

## A Message Regarding the 2009 Annual Meeting of Shareholders

Morgan Stanley's 2009 annual meeting of shareholders will be held at 9:00 a.m. Eastern Daylight Time on April 29th at our Global Wealth Management Group headquarters in Purchase, NY. Shareholders will be able to vote on:

- electing our directors;
- ratifying the appointment of Deloitte & Touche LLP as our independent auditor;
- approving the compensation of executives as disclosed in the Company's proxy statement;
- approving the amendment of the 2007 Equity Incentive Compensation Plan; and
- two shareholder proposals regarding calling special meetings of shareowners and appointing an independent chair.

Our Board of Directors recommends that shareholders vote "**FOR**" the director nominees, auditor ratification, the proposal to approve compensation of executives as disclosed in the Company's proxy statement, and the proposal to approve the amendment of the 2007 Equity Incentive Compensation Plan and "**AGAINST**" the two shareholder proposals. The Board's rationale for these recommendations is set forth in our proxy statement.

*If you hold shares in any of the Company's employee plans*, you will receive proxy materials and voting instructions via e-mail. The instructions will inform you how to vote through our intranet or by telephone. If you prefer to vote your shares using a proxy card, you will be able to request one.

*If you also hold shares in a brokerage account or in your own name*, you will receive separate proxy cards to vote such shares. Please be sure to vote these shares *in addition to* any shares that you hold through any of our employee plans. Please read and follow the voting instructions on each card.

Thank you for your continued support of and investment in Morgan Stanley.

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We encourage you to read the proxy statement as it contains important information. You may obtain a copy of the proxy statement and Morgan Stanley's Annual Report on Form 10-K at <http://www.morganstanley.com/2009annualmeeting>. All annual, quarterly and current reports are also available on both the U.S. Securities and Exchange Commission's website [www.sec.gov](http://www.sec.gov) and on our public website at [www.morganstanley.com/about/ir/sec\\_filings.html](http://www.morganstanley.com/about/ir/sec_filings.html).

Morgan Stanley's directors, officers and employees may solicit proxies. Information regarding their interests can be found in the proxy statement.

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