

*** Exercise Your *Right* to Vote ***
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on May 17, 2016.**

MORGAN STANLEY

Morgan Stanley

MORGAN STANLEY
1585 BROADWAY
NEW YORK, NY 10036

Meeting Information

Meeting Type: Annual Meeting
For holders as of: March 21, 2016
Date: May 17, 2016 **Time:** 2 p.m., local time
Location: 2000 Westchester Avenue
Purchase, New York 10577

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

See the reverse side of this notice to obtain proxy materials and voting instructions.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

PROXY STATEMENT

ANNUAL REPORT ON FORM 10-K

SHAREHOLDER LETTER

How to View Online:

Have the information that is printed in the box marked by the arrow →XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

1) BY INTERNET: www.proxyvote.com

2) BY TELEPHONE: 1-800-579-1639

3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow →XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor.

Please make the request as instructed above on or before May 3, 2016 to facilitate timely delivery.



SCAN TO
VIEW MATERIALS & VOTE



How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow →XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

Morgan Stanley's Board recommends a vote "FOR"
the nominees listed below:

1. Election of Directors
- 1a. **Erskine B. Bowles**
- 1b. **Alistair Darling**
- 1c. **Thomas H. Glocer**
- 1d. **James P. Gorman**
- 1e. **Robert H. Herz**
- 1f. **Nobuyuki Hirano**
- 1g. **Klaus Kleinfeld**
- 1h. **Jami Miscik**
- 1i. **Donald T. Nicolaisen**
- 1j. **Hutham S. Olayan**
- 1k. **James W. Owens**
- 1l. **Ryosuke Tamakoshi**
- 1m. **Perry M. Traquina**
- 1n. **Rayford Wilkins, Jr.**

Morgan Stanley's Board recommends a vote "FOR"
Proposals 2, 3 and 4 below:

2. To ratify the appointment of Deloitte & Touche LLP as independent auditor
3. To approve the compensation of executives as disclosed in the proxy statement (non-binding advisory resolution)
4. To approve the amendment of the 2007 Equity Incentive Compensation Plan to increase the number of authorized shares and add performance measures for certain awards

Morgan Stanley's Board recommends a vote "AGAINST"
Proposals 5 and 6 below:

5. Shareholder proposal regarding a change in the treatment of abstentions for purposes of vote-counting
6. Shareholder proposal regarding a policy to prohibit vesting of deferred equity awards for senior executives who resign to enter government service

