

Understanding Outside Business Interests

All new employees are legally required to inform Morgan Stanley of any outside business interests, including private investments and are required to transfer outside brokerage accounts after their start date.



What is an outside business interest (OBI)?

An outside business interest likely falls into one of three categories: outside securities accounts, private investments or business activities (board directorships, other employment, and small business ownership, for example).



Why does this matter?

Employees must disclose these interests to meet Firm regulatory requirements after their start date.



Is there a deadline to disclose an OBI?

All disclosures must be made **within 30 days** after your start date. Thereafter, any potential new interests must be immediately submitted for approval as they arise.

More Information

Refer to the OBI - New Hire Guide in below.

Morgan Stanley's Global Employee Trading, Investing and Outside Business Activities Policy sets forth general rules that employees must follow with respect to personal trading and investing in addition to required disclosures for any outside securities accounts, outside business activities and private investments.

Outside Business Interests - New Hire Guide

The purpose of this Guide is to provide new employees with additional information regarding the disclosure process for outside securities accounts, outside business activities, and private investments via the Outside Business Interests System.

Required Disclosures

The disclosures outlined below should be made within the Outside Business Interests (OBI) System within 30 days of the commencement of your employment. Disclosure obligations are designed to meet Firm regulatory requirements for supervision and monitoring of potential conflicts of interest.

Employee Securities Accounts:

An account that: (i) has brokerage capability (i.e., can execute transactions in securities) whether or not such capability is utilized; and (ii) where the employee has a financial interest in and/or the power, directly or indirectly, to control or influence investment decisions.

For employees in the U.S., an Employee Securities Account does not include any accounts in the Morgan Stanley 401(k) Plan.

Helpful Tip: You may be asked to provide a copy of the current statement or a managed account agreement (if the account is fully managed and you are seeking permission to hold outside the Firm). Have those documents readily available, or attach them during the submission process (if appropriate).

Outside Business Activities:

Outside Business Activities are activities outside the scope of your employment at Morgan Stanley:

- where you become a director or board member for any organization or company,

not-for-profit, charitable, religious, education or philanthropic organization, including those appointed at the request of Morgan Stanley ; or

- for which you receive compensation or have a reasonable expectation of receiving compensation⁷ from any person or organization other than Morgan Stanley; or
- that require a professional license (e.g., real estate license, certified public accountant license) except if using for pro-bono or volunteer activity; or
- where you become an employee, independent contractor, sole proprietor, officer, or partner of any organization or company; or
- that involve advising or making investment decisions or working in a financial capacity for any organization or company, including not-for-profit, charitable, religious, educational, or philanthropic organizations (e.g., serving on the finance committee, investment committee or advisory board); or
- that are otherwise related to financial services (e.g., speaking engagement on a financial topic, even if you are not being compensated); member of a formal committee⁸ of an industry organization, such as SIFMA; sitting on a FINRA arbitration panel or self-regulatory organization or exchange board). However, no disclosure is required if the activity is on behalf of or representing Morgan Stanley; or
- that involve seeking political office, holding an elected or appointed governmental position, serving on a public or municipal

board or similar public body or holding any official role with a political campaign or organization (including any governance, decision-making or board seat) in any jurisdiction.

Private Investments:

Involve the purchase and sale (in whole or in part) of any private security including, for example, investments in privately held companies, limited partnerships, tax shelter programs, lending clubs, alternative investment vehicles such as hedge funds, private equity funds, funds of such funds (not including employee funds sponsored by Morgan Stanley or its affiliates) and private investments in public equity (sometimes referred to as PIPEs).

Private investment disclosures are required for those made in your name, or in the name of your company, LLC, or other legal entity over which you maintain control. It also includes private investments made by your spouse or domestic partner.

Helpful Tip: During your submission process you may be asked to provide a copy of the documents related to this investment, including legal entity documents, term sheet, private placement memorandum, etc.

Disclosure Process:

After your start dates, required disclosures can be made by typing “OBI” into your Morgan Stanley browser.

Review Process:

The length of time to review a submission varies by the type of request.

Please note the Firm will generally not approve requests that may create, or have the potential to create, conflicts of interest. Conflicts and potential conflicts may arise in a variety of ways and may include a conflict with the interests of a client, another employee, or another person, as well as a conflict with an applicable law, regulation, or policy.

Additional information and policies can be found on MS Today by selecting “Tools & Resources” and “A-Z Resources” and searching for “Employee Trading and Investing Resource” Page.