

Welcome to Benevity's workplace giving web site (the "Site"). Through this Site, Benevity facilitates Morgan Stanley's donation programs and tracks employee contributions. Please be advised that you have exited Morgan Stanley's systems and that this Site is owned and operated exclusively by Benevity. Morgan Stanley is not responsible for the information contained on Benevity's web site or your use of or inability to use the site.

The Annual Appeal is Morgan Stanley's year-end employee giving campaign. Morgan Stanley has partnered with Benevity to facilitate the Annual Appeal donation process by using the Site to enable you to make donations to any U.S. 501(c)(3) public charity via payroll deduction and to facilitate requests for matching funds. If your donation is eligible for matching funds, you also can use the Site to designate which charity should receive those matching funds. Eligibility for matching funds will be determined at Morgan Stanley's sole discretion, consistent with the [Annual Appeal Program Guidelines](#) and related [FAQs](#). Subject to those Guidelines, matching funds become available at a rate of 100% for donations to the Morgan Stanley Foundation and 25% to all other charities, up to a \$4,000 maximum match per employee per year. Once your matching funds become available – in the form of Giving Account Rewards – you must allocate the Rewards to the charity(ies) of your choice in order for them to be disbursed. Disbursement of Rewards follows the donor-advised fund model outlined below. If you do not allocate your matching funds by the expiration date as listed on the Benevity site, then the matching funds will be forfeited.

As an authorized user of the Site, you will be offered the opportunity to make contributions to an eligible charity and request a match for any such donation(s). Contributions of money are initially received by a "donor-advised" fund of the American Online Giving Foundation, Inc.), a registered 501(c)(3) public charity. Use of a donor-advised fund arrangement: (1) allows donors to make charitable contributions and receive a tax receipt; (2) preserves a broad range of charitable options for the donor's funds; and (3) reduces the amount of manual processing incurred by the end-recipient charities. It is important for you to understand that your authorized donations will be conveyed to the American Online Giving Foundation, Inc. (the "Foundation") via Payroll deduction and that the Foundation will endeavor to respect your designations (the donor's "advice"), but ultimately the Foundation is under no obligation to follow your advice. If the Foundation is unable or opts not to follow your advice, including but not limited to circumstances where the charity you have selected is no longer registered or in good standing with the IRS or other relevant regulatory agency, the Foundation will ask you for alternative advice. If you do not respond to such a request in a timely manner, an alternative eligible charity will be selected by the Foundation without the benefit of your input.

If you elect for your contribution to be conveyed to the Foundation via payroll deduction (either as a single or recurring event), you are authorizing Morgan Stanley to deduct the funds from your paycheck, beginning with the first paycheck in the year following the year you authorize the deduction. A one-time donation will be deducted from your January 15<sup>th</sup> paycheck. A recurring payroll donation will be deducted from each regular paycheck throughout the calendar year, but will not automatically roll over into the next year. Once you have authorized a payroll deduction during the Annual Appeal, no changes

can be made after the Annual Appeal enrollment period has ended. You can cancel a payroll deduction outside of the enrollment period, but no refunds will be granted for payroll deductions that have occurred or been processed. After your contribution is received by the Foundation, you will be able to download a tax receipt on this Site. The tax receipt should not be interpreted as confirmation that your donation is tax deductible. You should consult with your personal financial and tax advisors to make that determination.

Please note that, although Morgan Stanley currently covers Benevity's charity support fee, there are circumstances under which participating charities may be assessed other fees. For example, charities that do not enroll for electronic payments from the Foundation may be charged a fee that will be deducted from future check disbursements. Relatedly, if a charity elects to receive disbursements by manual/paper check, a minimum dollar amount of \$100 must be met before a physical check will be issued to the charity. Donations designated to a charity below the minimum threshold will be disbursed annually in February.

Morgan Stanley has the right to amend or terminate the Annual Appeal program at any time, with or without notice to you, as it may determine in its sole discretion. This may include but is not limited to changes to timing, matching guidelines, and/or employee or charity eligibility. Morgan Stanley and Benevity have the right to amend these terms as they may determine in their sole discretion, with or without notice to you, provided that no amendment may change, without your consent, the obligation of the Foundation to ultimately convey your donated funds to an eligible charity.

These terms are governed by the laws of the State of New York, without regard to that state's conflict of laws rules, and its provisions shall be construed and interpreted in accordance with New York law. If any provision of these terms is determined to be invalid or unenforceable, the invalidity or unenforceability of such provision will not affect the validity or enforceability of the remaining provisions of these terms.