited, Eaton Vance Advisers International Ltd, Calvert Research and Management, Eaton Vance Management, Parametric Portfolio Associates LLC, and Atlanta Capital Management LLC.

This material has been issued by any one or more of the following entities:

EMEA:

This material is for Professional Clients/Accredited Investors only.

In the EU, MSIM and Eaton Vance materials are issued by MSIM Fund Management (Ireland) Limited ("FMIL"). FMIL is regulated by the Central Bank of Ireland and is incorporated in Ireland as a private company limited by shares with company registration number 616661 and has its registered address at The Observatory, 7-11 Sir John Rogerson's Quay, Dublin 2, D02 VC42, Ireland.

Outside the EU, MSIM materials are issued by Morgan Stanley Investment Management Limited (MSIM Ltd) is authorised and regulated by the Financial Conduct Authority. Registered in England. Registered No. 1981121. Registered Office: 25 Cabot Square, Canary Wharf, London E14 4QA.

In Switzerland, MSIM materials are issued by Morgan Stanley & Co. International plc, London (Zurich Branch) Authorised and regulated by the Eidgenössische Finanzmarktaufsicht ("FINMA"). Registered Office: Beethovenstrasse 33, 8002 Zurich, Switzerland.

Outside the US and EU, Eaton Vance materials are issued by Eaton Vance Management (International) Limited ("EVM") 125 Old Broad Street, London, EC2N 1AR, UK, which is authorised and regulated in the United Kingdom by the Financial Conduct Authority.

Italy: MSIM FMIL (Milan Branch), (Sede Secondaria di Milano) Palazzo Serbelloni Corso Venezia, 16 20121 Milano, Italy. **The Netherlands:** MSIM FMIL (Amsterdam Branch), Rembrandt Tower, 11th Floor Amstelplein 1 1096HA, Netherlands. **France:** MSIM FMIL (Paris Branch), 61 rue de Monceau 75008 Paris, France. **Spain:** MSIM FMIL (Madrid Branch), Calle Serrano 55, 28006, Madrid, Spain. **Germany:** MSIM FMIL Frankfurt Branch, Große Gallusstraße 18, 60312 Frankfurt am Main, Germany (Gattung: Zweigniederlassung (FDI) gem. § 53b KWG). **Denmark:** MSIM FMIL (Copenhagen Branch), Gørrissen Federspiel, Axel Towers, Axeltorv2, 1609 Copenhagen V, Denmark.

MIDDLE EAST

Dubai: MSIM Ltd (Representative Office, Unit Precinct 3-7th Floor-Unit 701 and 702, Level 7, Gate Precinct Building 3, Dubai International Financial Centre, Dubai, 506501, United Arab Emirates. Telephone: +97 (0)14 709 7158).

This document is distributed in the Dubai International Financial Centre by Morgan Stanley Investment Management Limited (Representative Office), an entity regulated by the Dubai Financial Services Authority ("DFSA"). It is intended for use by professional clients and market counterparties only. This document is not intended for distribution to retail clients, and retail clients should not act upon the information contained in this document.

This document relates to a financial product which is not subject to any form of regulation or approval by the DFSA. The DFSA has no responsibility for reviewing or verifying any documents in connection with this financial product. Accordingly, the DFSA has not approved this document or any other associated documents nor taken any steps to verify the information set out in this document, and has no responsibility for it. The financial product to which this document relates may be illiquid and/or subject to restrictions on its resale or transfer. Prospective purchasers should conduct their own due diligence on the financial product. If you do not understand the contents of this document, you should consult an authorised financial adviser.

U.S.

NOT FDIC INSURED | OFFER NO BANK GUARANTEE | MAY LOSE VALUE | NOT INSURED BY ANY FEDERAL GOVERNMENT AGENCY | NOT A BANK DEPOSIT

Latin America (Brazil, Chile Colombia, Mexico, Peru, and Uruguay)

This material is for use with an institutional investor or a qualified investor only. All information contained herein is confidential and is for the exclusive use and review of the intended addressee, and may not be passed on to any third party. This material is provided for informational purposes only and does not constitute a public offering, solicitation or recommendation to buy or sell for any product, service, security and/or strategy. A decision

to invest should only be made after reading the strategy documentation and conducting in-depth and independent due diligence.

ASIA PACIFIC

Hong Kong: This material is disseminated by Morgan Stanley Asia Limited for use in Hong Kong and shall only be made available to "professional investors" as defined under the Securities and Futures Ordinance of Hong Kong (Cap 571). The contents of this material have not been reviewed nor approved by any regulatory authority including the Securities and Futures Commission in Hong Kong. Accordingly, save where an exemption is available under the relevant law, this material shall not be issued, circulated, distributed, directed at, or made available to, the public in Hong Kong. **Singapore:** This material is disseminated by Morgan Stanley Investment Management Company and should not be considered to be the subject of an invitation for subscription or purchase, whether directly or indirectly, to the public or any member of the public in Singapore other than (i) to an institutional investor under section 304 of the Securities and Futures Act, Chapter 289 of Singapore ("SFA"); (ii) to a "relevant person" (which includes an accredited investor) pursuant to section 305 of the SFA, and such distribution is in accordance with the conditions specified in section 305 of the SFA; or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA. This publication has not been reviewed by the Monetary Authority of Singapore. **Australia:** This material is provided by Morgan Stanley Investment Management (Australia) Pty Ltd ABN 22122040037, AFSL No. 314182 and its affiliates and does not constitute an offer of interests. Morgan Stanley Investment Management (Australia) Pty Limited arranges for MSIM affiliates to provide financial services to Australian wholesale clients. Interests will only be offered in circumstances under which no disclosure is required under the Corporations Act 2001 (Cth) (the "Corporations Act"). Any offer of interests will not purport to be an offer of interests in circumstances under which disclosure is required under the Corporations Act and will only be made to persons who qualify as a "wholesale client" (as defined in the Corporations Act). This material will not be lodged with the Australian Securities and Investments Commission.

Japan:

For professional investors, this material is circulated or distributed for informational purposes only. For those who are not professional investors, this material is provided in relation to Morgan Stanley Investment Management (Japan) Co., Ltd. ("MSIMJ")'s business with respect to discretionary investment management agreements ("IMA") and investment advisory agreements ("IAA"). This is not for the purpose of a recommendation or solicitation of transactions or offers any particular financial instruments. Under an IMA, with respect to management of assets of a client, the client prescribes basic management policies in advance and commissions MSIMJ to make all investment decisions based on an analysis of the value, etc. of the securities, and MSIMJ accepts such commission. The client shall delegate to MSIMJ the authorities necessary for making investment. MSIMJ exercises the delegated authorities based on investment decisions of MSIMJ, and the client shall not make individual instructions. All investment profits and losses belong to the clients; principal is not guaranteed. Please consider the investment objectives and nature of risks before investing. As an investment advisory fee for an IAA or an IMA, the amount of assets subject to the contract multiplied by a certain rate (the upper limit is 2.20% per annum (including tax)) shall be incurred in proportion to the contract period. For some strategies, a contingency fee may be incurred in addition to the fee mentioned above. Indirect charges also may be incurred, such as brokerage commissions for incorporated securities. Since these charges and expenses are different depending on a contract and other factors, MSIMJ cannot present the rates, upper limits, etc. in advance. All clients should read the Documents Provided Prior to the Conclusion of a Contract carefully before executing an agreement. This material is disseminated in Japan by MSIMJ, Registered No. 470 (Director of Kanto Local Finance Bureau (Financial Instruments Firms)), Membership: the Japan Securities Dealers Association, The Investment Trusts Association, Japan, the Japan Investment Advisers Association and the Type II Financial Instruments Firms Association.

Explore our site at www.morganstanley.com/im