

# Article 450 of CRR Disclosure

## Morgan Stanley International Limited Regulatory Compensation Disclosure

Morgan Stanley International Limited | As at 31 December 2018

This Compensation Disclosure (the “Disclosure”) sets out the principles relating to compensation within Morgan Stanley International Limited (“MSI”) and its subsidiaries (together, the “MSI Group”). Some of the policies, practices and procedures outlined in the Disclosure apply globally to Morgan Stanley, its subsidiaries and affiliates (the “Company”). The Disclosure has been established in line with the Capital Requirements Directive (“CRD IV”), Capital Requirements Regulation (“CRR”), the European Banking Authority (“EBA”) Guidelines on Sound Remuneration Policies, the Financial Conduct Authority’s (“FCA”) Dual-Regulated Company’s Remuneration Code set out in the FCA’s Senior Management Arrangements, Systems and Controls (SYSC) at SYSC 19D, the Prudential Regulation Authority (“PRA”) Rulebook (Remuneration Part), and any associated regulations and guidance, including from the EBA, PRA and FCA (together the “UK Compensation Rules”).

TABLE OF CONTENTS	PAGE
<b>1. Morgan Stanley Compensation Objectives and Strategy</b>	<b>2</b>
<b>2. Categories of staff whose professional activities have a material impact on the MSI Group’s risk profile</b>	<b>2</b>
<b>3. Decision-making process used for determining the compensation policies applicable to Code Staff</b>	<b>3</b>
a. Composition and mandate of the EROC, MSI Remuneration Committee, and CMDS Committee	3
b. Role of the relevant stakeholders and external consultant	3
<b>4. Link between pay and performance</b>	<b>4</b>
<b>5. Design characteristics of the Compensation System</b>	<b>5</b>
a. Risk Adjustment	6
b. Performance Measurement	6
<b>6. Ratios between fixed and variable compensation set in accordance with Article 94(1)(g) of Directive 2013/36/EU (CRD IV)</b>	<b>7</b>
<b>7. Performance criteria on which the entitlement to variable compensation is based</b>	<b>7</b>
<b>8. Main parameters and rationale for any variable component scheme and any other non-cash benefits</b>	<b>7</b>
<b>9. Aggregate quantitative information on compensation, broken down by business area</b>	<b>8</b>
<b>10. Aggregate quantitative information on compensation, broken down by senior management and members of staff whose actions have a material impact on the risk profile of the institution, indicating the following:</b>	<b>8</b>
a. Amounts of compensation for financial year 2018, split into fixed and variable compensation, and the number of beneficiaries	8
b. Amounts and forms of variable compensation for 2018, split into cash, shares, share-linked instruments and other types	9
c. Amounts of outstanding deferred compensation, split into vested and unvested portions	9
d. Amounts of deferred compensation awarded during the financial year 2018, paid out, and reduced through performance adjustments	9
e. New sign-on payments made during the financial year 2018, and the number of beneficiaries of those payments	10
f. Amounts of severance payments awarded during the financial year 2018, number of beneficiaries and highest such award to a single person	10
g. The number of individuals being remunerated EUR 1 million or more per financial year, broken down into pay bands of EUR 500,000 for compensation between EUR 1 million and EUR 5 million, and EUR 1 million pay bands for compensation between EUR 5 million and EUR 7 million, and aggregated for compensation of EUR 7 million and above	10
<b>11. Quantitative information outlined in section 10, at the level of members of the management body</b>	<b>11</b>

## 1. Morgan Stanley Compensation Objectives and Strategy

The Company is committed to a responsible and effective compensation program that is aligned to shareholder and Company strategy, is motivating, competitive, and reflects current best practices in corporate governance, risk management and regulatory principles.

The Company's compensation processes are aligned with the Company's core values of Putting Clients First, Leading with Exceptional Ideas, Doing the Right Thing and Giving Back. The alignment with the Company's core values is a key element considered as part of the performance measurement process (see section 5b).

The Global Compensation, Management Development and Succession Committee ("CMDMS Committee") continually evaluate the Company's compensation programs with a view towards balancing the following key objectives, all of which support the Company's culture and values and shareholders' interests:

- **Deliver Pay for Sustainable Performance.**
  - Variable annual incentives tied to performance.
  - Consideration of returns for shareholders and appropriate rewards to motivate employees
- **Align Executive Compensation with Shareholders' Interests.**
  - Significant portion of incentive compensation is deferred, subject to cancellation and clawback, and tied to the Company's stock with retention requirements
  - Ongoing shareholder engagement to understand shareholder views
- **Attract and Retain Top Talent.**
  - Competitive pay levels to attract and retain the most qualified employees in a highly competitive global talent environment
  - Incentive awards include vesting and cancellation provisions that help retain employees and protect the Company's interests
- **Mitigate Excessive Risk-taking.**
  - Compensation arrangements do not incentivize unnecessary or excessive risk-taking that could have a material adverse effect on the Company
  - Robust governance around review and approval of compensation programs, including from a risk perspective

## 2. Categories of staff whose professional activities have a material impact on the MSI Group's risk profile

The MSI Group has established a formal identification framework to identify staff whose professional activities have a material impact on the MSI Group's risk profile (material risk takers, referred to as "Code Staff" in this Disclosure). The MSI Group Code Staff identification framework complies with the qualitative and quantitative criteria set out in Articles 3 and 4 of Commission Delegated Regulation (EU) No 604/2014. The identification framework is reviewed on an annual basis in line with the UK Compensation Rules and the outcome of the review is subject to the approval of EMEA Control Functions Heads, the EMEA Remuneration Oversight Committee ("EROC"), and the MSI Remuneration Committee.

In accordance with Article 4(4) and Article 4(5) of Delegated Regulation (EU) No 604/2014, the MSI Group notifies the PRA and FCA of exclusions of individuals earning above the compensation threshold set out in Article 4(1) who do not have a material impact on the MSI Group's risk profile in line with Article 4(2) and Article 4(3) of Delegated Regulation (EU). The MSI Group does not exclude any individuals earning above €1,000,000.

Code Staff are subject to the UK Compensation Rules.

### 3. Decision-making process used for determining compensation policies applicable to Code Staff

#### 3a. *Composition and mandate of the EMEA Remuneration Oversight Committee (EROC), the MSI Remuneration Committee, and the global Compensation, Management Development and Succession (CMDS) Committee*

EROC provides formal oversight of EMEA compensation matters to ensure compensation practices in EMEA are compliant with relevant UK and EU legislation and follow good practice standards. The EROC met eight times in 2018 and consisted of the EMEA Chief Executive Officer (CEO), the International Head of Human Resources (HR), the EMEA Chief Finance Officer (CFO), the EMEA Chief Legal Officer (CLO), the EMEA Head of Compliance, and the EMEA Chief Risk Officer. EROC certified compliance to regulatory requirements to the MSI Group Remuneration Committee (“MSI RemCo”).

The MSI RemCo was appointed by the MSI Board of Directors to oversee the design and implementation of the compensation policies and practices applicable to the MSI Group, which includes contributing to the global policy that is subject to oversight by the CMDS Committee and overseeing compliance by the MSI Group to applicable EU and UK compensation rules. The MSI RemCo is comprised of three non-executive directors and met five times over the course of 2018. On December 31, 2018, the members were Mary Phibbs (Chair), Terri Duhon and Jonathan Bloomer.

The CMDS Committee is comprised of four directors, including the independent Lead Director of the Board, all of whom are independent under the New York Stock Exchange listing standards and the independence requirements of the Company. In 2018, the CMDS Committee held eight meetings. On December 31, 2018, the members were Hutham Olayan (Chair), Thomas H. Glocer, Dennis M. Nally, and Rayford Wilkins, Jr. The CMDS Committee operates under a written charter adopted by the Board, which is available on Morgan Stanley’s website at <http://www.morganstanley.com/about-us-governance/comchart.html>.

The CMDS Committee regularly reviews (i) Company performance with respect to execution of strategic objectives and evaluates executive performance in light of such achievements; (ii) executive compensation strategy, including the competitive environment and the design and structure of the Company’s compensation programs to ensure that they are consistent with and support our compensation objectives; and (iii) market trends and legislative and regulatory developments affecting compensation in the U.S. and globally.

#### 3b. *Role of the relevant stakeholders and external consultant*

The CMDS Committee oversees the Company’s incentive compensation arrangements to help ensure that such arrangements are consistent with the safety and soundness of the Company, do not encourage excessive risk-taking and are otherwise consistent with applicable related regulatory rules and guidance. The global Chief Risk Officer (“CRO”) reviews the Company’s incentive compensation arrangements and reports his findings to the CMDS Committee at least annually. The CRO concluded that the Company’s compensation programs for 2018 did not incentivize employees to take unnecessary or excessive risk and that the programs did not create risks that were reasonably likely to have a material adverse effect on the Company.

The CMDS Committee retains an independent compensation consultant and evaluates the independence of such consultant and other advisors as required by any applicable law, regulation and listing standard. The CMDS Committee’s compensation consultant, Pay Governance, assists the CMDS Committee in collecting and evaluating external market data regarding executive compensation and performance and advises the CMDS Committee on developing trends and best practices in executive compensation and equity and incentive plan design. In performing these services, Pay Governance meets regularly with the CMDS Committee, including without management present, and separately with the CMDS Committee Chair. Pay Governance does not provide any other services to the Company or its executive officers. The Company has affirmatively determined that no conflict of interest has arisen in connection with the work of Pay Governance as compensation consultant for the CMDS Committee.

#### 4. Link between pay and performance

The Company has a 'pay for performance' philosophy, which is reflected throughout the four key objectives of its compensation programs (see section 1) and applies across all lines of business.

Performance is taken into account at every step of the variable compensation cycle, from the ex-ante adjustment and determination of variable compensation to the delivery and where applicable ex-post adjustment of compensation.

Performance measurement for year-end compensation is subject to a multi-dimensional process, which considers individual, Company and business segment performance. Our 'pay for performance' philosophy means that where a variable compensation award is not appropriate, none will be paid; every year a proportion of our eligible population does not receive variable compensation. The governance around the performance evaluation and compensation decision-making process ensures decisions are a product of a number of inputs including performance, risk and conduct. Further information in relation to performance measurement and criteria is provided in sections 5b and 7.

Delivering a portion of deferred incentive compensation awards in the form of equity links variable compensation to Company performance through the Company's stock price performance. Risk outcomes that result in a negative impact to the Company reduce the value of the equity, and the employee is subject to this decline in value through the deferral period. In addition to cancellation and clawback, there is a formal governance process to consider and determine ex-ante and ex-post adjustments to individual variable annual incentive compensation. Further information in relation to Code Staff deferral characteristics including vesting conditions and ex-post adjustments are included in section 5.

#### 5. Design characteristics of the Compensation System

Compensation for the majority of employees is comprised of two key elements:

- Fixed compensation consisting of base salary and, for certain employees, a Role Based Allowance ("RBA"); and
- Discretionary variable annual incentive compensation that is based on a number of factors, including Company, Business Unit, and individual performance.

RBAs are considered to be fixed compensation because they meet the requirements of the relevant compensation rules, are paid monthly in cash via payroll and are based on an individual's roles and responsibilities.

The variable annual incentive compensation for Code Staff may be payable in upfront cash bonus, stock bonus awards and a mix of deferred cash-based and equity awards and, at a minimum, is structured to satisfy the following requirements of the FCA's Dual-Regulated Company's Compensation Code, Principle 12 ('Remuneration Structures'), and Rule 15 of the PRA Rulebook (Remuneration Part) ('Remuneration Structures'):

- Ratio between the fixed and the variable components of total compensation does not exceed 1:2 (see section 6)
- 40% or 60% of variable annual incentive compensation is deferred as follows:
  - As defined under the UK Senior Managers Regime:
    - PRA Senior Managers have a minimum of a 7-year deferral, with vesting starting in year 3 on a pro rata basis between years 3 and 7.
    - FCA Senior Managers have a minimum of a 5-year deferral, with vesting starting in year 1 on a pro rata basis.
  - Risk Managers (as defined in the PRA Policy Statement PRA PS12/15) have a minimum of a 5 year deferral, with vesting starting from year 1 on a pro rata basis.
  - All other Code Staff employees have a minimum of a 3-year deferral, with vesting starting from year 1 on a pro-rata basis.
- 50% of deferred variable annual incentive compensation is awarded in equity, which may increase for MSI Group Code Staff who are also members of the Company's global senior management. The remainder of deferred variable annual incentive compensation is awarded in the form of deferred cash;

- The remaining non-deferred variable annual incentive compensation is awarded 50% as stock bonus awards, with the remaining 50% as upfront cash bonus;
- Deferred equity awards are subject to a 12 month (6 months for Risk Managers who are not considered members of senior management, or who are not Senior Managers) post-vest sales restriction, and stock bonus awards for all Code Staff deliver after 12 months; and
- Subject to local law, variable annual incentive compensation is subject to clawback for a period of up to 7 years from the date on which it is awarded, or in the case of Senior Managers who are the subject of an ongoing investigation, clawback can be extended to a period of 10 years.

Per the FCA's Dual-Regulated Company's Remuneration Code (SYSC 19D) and the PRA Rulebook (Remuneration Part), Code Staff whose (i) variable annual incentive compensation is no more than 33% of their total compensation, and (ii) total compensation is no more than £500,000 (or the local currency equivalent) are not subject to the full scope of UK Compensation Rules. However, such Code Staff continue to be subject to the Company's deferral practices for the general employee population.

Proportionality is applied at an entity level for some parts of the MSI Group. Compensation practices for the MSI Group are consistent with, and promote, sound and effective risk management.

The following table provides details of the principal variable annual incentive compensation elements for Code Staff in 2018, including the deferral policy and vesting criteria, which are all consistent with, and promote, sound and effective risk management. These elements apply to all Code Staff employees (unless they meet the defined criteria set by the regulator), and this includes Code Staff employees in the control functions and members of the management body in its management function.

CODE STAFF COMPENSATION ELEMENTS	DESCRIPTION AND OBJECTIVES	CANCELLATION (MALUS) AND CLAWBACK FEATURES
a. Deferred Cash-Based Awards under the global Morgan Stanley Compensation Incentive Plan (MSCIP) or Investment Management Alignment Plan (IMAP)	The deferred cash-based awards provide a cash incentive with a rate of return based upon notional reference investments. The terms of deferred cash-based awards support retention objectives and mitigate excessive risk-taking. Awards are payable, and cancellation provisions lift, pro-rata over the 3, 5, or 7 (depending if the employee is a Senior Manager, a Risk Manager, or other Code Staff employee) years following grant.	Morgan Stanley will consider the exercise of Cancellation and/or Clawback (whether or not the Code Staff remains employed by Morgan Stanley), where it determines in its sole discretion that one or more of the following circumstances apply:
b. Equity Awards — Deferred Restricted Stock Units (RSUs) and Upfront Stock Bonus Awards under the global Equity Incentive Compensation Plan (EICP)	<p>RSUs support retention objectives and link realized value to shareholder returns. The terms of RSUs serve to mitigate excessive risk-taking. RSUs convert to shares of Morgan Stanley common stock, and cancellation provisions lift, pro-rata over the 3, 5, or 7 (depending if the employee is a Senior Manager, a Risk Manager, or other Code Staff employee) years following grant. These RSU awards are subject to a 12 month sales restriction after vest (or 6 months for Risk Managers who are not considered members of senior management, or who are not Senior Managers).</p> <p>These RSUs do not carry a dividend equivalent during the deferral period. An adjusted fair market value approach is used to determine the number of RSUs awarded to each Code Staff employee.</p>	<ul style="list-style-type: none"> <li>• There is reasonable evidence of misbehaviour or material error by the Code Staff with covered compensation;</li> <li>• Morgan Stanley or the relevant regulated entity or business unit in which the Code Staff is employed (or for which the Code Staff is responsible) suffers a material failure of risk management;</li> <li>• Morgan Stanley or the relevant regulated entity or business unit suffers a material downturn in its financial performance;</li> <li>• The Code Staff participated in or was responsible for conduct that resulted in significant losses to Morgan Stanley;</li> <li>• The Code Staff directly and/or materially, through their conduct, contributed to a regulatory sanction (or sanctions) being imposed;</li> <li>• The Code Staff is understood to have been connected with a significant increase in Morgan Stanley's or the relevant regulated entity or business unit's economic or regulatory capital;</li> <li>• The Code Staff failed to meet appropriate standards of fitness and propriety;</li> <li>• In relation to a PRA Buyout Award, Morgan Stanley has received a Reduction Notice, in accordance with Rule 15A of the Remuneration Part of the PRA Rulebook.</li> </ul> <p>The Company will also take into consideration the Code Staff's proximity to the failure in risk management in question and that individual's level of responsibility.</p>
	Upfront stock bonus awards for all Code Staff employees vest after 6 months and deliver a further 6 months from this date.	

c. Cash Bonus	Paying a portion of compensation in upfront cash bonus is aligned with competitive pay approaches.	Any cash bonus is subject to repayment, recovery and recapture pursuant to the Company's EMEA Material Risk Taker Cancellation and Clawback Policy, as amended from time to time, and any applicable clawback, repayment, recapture or recovery requirements imposed under applicable laws, rules and regulations.
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The Company expects deferred incentive awards to constitute a significant component of employees' total compensation and to be designed to protect the Company's long term interests and align with shareholders' interests. Notwithstanding this, our 'pay for performance' philosophy means that where a variable award is not appropriate, none will be paid and every year a proportion of our eligible population receives no variable compensation.

Members of the Company's Operating Committee are subject to an Equity Ownership Commitment. As part of this, Operating Committee members are required to hold common stock and equity awards equal to a percentage of common stock received from equity awards (less allowances for the payment of any option exercise price and taxes) granted to them for service on the Operating Committee.

Compensation decisions for employees in our independent control functions are determined by senior management of those divisions, wholly independent of the business areas. The senior management of each control function allocates variable compensation among managers who then allocate among individual employees, taking into account the results of the performance evaluation process, competitive rates of pay, market conditions and relative performance.

Guaranteed variable compensation is only paid in exceptional circumstances in the context of hiring new staff and is limited to the first year of service. The awarding of guaranteed variable compensation is subject to an approval process, which includes receiving approval from the appropriate Senior Manager, the EMEA Head of Compensation, and in certain circumstances the global Chief Human Resources Officer.

Termination payments made to some employees on leaving the MSI Group are reviewed in accordance with the MSI Group's severance framework, which complies with the relevant compensation rules.

#### 5a. Risk Adjustment

The Company continues to monitor the effectiveness of its compensation structure and evaluate whether it achieves balanced risk-taking and has a thorough process of considering risk-adjusted performance, compliance with risk limits and the market and competitive environment when sizing and allocating annual incentive compensation pools.

Throughout the year, employee conduct matters that are escalated through the Company's Global Conduct Risk Program are reviewed to determine whether they present situations that could require clawback or cancellation of previously awarded compensation, as well as downward adjustments to current year compensation. Cancellations and clawbacks of previously awarded compensation are reviewed quarterly with the Employee Discipline Oversight Committee (a committee of senior management currently composed of the CFO, CLO, CRO, Chief Human Resources Officer (CHRO), and Chief Compliance Officer) and reported to the CMDS Committee. This process is enhanced by a formalized EMEA malus review process as part of the EROC governance. This process involves EROC assessing situations which may warrant adjustment to current year variable compensation and/or to apply cancellation and/or clawback, with reference to specific criteria that are contained in governing incentive compensation award documents and applicable policies. The MSI RemCo receives regular updates on the malus review process.

All variable compensation for Code Staff have provisions that allow for clawback of any awards or compensation paid or delivered. The Operating Committee cancellation provision allows for Operating Committee deferred equity and deferred cash awards to be cancelled in full or in part prior to distribution at the sole discretion of the CMDS Committee if the Operating Committee member had significant responsibility for a material adverse outcome for the Company or any of its businesses or functions.

#### 5b. Performance Measurement

Performance measurement for year-end compensation for each employee is subject to a multi-dimensional process, which considers, amongst other factors, individual, global and business segment performance. This takes into account financial as

well as non-financial performance metrics. The Company has a Global Incentive Compensation Discretion Policy that sets forth standards for exercise of managerial discretion in year-end discretionary compensation decisions. The policy specifically provides that all managers must consider whether their team members managed risk appropriately and effectively managed and supervised the risk control practices of the employees reporting into them during the performance year. Managers are trained on these requirements annually and are required to certify compliance with the applicable requirements. In addition, conduct, culture, and core values must be considered in the year-end performance evaluation process by considering whether the employee performed their job responsibilities in ways consistent with the Company's culture and core values (see section 1). The year-end performance and compensation processes provide managers with an Employee Performance Dashboard, which is an aggregation of performance inputs, including the areas of Risk Management, Conduct and Control. These inputs are included in our compensation system to ensure these factors are taken into account in compensation decisions.

#### **6. Ratios between fixed and variable compensation set in accordance with Article 94(1)(g) of Directive 2013/36/EU (CRD IV)**

The Company's policy on ratios between fixed and variable compensation is to allow for flexibility, whilst recognizing the need to ensure that levels of compensation are appropriately balanced between fixed and short- and long-term variable incentive compensation. Morgan Stanley International Holdings Inc., as the sole shareholder of MSI, approved a ratio of 1:2 of fixed compensation to variable compensation for Code Staff in the EU businesses with effect from 17 December 2013 in accordance with SYSC 19D.3.49 and Rule 15.10 of the PRA Rulebook (Remuneration Part). The ratio approved is the maximum allowed under CRD IV.

#### **7. Performance criteria on which the entitlement to variable compensation is based**

The Global Incentive Compensation Discretion Policy, noted above at 5b, also provides guidelines to help ensure that annual incentive compensation decisions take relevant factors into consideration, including actual and potential risks to the Company that the employee may be able to control or influence. The policy specifically provides that all compensation managers must consider whether or not an employee managed risk appropriately and effectively managed and supervised the risk control practices of his or her employee reports during the performance year. Compensation managers are required to certify that they have followed the requirements of Company policies and escalated situations potentially requiring attention for possible cancellations or clawback.

Other performance criteria that may be taken into account in deciding whether to award variable compensation and the amount to award includes: business and market conditions, absolute and relative individual performance, conduct, adherence to the Company's Code of Conduct and policies, performance feedback elicited through the performance evaluation processes, including that provided by control function personnel, any discipline administered to the employee, and contribution to the performance and profitability of both the business unit and the Company. Pursuant to the Global Incentive Compensation Discretion Policy, in order to be eligible for any annual incentive compensation, the individual also must remain an active employee performing duties on behalf of the Company, who has not given or been given notice of termination at the time the annual incentive compensation is communicated across the Company to the eligible population of employees.

#### **8. Main parameters and rationale for any variable component scheme and any other non-cash benefits**

Employees who reach a certain compensation eligibility threshold receive a portion of their variable annual incentive compensation in the form of deferred incentive compensation awards.

The mix of deferred cash and equity-based awards is determined based on a variety of factors, including the number of shares available for grant under the Company's equity plans and, for Code Staff, ensuring compliance with the requirements of the UK Compensation Rules that at least 50% of any variable compensation consists of an appropriate balance of shares

or share linked instruments. Delivering a portion of deferred incentive compensation awards in the form of equity, links variable compensation to Company performance through the stock price performance.

In 2018, the Company continued to include cancellation provisions that apply to a broad scope of employee behaviour in all deferred incentive compensation awards. Awards granted to members of the Company's Operating Committee are also subject to cancellation if the CMDS Committee determines that the Operating Committee member had significant responsibility for a material adverse outcome for the Company or any of its businesses or functions. In addition, awards of variable annual incentive compensation made to Code Staff are subject to clawback requirements in those jurisdictions where it is legally enforceable, per the Company's EMEA Material Risk Taker Cancellation and Clawback Policy.

The Company believes that its compensation decisions for 2018 demonstrate its focus on long-term profitability and commitment to sustainable shareholder value with appropriate rewards to retain and motivate top talent throughout economic cycles.

For the avoidance of doubt, RBAs are considered fixed compensation, and can be removed if an employee's role changes or in the case of regulatory change.

## 9. Aggregate quantitative information on compensation, broken down by business area

The following tables set out aggregate quantitative information on compensation of Code Staff who are employed by, or are seconded to, the following Morgan Stanley entities that were subject to the compensation Code in 2018:

- Morgan Stanley & Co. International plc
- Morgan Stanley International Incorporated
- Morgan Stanley Bank International Limited
- Morgan Stanley Investment Management Limited
- Morgan Stanley UK Limited
- OOO Morgan Stanley Bank

	INSTITUTIONAL SECURITIES GROUP	NON-INSTITUTIONAL SECURITIES GROUP <sup>1</sup>
<b>Aggregate Compensation (GBP millions)</b>	426.9	154.7

<sup>1</sup> Group includes Company functions, Investment Management, Operations and Technology.

## 10. Aggregate quantitative information on compensation, broken down by senior management and members of staff whose actions have a material impact on the risk profile of the institution, indicating the following:

10a. Amounts of compensation for financial year 2018, split into fixed and variable compensation, and the number of beneficiaries

	MANAGEMENT BODY			OTHERS	
	SENIOR MANAGEMENT	MANAGEMENT FUNCTION	SUPERVISORY FUNCTION	INSTITUTIONAL SECURITIES GROUP	NON- INSTITUTIONAL SECURITIES GROUP
<b>Number of Beneficiaries (Code Staff)</b>	17	14	8	327	91
<b>Fixed Compensation (GBP millions)</b>	15.9	17.2	1.8	183.3	32.8

<b>Variable Compensation (GBP millions)<sup>1</sup></b>	19.0	22.5	0.4	202.5	86.1
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<sup>1</sup> Variable Compensation awarded for performance year 2018 contained deferred equity incentives, including restricted stock units, plus deferred cash incentives.

10b. *Amounts and forms of variable compensation for 2018, split into cash, shares, share-linked instruments and other types*

	MANAGEMENT BODY			OTHERS	
	SENIOR MANAGEMENT	MANAGEMENT FUNCTION	SUPERVISORY FUNCTION	INSTITUTIONAL SECURITIES GROUP	NON-INSTITUTIONAL SECURITIES GROUP
<b>Cash (GBP millions)</b>	3.6	4.9	0.1	43.1	45.8
<b>Deferred Cash (GBP millions)</b>	6.0	6.4	0.1	58.5	26.8
<b>Deferred Stock (GBP millions)</b>	9.4	11.3	0.2	101.0	13.5

10c. *Amounts of outstanding deferred compensation, split into vested and unvested portions*

	MANAGEMENT BODY			OTHERS	
	SENIOR MANAGEMENT	MANAGEMENT FUNCTION	SUPERVISORY FUNCTION	INSTITUTIONAL SECURITIES GROUP	NON-INSTITUTIONAL SECURITIES GROUP
<b>Vested at Year End 2018<sup>1</sup> (GBP millions)</b>	0.03	0.13	0.18	10.37	3.51
<b>Unvested at Year End 2018<sup>2</sup> (GBP millions)</b>	20.91	25.01	0.20	181.94	72.39

<sup>1</sup> Vested deferred equity and cash-based incentives awarded during and prior to performance year 2018.

<sup>2</sup> Unvested deferred equity and cash-based incentives awarded during and prior to performance year 2018 and unvested at 31 December 2018.

10d. *Amounts of deferred compensation awarded during the financial year 2018, paid out, and reduced through performance adjustments*

	MANAGEMENT BODY			OTHERS	
	SENIOR MANAGEMENT	MANAGEMENT FUNCTION	SUPERVISORY FUNCTION	INSTITUTIONAL SECURITIES GROUP	NON-INSTITUTIONAL SECURITIES GROUP
<b>Awarded (GBP millions)</b>	15.42	17.65	0.28	159.47	40.25

<b>Paid Out from Prior Years<sup>1</sup> (GBP millions)</b>	10.56	13.15	0.26	120.53	33.52
<b>Reduced from Prior Years (GBP millions)</b>	-	0.13	-	7.66	0.33

<sup>1</sup> Deferred equity and cash-based incentives paid in 2018.

10e. *New sign-on payments<sup>1</sup> made during the financial year 2018, and the number of beneficiaries of those payments*

	MANAGEMENT BODY			OTHERS	
	SENIOR MANAGEMENT	MANAGEMENT FUNCTION	SUPERVISORY FUNCTION	INSTITUTIONAL SECURITIES GROUP	NON-INSTITUTIONAL SECURITIES GROUP
<b>Number of beneficiaries</b>	-	-	-	4	2
<b>Total amount (GBP millions)</b>	-	-	-	2.69	0.71

<sup>1</sup> Guaranteed variable awards granted to new hires and limited to their first year of service.

10f. *Amounts of severance payments awarded during the financial year 2018, number of beneficiaries and highest such award to a single person*

	MANAGEMENT BODY			OTHERS	
	SENIOR MANAGEMENT	MANAGEMENT FUNCTION	SUPERVISORY FUNCTION	INSTITUTIONAL SECURITIES GROUP	NON-INSTITUTIONAL SECURITIES GROUP
<b>Severance payments awarded in 2018 (GBP Millions)</b>	0.15	-	-	1.06	0.18
<b>Number of beneficiaries</b>	1	-	-	9	2
<b>Highest such award to a single person (GBP Millions)</b>	0.15	-	-	0.15	0.15

10g. *The number of individuals being remunerated EUR 1 million or more per financial year, broken down into pay bands of EUR 500,000 for compensation between EUR 1 million and EUR 5 million, and EUR 1 million pay bands for compensation between EUR 5 million and EUR 7 million, and aggregated for compensation of EUR 7 million and above*

COMPENSATION (EUR millions)	NUMBER OF INDIVIDUALS
Over €1mm and up to €1.5mm	84
Over €1.5mm and up to €2mm	50
Over €2mm and up to €2.5mm	24
Over €2.5mm and up to €3mm	22
Over €3mm and up to €3.5mm	9

Over €3.5mm and up to €4mm	5
Over €4mm and up to €4.5mm	3
Over €4.5mm and up to €5mm	3
Over €5mm and up to €6mm	5
Over €6mm and up to €7mm	3
Over €7mm	7

#### 11. Quantitative information outlined in section 10, at the level of members of the management body

See disclosures in tables above.

This document represents the annual Compensation Disclosure of Morgan Stanley International Limited and its subsidiaries (the MSI Group), as required under the Capital Requirements Regulations (CRR). The annual public Pillar III qualitative and quantitative disclosures are published separately and can be found at <http://www.morganstanley.com/about-us-ir/pillar-uk.html>.