Morgan Stanley

INVESTMENT MANAGEMENT

Counterpoint Global Insights

ROIC and Intangible Assets

A Look at How Adjustments for Intangibles Affect ROIC

CONSILIENT OBSERVER | November 9, 2022

Introduction

Investors seek to buy partial stakes in businesses at a price less than value. The idea is to get more than what you pay for. The present value of the cash flows the business can distribute over its lifetime determines the ultimate value. The market's expectation for those cash flows sets the price.

You need to understand how a business works and what its prospects are to get a handle on future cash flows. Core to that understanding is an assessment of how much a company invests and the return those investments are likely to earn. Companies create value when the return on their investments exceeds the opportunity cost of the capital they deploy.

Return on invested capital (ROIC) is one way to measure whether a company's earnings are sufficient relative to the capital it has invested. ROIC measures net operating profit after taxes (NOPAT) as a percentage of invested capital. NOPAT is the cash earnings of the business independent of how it finances its operations. Invested capital is an estimate of how much capital the company is employing to generate those earnings. The spread between ROIC and the cost of capital provides insight into whether a company is generating value.

We recently wrote a report called "Return on Invested Capital: How to Calculate ROIC and Handle Common Issues" that covered calculations and other considerations. We also showed empirical data for the Russell 3000 Index, which includes approximately 3,000 U.S. public companies. Data included the distribution of ROICs, aggregate ROICs over time, and ROICs by industry. We also showed a chart of the components of ROIC, NOPAT margin (NOPAT/sales) and invested capital turnover (sales/invested capital), for the top 500 companies in the index to highlight the potential source of competitive advantage.²

AUTHORS

Michael J. Mauboussin michael.mauboussin@morganstanley.com

Dan Callahan, CFA dan.callahan1@morganstanley.com





The report also discussed how capitalizing intangible investments affects ROIC. This adjustment takes part of selling, general, and administrative (SG&A) expense and reclassifies it as an investment. As a consequence, NOPAT and invested capital both increase. The reclassification does not affect free cash flow, the main driver of corporate value, but it does provide a more accurate view of profits and investments.

Our discussion of how to make this intangible adjustment was limited to a couple of case studies. In this short report, we extend the analysis by capitalizing intangible investments for the full universe. We explain the methodology in the appendix, but the percentage of SG&A that is deemed to be an intangible investment, and the assumptions about the appropriate asset lives, are tailored to each industry. This work allows us to place the traditional and adjusted figures side by side and see the impact the modification has on relevant financial metrics. The main result is that extremely high and low ROICs regress toward the mean.³

Empirical Data

Exhibit 1 shows the distributions of ROICs for the Russell 3000, excluding the financial and real estate sectors, using the traditional and adjusted approaches. The median ROIC in 2021 following the adjustment is 8.96 percent, which is only slightly higher than the traditional ROIC of 8.84 percent. The update doesn't move the median much.

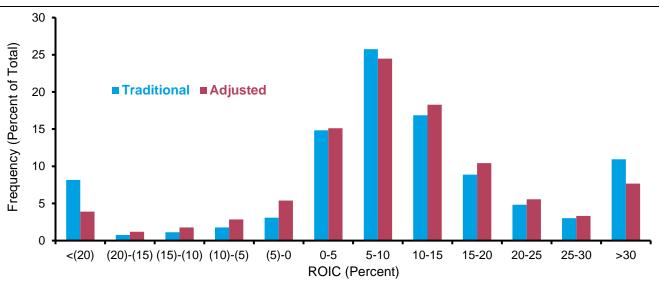


Exhibit 1: Distributions of ROICs for the Russell 3000, 1990-2021

Source: FactSet and Counterpoint Global. Note: Excludes financials and real estate.

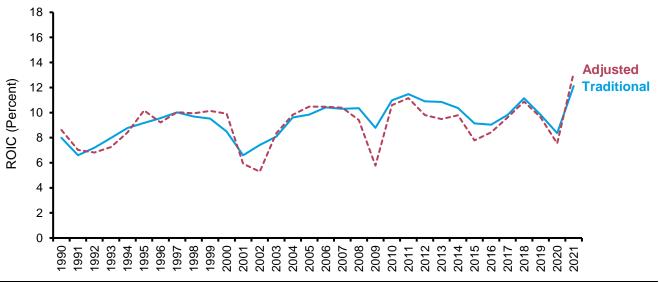
But the bins with the lowest ROICs (far left) and highest ROICs (far right) have fewer companies in them after the adjustment. The low-return bin goes from 8 percent of the sample with the traditional calculation to 4 percent after the adjustment. Likewise, the high-return bin goes from 11 percent (traditional) to 8 percent (adjusted). This shows that the intangible adjustment pushes the outliers toward the average and reduces the dispersion relative to the traditional calculation.

For companies with high ROICs, the adjustment to NOPAT is less significant than that for invested capital. As a result, the revised ROIC is pulled down. The adjustment to NOPAT has more impact than that for invested capital for firms with low ROICs, which lifts the modified ROIC.



Exhibit 2 shows the traditional and adjusted aggregate ROICs from 1990 to 2021. The aggregate ROIC is total NOPAT divided by total average invested capital for the relevant companies in the Russell 3000 for each year. The series track one another quite closely. The traditional figures have an average annual return of 9.4 percent versus 9.1 percent for the adjusted calculation. The traditional ROICs are also less volatile, with a standard deviation of 1.4 compared to 1.7 for the adjusted ROICs.

Exhibit 2: Aggregate Traditional and Adjusted ROICs for the Russell 3000, 1990-2021



Source: FactSet and Counterpoint Global. Note: Excludes financials and real estate.

Exhibit 3 breaks down annual ROICs by quintile using the traditional (left panel) and adjusted (right panel) calculations. We allow the universe to reshuffle each year. While the middle three quintiles appear similar, the highest and lowest quintiles have outcomes that are less extreme in the adjusted calculation. This is consistent with the reduction in dispersion after reflecting intangible investments.

Some academics have pointed out the emergence of "superstar" firms, which have distanced themselves from their industry peers in measures such as markups and ROIC.⁴ A markup captures the difference between the price a company can charge for a good or service and its marginal cost. A positive markup allows a company to earn an economic profit, measured as ROIC less the cost of capital multiplied by invested capital.

The distinction between the superstar firms and their peers shrinks significantly after reflecting intangible investments because the adjustment lowers markups and ROICs. This suggests the possibility that rather than being extreme outliers, as the traditional analysis of markups and ROIC indicates, superstar firms may earn a return on their tangible and intangible investments that is only modestly higher than that of their peers.⁵



Traditional Adjusted 60 55 55 50 50 45 45 Median ROIC (Percent) Median ROIC (Percent) 40 40 35 30 25 20 35 30 25 20 15 10 15 10 5 0 -5 -10 5 -5 -10 -15 -20 -25 -30 -20 -25 -30

Exhibit 3: Median ROIC by Quintile, Traditional and Adjusted, for the Russell 3000, 1990-2021

Source: FactSet and Counterpoint Global.

Note: Excludes financials and real estate; Axes truncated for visualization.

1996 1998 2000 2002 2004 2006 2008 2010 2012

Adjusting for intangible investment has a larger effect on some industries than others. The mix between tangible and intangible investment determines the magnitude of the impact. Capitalizing intangible investments lifts the ROIC and reduces the range of outcomes for industries that rely heavily on intangible investments. The impact of the adjustment is modest for industries that do not spend much on intangibles.

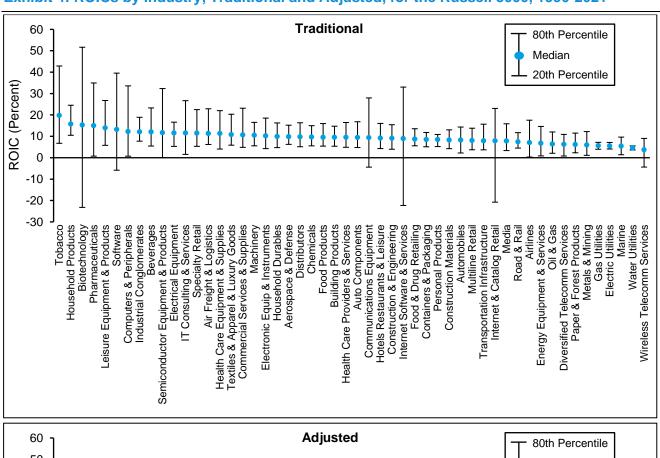
Exhibit 4 shows the median ROIC for 52 non-financial industries, as defined by the Global Industry Classification Standard, calculated in the traditional fashion (top panel) and after adjusting for intangible investments (bottom panel). It also shows the ROICs for the companies in the 20th and 80th percentiles as an indication of dispersion. We maintained the order of the industries to show the contrast between results before and after the adjustment.

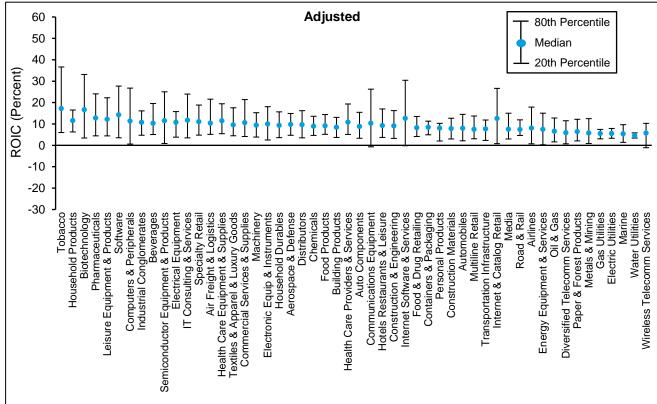
A comparison of the two calculations shows that the ROICs are higher after the adjustment for industries such as biotechnology, internet software & services, and internet & catalog retail. Other industries, such as utilities, see very little change.

The exhibit provides additional evidence that the adjustment shrinks dispersion. This effect is more pronounced in industries that rely heavily on intangible investments than it is for businesses based on tangible assets. For one half of the industries where the 20th percentile company had a negative ROIC using the traditional calculation, the result flipped to positive following the adjustment. The other half were just barely negative. Capitalizing intangible investments makes the highs lower and the lows higher.



Exhibit 4: ROICs by Industry, Traditional and Adjusted, for the Russell 3000, 1990-2021





Source: FactSet and Counterpoint Global.

Note: Excludes financials and real estate; Minimum of 100 million of sales in 2021 U.S. dollars.



Decomposing ROIC can provide clues about the source of competitive advantage. A company that achieves an attractive level of ROIC by earning a high NOPAT margin often does so by pricing its good or service at a premium to competitors. This is a differentiation strategy. A firm that earns a high ROIC by having high invested capital turnover, a measure of capital efficiency, can provide its offering at a relatively low price. This is a cost-leadership strategy. The path a company takes to an attractive ROIC can guide analysis of competitive strategy.

Exhibit 5 shows a scatter plot of the top 500 companies in the Russell 3000 as measured by sales. The horizontal (x) axis is the NOPAT margin and the vertical (y) axis is the invested capital turnover. The product of these equals ROIC, which means that the ROICs are lower in the bottom left corner than they are in the top right corner. Companies in the bottom right section of the chart can be said to pursue a differentiation strategy and those in the top left a cost-leadership strategy.

The dots in the chart are the results calculated using the traditional approach. The triangles are the same universe but adjusted for intangibles. In general, the adjustment for intangible investment leads to higher NOPAT and higher invested capital. Since both are considered relative to sales, which does not change, the NOPAT margin goes up and the invested capital turnover goes down. Said differently, the adjustment pulls companies toward the bottom right of the chart. As a result, you see more circles in the upper left section of the chart and more triangles in the bottom right.

Cost Leadership
Traditional
Adjusted

Differentiation

Exhibit 5: Traditional and Adjusted Drivers of ROIC, Top 500 Companies in Russell 3000, 2021

Source: FactSet and Counterpoint Global.

0

Note: Top 500 companies by 2021 sales; Excludes financials and real estate; Truncated axes for visualization.

20

NOPAT Margin (Percent)

30

40

10

-10

50

60

Exhibit 6 zooms in on the traditional and adjusted drivers for nine large companies. We also include an isoquant curve that shows all of the combinations of NOPAT margin and invested capital turnover that produce an ROIC of five percent. The figure not only shows that firms migrate down and to the right, but also reveals the distance the companies travel following the adjustment. The journey is short for some companies such as Dow Inc., the materials science company. Others travel much farther, such as the technology company, Apple Inc.

8 **Apple** 7 **Cost Leadership** 6 Traditional Invested Capital Turnover (x) Adjusted 5 Walmart Differentiation Home Depot 3 **Amazon** Nike **Alphabet** 2 Microsoft **Dow** 1 Raytheon 0 0 5 10 15 20 25 30 35 40 45 NOPAT Margin (Percent)

Exhibit 6: Traditional and Adjusted Drivers of ROIC for Selected Companies, 2021

Source: FactSet and Counterpoint Global.

Conclusion

The main task of a business analyst is to understand the magnitude and return on investment. ROIC is a tool that helps with this assessment.

Over the last few decades, there has been a marked change in the nature of the investments that companies make. Tangible investments, which are physical, dominated in years past. Intangible investments, which are nonphysical, are much more prominent today.

The challenge is that accountants treat these investments differently. Tangible investments are recorded on the balance sheet and depreciated on the income statement over their estimated useful lives. This is consistent with the principle of matching sales and expenses.



Most intangible investments appear as an expense on the income statement. This is because accountants are uncertain about the sales that these investments may generate. So, in order to be conservative, they do not apply the matching principle and simply expense the outlays.

This difference in accounting treatment makes the business analyst's task more difficult. One way to get a more consistent view of investment and return on investment is to handle all investments in the same way. That means treating intangible investments the same as tangible investments.

This is easy to say but hard to implement. The reason is that it is a challenge to know what amount of SG&A reflects maintenance spending, which is required to sustain current sales, and what amount is a discretionary investment in pursuit of value-creating growth. Even after an analyst makes the judgment about the split between maintenance and discretionary spending, there is the issue of the appropriate asset life.

We recently wrote a report discussing how to calculate ROIC and some of the challenges in estimating NOPAT and invested capital. We also discussed how to capitalize intangible investments and shared two case studies.

This report goes a step further and adjusts ROIC to reflect intangible investment for all non-financial companies in the Russell 3000. While the median and aggregate ROICs for the adjusted figures are similar to the traditional ones, the big difference is that the adjusted figures have much less dispersion.

The adjustment for intangible investment lowers the ROIC for high-ROIC firms and raises the ROIC for low-ROIC companies. While the methods to implement these modifications remain a vibrant area of research, we believe they represent a step toward a more accurate view of the magnitude and return on investment.

Please see Important Disclosures on pages 11-13



Appendix: Methodology to Adjust for Intangible Investment

Here is how we adjust our calculations of ROIC to account for intangible investments.

The first step is to acknowledge that some percentage of SG&A expense is properly considered an intangible investment. These intangible investments are discretionary and are in pursuit of growth that creates value.

Specifically, there are two issues: determining how much of SG&A is an intangible investment and designating an appropriate asset life. Once these two parts are in place, we can reflect intangible investments on the balance sheet and amortize them over their useful lives. In other words, we account for intangible investments the same way as we do for capital expenditures.

Most academics make this adjustment by following the approach described by two professors of finance, Ryan Peters and Lucian Taylor.⁶ They suggest treating all of research and development (R&D) expense, and 30 percent of non-R&D SG&A expense, as an intangible investment.

There are two potential limitations to the Peters and Taylor approach. The first is that it does not recognize that some of R&D expense may actually be required to maintain current operations. The second is that it does not capture the possibility that the portion of the R&D expense and non-R&D SG&A expense that is an intangible investment may vary by industry.

To address those limitations, we use the approach described by Aneel Igbal, a PhD candidate in accounting, and Shivaram Rajgopal, Anup Srivastava, and Rong Zhao, professors of accounting.⁷ They estimate capitalization rates and useful lives for R&D and non-R&D SG&A for each of the Fama-French industries. The amortization rate is then calculated as 1/useful life. For example, if R&D has an estimated useful life of 5 years, the investment amount is reflected on the balance sheet and 20 percent (1/5) is amortized each year over the asset's life.

We apply these estimates to companies in the Russell 3000 based on their Fama-French industry.8 We use the perpetual inventory method to estimate the net capitalized intangible assets for each year.9 This leads to an upward adjustment in invested capital.

The annual change in net capitalized intangible assets equals our estimate of net intangible investments. The result is an increase in NOPAT in most cases.

The formula for net capitalized intangible assets, the sum we add to invested capital, is:

R&D_{year-1} x Capitalization rate of R&D

Growth rate of R&D + Amortization rate of R&D + Capitalization rate of R&D + Amortization rate of R&D + Capitalization rate of R&D + Capitalization

The formula for net intangible investments, the sum we add to traditional NOPAT, is:

We assume a 7 percent growth rate for R&D and non-R&D SG&A, which is the historical growth rate of both amounts within the Russell 3000 from 1990-2021. Varying the growth rate does not materially change our aggregate results.



Endnotes

- ¹ Michael J. Mauboussin and Dan Callahan, "Return on Invested Capital: How to Calculate ROIC and Handle Common Issues," *Consilient Observer: Counterpoint Global Insights*, October 6, 2022.
- ² NOPAT margin is defined as NOPAT/Sales and invested capital turnover is defined as Invested Capital/Sales. When you multiply the terms, sales cancel out and you are left with NOPAT/Invested Capital. A high margin and average invested capital turnover are associated with a differentiation strategy, while an average margin and high invested capital turnover are consistent with a cost leadership strategy.
- ³ Here's the intuition. For all companies, the adjustment increases NOPAT and investment, net of amortization, for any particular year by the same amount. But the calculation of invested capital also reflects the sum of past intangible investments net of amortization. For companies with ROICs that are high, the incremental increase in NOPAT is small relative to the increase in invested capital.

In our prior report we illustrated the point with numbers from Microsoft, a multinational technology company. The company's traditional ROIC for fiscal 2022 is 49 percent, or \$70 billion in NOPAT divided by \$143 billion of average invested capital. The adjustment adds an ROIC of 11 percent, or \$10 billion to NOPAT and \$90 billion to average invested capital. You can think about it as starting with the high-return part (49% = 70/143) and adding a low-return part (11% = 10/90) to get an adjusted total of 34 percent (34% = 80/233).

Now take Snowflake, a cloud computing-based data warehousing company. The traditional ROIC for fiscal 2022 is -416 percent, or -\$704 million in NOPAT divided by \$169 million in average invested capital. This young company's heavy investment shows up on the income statement. The adjustment adds an ROIC of 51 percent. You can think about it as starting with a low-return part (-416% = -704/169) and adding a high-return part (51% = 756/1,490) to get an adjusted total of 3 percent (3% = 52/1,659).

In both cases, the adjusted number is closer to the average than the traditional one.

- ⁴ David Autor, David Dorn, Lawrence F. Katz, Christina Patterson, and John Van Reenen, "The Fall of the Labor Share and the Rise of Superstar Firms," *Quarterly Journal of Economics*, Vol. 135, No. 2, May 2020, 645-709; Prasanna Tambe, Lorin Hitt, Daniel Rock, and Erik Brynjolfsson, "Digital Capital and Superstar Firms," *NBER Working Paper 28285*, December 2020; and Alexander Schiersch and Caroline Stiel, "Testing the Superstar Firm Hypothesis," *Journal of Applied Economics*, Vol. 25, No. 1, 2022, 583-603.
- ⁵ Meghana Ayyagari, Asli Demirguc-Kunt, Vojislav Maksimovic, "The Rise of Star Firms: Intangible Capital and Competition," *Working Paper*, October 2022.
- ⁶ Ryan H. Peters and Lucian A. Taylor, "Intangible Capital and the Investment-q Relation," *Journal of Financial Economics*, Vol. 123, No. 2, February 2017, 251-272.
- ⁷ Aneel Iqbal, Shivaram Rajgopal, Anup Srivastava, and Rong Zhao, "Value of Internally Generated Intangible Capital," *Working Paper*, February 2022.
- ⁸ For more information see Ken French's website: https://mba.tuck.dartmouth.edu/pages/faculty/ken.french/Data_Library/det_48_ind_port.html.
- ⁹ Michael Berlemann and Jan-Erik Wesselhöft, "Estimating Aggregate Capital Stocks Using the Perpetual Inventory Method: A Survey of Previous Implementations and New Empirical Evidence for 103 Countries," *Review of Economics*, Vol. 65, No. 1, 2014, 1-34 and Michael Berlemann and Jan-Erik Wesselhöft, "Aggregate Capital Stock Estimations for 122 Countries: An Update," *Review of Economics*, Vol. 68, No. 2, 2017, 75-92.



IMPORTANT INFORMATION

The views and opinions and/or analysis expressed are those of the author as of the date of preparation of this material and are subject to change at any time 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.

Past performance is no guarantee of future results. 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. The views expressed in the books and articles referenced in this whitepaper are not necessarily endorsed by the Firm.

This material is a general communications which is not impartial and has been prepared solely for information 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 material contained herein has not been based on a consideration of any individual client 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. Any securities referenced herein are solely for illustrative purposes only and should not be construed as a recommendation for investment.

The Russell 3000® Index measures the performance of the largest 3,000 U.S. companies representing approximately 98% of the investable U.S. equity market. The Russell 3000 Index is constructed to provide a comprehensive, unbiased, and stable barometer of the broad market and is completely reconstituted annually to ensure new and growing equities are reflected. The index is unmanaged and does not include any expenses, fees or sales charges. It is not possible to invest directly in an index. The 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.

The whole or any part of this work 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 MSIM's express written consent. This work 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.

Eaton Vance is part of Morgan Stanley Investment Management. Morgan Stanley Investment Management is the asset management division of Morgan Stanley.

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.



DISTRIBUTION

This communication 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 24-26 City Quay, Dublin 2, DO2 NY19, 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 ("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 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), Gorrissen 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.

U.S.

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

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

This material may not be circulated or distributed, whether directly or indirectly, to persons in Japan other than to (i) a professional investor as defined in Article 2 of the Financial Instruments and Exchange Act ("FIEA") or (ii) otherwise pursuant to, and in accordance with the conditions of, any other allocable provision of the FIEA. This material is disseminated in Japan by Morgan Stanley Investment Management (Japan) Co., Ltd., 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.