Morgan Stanley

INVESTMENT MANAGEMENT

Morgan Stanley's Markle Sees Co-Investment Silver Lining in Slower Market

PRIVATE MARKET SOLUTIONS | ARTICLE REPRINT | NOVEMBER 2022

Neha Champaneria Markle, head of privatemarkets fund-of-funds investing, says slowing deal making and rising debt costs can benefit co-investors like Morgan Stanley.

The alternative investment partners' private-markets team at Morgan Stanley Investment Management has deployed nearly \$4 billion directly into co-investment deals in private markets since the unit's inception in 1999, according to the firm. The unit is armed with a fresh pool of capital for such transactions, after announcing last week that it raised \$1.25 billion for its second multimanager co-investment fund, handily exceeding the bank's \$750 million goal.

Neha Champaneria Markle, head of AIP private-markets solutions at the firm, which deploys on average several billion dollars annually across fund commitments, co-investments and secondary transactions, spoke to WSJ Pro Private Equity's Laura Kreutzer about the outlook for co-investments in the coming year. Responses have been edited for clarity.

How do you see the opportunities for co-investors evolving in the face of a slowing deal market?

NEHA CHAMPANERIA MARKLE (NM): "A couple of dynamics have influenced our deal flow in the last several months, the most significant of which has been the 'denominator effect' [when public stock market declines threaten to overexpose institutional investors to private equity]. What that has led to is other [institutional investors] that were previously seeking co-investment deals have gone quiet. The other dynamic is that [general partners] that were planning on a fundraise or amid a fundraise are now revising their expectations about the amount of capital they are going to have to deploy, and they are turning to co-investors to help bridge that gap. I think that will continue into 2023.

There's a bit of a countercyclical dynamic going on. When things get a bit challenging for everyone else, our phone rings a bit



NEHA CHAMPANERIA MARKLE Head of Private Markets Solutions

Reproduced with permission of:

WSJ PRO PRIVATE EQUITY

BY LAURA KREUTZER

more frequently. The effect of GPs needing more co-investment capital and other [investors] really slowing down their co-investment programs has resulted in a net pickup in the number of deals we see."

How are rising interest rates affecting your diligence?

NM: "We have been expecting a higher-rate environment now for years, so the questions we have been asking in recent years are the same. We look very closely at leverage levels and pricing packages and how managers are structuring their deals. We are also looking hard at the [expected exit multiples used for underwriting]. I don't think that's new for us, but now we're not the only ones asking those questions."

DISCLOSURES The statements above reflect the opinions and views of the Morgan Stanley Alternative Investment Partners Private Markets ("AIP Private Markets Team") as of the date hereof and not as of any future date and will not be updated or supplemented. All forecasts are speculative, subject to change at any time and may not come to pass due to economic and market conditions. Information regarding expected market returns and market outlooks is based on the research, analysis, and opinions of the investment team of the AIP Private Markets Team. These conclusions are speculative in nature, may not come to pass, and are not intended to predict the future of any specific Morgan Stanley investment. Certain information contained herein constitutes forward-looking statements, which can be identified by the use of forward-looking terminology such as "may," "will," "should," "expect," "anticipate," "project," "estimate," "intend," continue" or "believe" or the negatives thereof or other variations thereon or other comparable terminology. Due to various risks and uncertainties, actual events or results may differ materially from those reflected or contemplated in such forward-looking statements. No representation or warranty is made as to future performance or such forward-looking statements.

Persons considering an alternative investment should refer to the specific investment's offering documentation, which will fully describe the specific risks and considerations associated with such investment.

Alternative investments typically have higher fees and expenses than other investment vehicles, and such fees and expenses will lower returns achieved by investors. Alternative investment funds are often unregulated, are not subject to the same regulatory requirements as mutual funds, and are not required to provide periodic pricing or valuation information to investors. The investment strategies described in the preceding pages may not be suitable for the recipient's specific circumstances; accordingly, you should consult your own tax, legal or other advisors, both at the outset of any transaction and on an ongoing basis, to determine such suitability.

This is prepared for sophisticated investors who are capable of understanding the risks associated with the investments described herein and may not be appropriate for the recipient. No investment should be made without proper consideration of the risks and advice from your tax, accounting, legal or other advisors as you deem appropriate.

Morgan Stanley does not render tax advice on tax accounting matters to clients. This material was not intended or written to be used, and it cannot be used with any taxpayer, for the purpose of avoiding penalties which may be imposed on the taxpayer under U.S. federal tax laws. Federal and state tax laws are complex and constantly changing. Clients should always consult with a legal or tax advisor for information concerning their individual situation.

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, DO2 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.

What about deals that you have already backed during more ebullient times? How are you viewing those portfolio companies?

NM: "When we anticipate a downturn, one of the things that we think about for our portfolios is ensuring that we have adequate reserves to support our companies. If your experience is only committing to funds, it's not something that is obvious. But for us, just like a [general partner], if we are expecting prolonged market challenges, we have to make sure we have reserves to support those underlying companies, to protect our position or to help those companies take advantage of a strong competitive position when others are challenged. Reserves are going to be important for single-asset investments no matter the structure."

Outside the US and EU, Eaton Vance materials are issued by Eaton Vance Management (International) Limited ("EVMI") 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 11096HA, Netherlands. France: MSIM FMIL (Paris Branch), 61 rue de Monceau 75008 Paris, France. Spain: MSIM FMIL (Madrid Branch), Calle Serrano 55, 28006, Madrid, Spain.

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

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 disseminated in Australia by Morgan Stanley Investment Management (Australia) Pty Limited ACN: 122040037, AFSL No. 314182, which accept responsibility for its contents. This publication, and any access to it, is intended only for "wholesale clients" within the meaning of the Australian Corporations Act. Calvert Research and Management, ARBN 635 157 434 is regulated by the U.S. Securities and Exchange Commission under U.S. laws which differ from Áustralian laws. Calvert Research and Management is exempt from the requirement to hold an Australian financial services licence in accordance with class order 03/1100 in respect of the provision of financial services to wholesale clients in Australia Japan: For professional investors, this document is circulated or distributed for informational purposes only. For those who are not professional investors, this document is provided in relation to Morgan Stanley Investment Management (Japan) Co., Ltd. ("MSIMI")'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 2.16% 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 document is disseminated in Japan by MSIMJ, Registered No. 410 (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.