June 26, 2018 04:01 AM GMT

Altria Group, Inc.

Is JUUL Hype Overblown?

✓ Stock Rating Equal-weight Industry View In-Line

Price Target \$63.00

JUUL's success underscores the potential for disruptive technology to undermine US Tobacco's reliable business algorithm. We estimate JUUL e-cigs could be a ~100 bps annual headwind to cigarette volumes in our Base Case and see MO moving towards MSD EPS growth in 2020. EW.

JUUL's success is having a growing impact on US cigarette volumes. US cigarette volume declines accelerated from -4% in 2017 to -5.5% in 1Q18, coinciding with rapid JUUL growth. JUUL accounted for 3.5% of total cigarette equivalent volumes in May (vs. just 0.5% in 2017) and we estimate was a ~50 bps headwind to cigarette volumes in the L12W (vs. 10-30 bps in 2017). We estimate JUUL is sourcing ~20% of its volumes from cigarettes but expect growth to increasingly source from cigarette volumes as JUUL's distribution and awareness grows.

In our new Base Case, we estimate a ~100 bps annual headwind to 2018-22 US cigarette industry volumes: Since JUUL is a nascent product, we assess a range of scenarios for its long-term impact to cigarette volumes and provide a framework for quantifying its impact. In our Base Case, we see a ~100 bps annual headwind to 2018-22 cigarette volumes, assuming 15% JUUL volume share of cigarettes by 2022 with ~40% of its sales sourcing from cigarettes. In our Bull and Bear Cases, we see a 20 bps and 300 bps annual headwind, respectively, to cigarette volumes. We believe the FDA's near-term options for constraining JUUL growth are limited. We see an equal impact across MO/RJR's brands, as RJR skews toward a younger demographic but MO has higher overall share.

MO's growth outlook to slow to MSD post 2019: The combination of smokers' desire to switch to lower risk alternatives, the FDA's agenda to shift smokers down the continuum of risk to reduced-risk products ("RRPs") and e-cig technological improvements create a strong force for accelerating the pace of change in the tobacco industry. We believe it will become increasingly difficult for MO to retain its degree of category leadership as the tobacco industry shifts to become more fragmented, complex, and technology-dependent. This shift enhances risk to both MO's volume trajectory and cigarette pricing elasticity, and may require increased reinvestment. We are reducing our 2019-22 volume forecasts by ~100 bps, to -4.5% annually and see 5-6% annual EPS growth beginning in 2020 as more achievable.

We are EW given greater long-term concerns and a widening risk-reward: MO's shares have meaningfully de-rated over the last year (from 22x NTM P/E in June 2017 to 13.1x today), and the stock is now trading at ~25% discount to Staples (at 17.0x 2019e P/E), below its 5-year 10% discount. However, we remain EW as we

MORGAN STANLEY & CO. LLC Pamela Kaufman, CFA EQUITY ANALYST +1 212 761-7151 Pamela.Kaufman@morganstanley.com Altria Group, Inc. (MO.N, MOUS) Tobacco / United States of America Stock Rating Equal-weight Industry View In-Line \$63.00 Price target Shr price, close (Jun 25, 2018) \$57.07 \$159,801 Mkt cap, curr (mm) 52-Week Range \$77.00-53.91

| Fiscal Year Ending | 12/17 | 12/1 8 e | 12/19e | 12 /20 e |
|---------------------|-------|-----------------|--------|-----------------|
| EPS (\$)** | 3.42 | 3.97 | 4.27 | 4.50 |
| Prior EPS (\$)** | - | 3.98 | 4.33 | 4.71 |
| Consensus EPS (\$)§ | 3.28 | 4.01 | 4.34 | 4.78 |
| ModelWare EPS (\$) | 3.42 | 4.14 | 4.27 | 4.50 |
| P/E | 20.9 | 13.8 | 13.4 | 12.7 |
| Div yld (%) | 3.5 | 5.2 | 5.8 | 6.1 |

Unless otherwise noted, all metrics are based on Morgan Stanley ModelWare framework

** = Based on consensus methodology § = Consensus data is provided by Thomson Reuters Estimates e = Morgan Stanley Research estimates

OUARTERLY EPS (\$)

| Quarter | 2017 | 2018e Prior | 2018e Current | 2019e Prior | 2019e Current |
|---------|------|----------------|------------------|----------------|------------------|
| Q1 | 0.73 | - | 0.95a | - | - |
| Q2 | 0.85 | 0.97 | 0.97 | - | |
| Q3 | 0.90 | 1.10 | 1.09 | - | - |
| Q4 | 0.91 | 1.00 | 0.99 | - | - |

e = Morgan Stanley Research estimates, a = Actual Company reported data

Morgan Stanley does and seeks to do business with companies covered in Morgan Stanley Research. As a result, investors should be aware that the firm may have a conflict of interest that could affect the objectivity of Morgan Stanley Research. Investors should consider Morgan Stanley Research as only a single factor in making their investment decision.

For analyst certification and other important disclosures, refer to the Disclosure Section, located at the end of this report.

JLI Ex. 2038, Page 1 of 30 JLI-NJOY-ITC1368-01332225

FOUNDATION

have long-term concerns about the sustainability of MO's HSD growth algorithm and anticipate MSD EPS growth beyond 2019. We see a widening risk reward given the range of potential JUUL outcomes and resulting impact to MO's fundamental growth outlook. We are reducing our PT to \$63 (vs. \$65 prior) based on 15.0x our updated 2019e EPS and reflecting a 10% discount to Staples peers, in-line with its 5-year average. We see a widening risk-reward with ~33% upside/downside to our Bull and Bear Cases.

Exhibit 1: Average annual headwind to cigarette volumes from JUUL market share and cannibalization rate scenarios from 2018-2022

| | | | JUULS | Share of Cigar | ette Volumes t | y 2022 | |
|---|----------------|---------|----------|----------------|----------------|----------|----------|
| | and the second | 5% | 10% | 15% | 20% | 25% | 30% |
| ۵۰۲ ۲۵۳ ۲۵۳ ۲۵۳ ۲۵۳ ۲۵۳ ۳۵۳ ۳۵ ۵۰۵۰ Kate ۲۵۳ ۲۵۳ ۲۵۳ ۲۵۳ ۲۵۳ ۲۵۳ ۲۵۳ ۲۵۳ ۲۵۳ ۲۵۳ | 10% | -9 bps | -19 bps | -29 bps | -39 bps | -48 bps | -58 bps |
| | -19 bps | -39 bps | -58 bps | -78 bps | -98 bps | -119 bps | |
| e izal | 30% | -29 bps | -58 bps | -88 bps | -119 bps | -149 bps | -180 bps |
| JUUL ibaliz Rate | 40% | -39 bps | -78 bps | -118 bps | -159 bps | -201 bps | -243 bps |
| ٦ <u>ة</u> 4 | 50% | -49 bps | -98 bps | -149 bps | -201 bps | -254 bps | -307 bps |
| Car | 60% | -58 bps | -118 bps | -180 bps | -243 bps | -307 bps | -373 bps |
| | 70% | -68 bps | -139 bps | -211 bps | -286 bps | -362 bps | -441 bps |
| | 80% | -78 bps | -159 bps | -243 bps | -329 bps | -418 bps | -510 bps |
| | 90% | -88 bps | -180 bps | -275 bps | -373 bps | -475 bps | -581 bps |
| | 100% | -98 bps | -201 bps | -307 bps | -418 bps | -534 bps | -654 bps |

Source: Nielsen xAOC+C, Morgan Stanley Research

Risk-Reward: Altria Group (MO, Equal-weight, Price Target \$63)

Risk-Reward View: Balanced risk-reward as high visibility to near-term EPS growth is offset by greater long-term concerns



Price Target \$63

Based on 15x C2019e P/E, at a 10% discount to US Staples, consistent with the stock's 5-year historical average discount and supported by our DCF analysis.

Bull \$76 18x 2019e P/E

Limited disruption to the status quo. JUUL only captures 5% of the market by 2022, with a 20% cannibalization rate and resulting in a 20 bps headwind to annual cigarette volumes. Volumes decline ~3.5% annually and net pricing remains at 4% annually. Margins expand by 570 bps 2025. Minimal FDA movement on nicotine reduction agenda.

Base

\$63

15x 2019e P/E

Volume declines accelerate below low end of historical range; increased investment needs drives MSD EPS growth beyond 2019. JUUL captures 15% market share of baseline cigarette volumes by 2022 and assuming 40% of JUUL volumes are sourcing from cigarettes by 2022, volume declines accelerate to 4.5% annually. Net pricing remains solid at ~3.5%. EBIT margins expand by 150 bps by 2025 due to cost cutting and improved All Other profitability. MSD EPS growth beyond 2019.

\$38 Bear 10x 2019e P/E

Elevated volume declines and limited net pricing. JUUL captures 30% market share of baseline cigarette volumes and assuming 50% of JUUL's growth comes a the expense of cigarettes, volume declines accelerate to ~7% annually. No long-term net pricing growth. Margins contract by 1,100 bps by 2025 due to operating deleverage. FDA aggressively pursues its nicotine reduction agenda.

Investment Thesis

MO is facing increasing cigarette volume headwinds from reduced-risk products such as JUUL, which should accelerate volume declines and could increase pricing elasticity.

MO has multiple levers, including consistent cigarette pricing power, tax reform savings and the contribution from ABI equity income to support its 7-9% EPS growth algorithm in the near term but we see MSD EPS growth beyond 2019.

We see potential for upside from possible iQOS commercialization in the US in early 2019.

MO is facing a more challenging regulatory backdrop due to the FDA pursuing its nicotine reduction agenda.

Key Value Drivers

Maggressiveness of management with respect to net pricing, further cost reductions, share repurchases, and monetization of noncore assets.

Cigarette pricing realization and pace of US cigarette industry unit volume decline.

MO's success in reduced-risk products.

Risks to Achieving Price Target

Upside risks: Stronger net pricing and margin expansion in cigarettes; Increased shareholder returns via share repurchases; lower than expected headwinds from JUUL growth.

Downside risks: Promotional spending, taxes & FDA, higher than expected JUUL market share and cigarette cannibalization rates.

Is US Tobacco Facing an Existential Threat?

Our View

We believe JUUL has become a growing a headwind to US cigarette volumes. Our analysis suggests that ~20% of JUUL volumes are coming at the expense of cigarettes and that it can present a ~100 bps annual headwind to volumes in 2018-22. Given that JUUL is a nascent product and it is unclear if it will have enduring success, we provide a framework for assessing its potential impact to cigarette volumes.

With respect to MO, we are reducing our long-term volume and EPS growth forecasts towards a MSD EPS growth algorithm to take into account greater topline and cost headwinds associated with growth in alternative products such as JUUL. We see a range of RRP outcomes contributing to a widening risk-reward.

Exhibit 2: E-cig growth is driven by JUUL's success, with e-cigs holding 4.5% \$ market share

U.S. E-Cig \$ as % of Total E-cig + Cigarettes Sales

Source: Nielsen xAOC+C, Morgan Stanley Research

Market View

Given MO's share price performance YTD, investors are clearly concerned about the impact of competitive products such as JUUL on MO's ability to sustain its topline and EPS growth algorithm.

However, we do not believe consensus estimates reflect the potential for accelerating JUUL adoption. Consensus forecasts reflect 3.0-3.5% volume declines in 2019-20, at the high end of the industry's historical annual volume decline. Moreover, consensus forecasts reflect sustained delivery on MO's 7-9% EPS growth algorithm.

JUUL disruption underscores the tobacco industry's complex challenge as e-cig technological improvements and product proliferation are likely to reshape the tobacco landscape. Selling cigarettes has been a long-standing, reliable and profitable business given limited viable alternatives and the industry's strong pricing power. However, the combination of smokers' desire to switch to lower risk alternatives, improving RRP technology, and the FDA's regulatory agenda to move smokers down the continuum of risk creates a strong force for accelerating the industry's pace of change. We expect the tobacco industry to move towards a more fragmented range of products that will address varying consumer preferences and usage occasions. The fact that a San Francisco-based start-up founded by two Stanford design students is emerging as a formidable competitor to the

large, deep-pocketed industry incumbents with abundant R&D and marketing resources as well as brand building and regulatory expertise, highlights that it will likely be challenging for the tobacco manufacturers to retain their market leadership as the category becomes increasingly fragmented, complex, and technology-dependent.

JUUL's rapid growth is coinciding with decelerating US cigarette volumes. Cigarette volumes declined -4% in 2017 following two years of unusually strong performance (- 0.5%/-2.5% in 2015/16) and remained soft in 1Q18 (-5.5%). This softness is coinciding with an acceleration in e-cigarette category growth due to JUUL's success, raising concerns about it's threat to the cigarette category. Over the last year, e-cig sales grew by 85% to \$1.8 bn in measured channels (\$3.0 bn total in 2017) driven predominantly by JUUL, a new e-cigarette, which launched in 2015 and expanded capacity as the company raised external capital. Within measured channels, which understate JUUL sales as they do not

JLI Ex. 2038, Page 4 of 30

JLI-NJOY-ITC1368-01332228

FOUNDATION

capture online or vape shops, JUUL had \$785 MM in sales over the last 52 weeks and sales grew 950% YoY in May. JUUL holds 64% market share of e-cigs after less than a year and a half in conventional distribution channels. It also accounts for 3% of total spend on cigarettes and e-cigs combined and sold units equivalent to 3.5% of cigarette volumes in May.

JUUL captured 3.5% share of cigarette industry volumes with relatively limited

distribution. Over the last 52 weeks, JUUL was sold at stores accounting for only 2.7% ACV (all-commodity volume), a measure of their share of total US retail sales but is growing rapidly, accounting for 6.0% ACV in L4W. Within measured channels, JUUL is sold at convenience stores and was available at 62,000 convenience stores in May compared to only 29,000 at the end of 2017. Among conveniences stores, JUUL is sold at stores representing holds 54% ACV. Traffic challenged convenience stores have a strong incentive to sell the product as its sales per store are growing over 200% YoY. JUUL still has a meaningful distribution opportunity in the US relative to ~155,000 convenience stores in the US.





Source: Nielsen xAOC+C, Morgan Stanley Research

Exhibit 4: JUUL is now sold at 60K convenience stores vs. 29K in December

Number of Convenience Stores Selling JUUL



Source: Nielsen xAOC+C, Morgan Stanley Research

JUUL's success can attract more competition. From a practical standpoint, the tobacco industry has high barriers to entry given the FDA's oversight. In 2016, the FDA extended its authority to e-cigarettes through the Deeming Regulations, which allows any ecigarette on the market prior to August 8, 2016, to remain on the market, but manufacturers are required to file a Pre-Market Tobacco Application (PMTA) with the FDA by 2022. A product developed after August 8, 2016, can not be commercialized without submitting a PMTA and receiving approval from the FDA. Despite this regulation, new e-cigs are still coming to market (including from MO and BAT) as long they had some commercial presence in 2016 and we would not be surprised to see new competitors emerge based on a technology that was in limited distribution over the last several years. In addition, there is nothing stopping new competitors from developing their own technology and filing a PMTA with the FDA at any point prior to 2022. While this is a costly process, JUUL has been successful in raising capital, including a \$150 MM in a round late last year, and recent press reports indicate a \$10 bn valuation, so the financial burden is likely not a prohibitive factor.

JUUL is unique in the extent to which it is disrupting the category. In the past multiple e-cigs (such as NJOY, blu) experienced initial rapid growth but ultimately disappointed in

JLI Ex. 2038, Page 5 of 30 JLI-NJOY-ITC1368-01332229

JLI'S CONFIDENTIAL BUSINESS INFORMATION SUBJECT TO PROTECTIVE ORDER

FOUNDATION

their ability to fully satisfy smoker needs. We believe JUUL is different because of its enhanced technology which is based on a nicotine salt that more closely mimics the nicotine delivery of smoking a cigarette. Moreover, no other e-cig has been able to capture such a meaningful share of the overall cigarette category. While it is unclear if JUUL will demonstrate enduring success, its results so far suggest that consumers are both eager to try alternative products and that e-cig technological improvements are increasingly satisfying smokers. The impending introduction of competitive products such as myblu (Imperial Tobacco) may impact JUUL's ultimate success but nonetheless pose a similar headwind to conventional cigarettes.

In our view, JUUL's growth is partly coming at the expense of cigarette sales. Our discussions with JUUL users indicate that the product appeals to smokers who view it as a means of quitting/reducing their cigarette consumption. In addition, our analysis of US scanner data by region suggests cigarette volume declines are worsening in regions where JUUL's market share momentum is growing. Anecdotal evidence suggests JUUL appeals to youth, and if this is the case, JUUL is also likely "stealing" future smokers as the average age of smoking initiation is 19.5 years old. Given that smokers' consumption increases as they age, this dynamic could contribute to accelerating cigarette volume declines long-term as the current JUUL user base ages.

We estimate that JUUL can have a ~100 bps impact to annual cigarette industry volumes over the next five years. Given that JUUL is still a nascent product, it is difficult to gauge the sustainability of its current success and/or category impact. In particular, its growth rate may be constrained by regulatory measures to combat its alleged youth appeal (though we believe the FDA's options are limited) or its success may be a temporary fad. It is prudent to evaluate a range of potential outcomes for its impact to cigarette volumes based on different market share and cigarette cannibalization rate scenarios. As a baseline, we estimate US cigarette industry volumes decline 3.5% annually. In our base case, we estimate a ~100 bps incremental headwind to cigarette volumes annually reflecting ~15% JUUL market share of baseline cigarette volumes by 2022 (versus 3.5% today) and that ~40% of its volumes will come at the expense of cigarettes (versus ~20% today).

Exhibit 5: Annual headwind to industry volumes from JUUL market share and cannibalization rate scenarios

| | | 2022E | | | |
|--|---------|----------|---------|----------|----------|
| Assumptions | Current | 2018E | Bull | Base | Bear |
| JUUL Volume % Baseline Cigarette Volumes (pre-JUUL impact) | 3.5% | 5.2% | 4.9% | 14.7% | 30.9% |
| JUUL % Volumes Sourcing from Cigs | 22.0% | 22.0% | 22.0% | 40.0% | 50.0% |
| Average Annual Headwind to Cigarette Volumes (2018-22E) | | -110 bps | -21 bps | -116 bps | -317 bps |

Source: Nielsen xAOC+C, Morgan Stanley Research

FOUNDATION

JUUL Share of Cigarette Volumes by 2022 5% 10% 20% 25% 30% JUUL Cannibalization Rate 10% -29 bps -58 bps -39 bps -48 bps -9 bps -19 bps 20% ~19 bps -39 bps -58 bps -78 bps -98 bps -119 bps 30% -29 bps -58 bps -88 bps -119 bps -149 bps -180 bps 40% -39 bps -78 bps -118 bps -159 bps -201 bps -243 bps 50% -49 bps -98 bps -149 bps -201 bps -254 bps -307 bos 60% -58 bps -180 bps -243 bps -307 bps -373 bps -118 bps 70% -68 bps -139 bps -211 bps -286 bps -362 bps -441 bps 80% -78 bps -159 bos -243 bps -329 bps -418 bps -510 bps 90% -88 bps -180 bps -275 bps -373 bps -475 bps -581 bps -201 bps -307 bps -418 bps -534 bps -654 bps 100% -98 bps

Exhibit 6: Average annual headwind to cigarette volumes from JUUL market share and cannibalization rate scenarios from 2018-2022

Source: Nielsen xAOC+C, Morgan Stanley Research

We see MO moving toward a MSD EPS growth algorithm beyond 2019. Growing JUUL adoption enhances risk to MO's volume trajectory and could result in elevated investment needs behind innovation in reduced-risk products (RRPs) and to defend cigarette sales. While we believe the cigarette industry has a long runway for pricing growth, the proliferation of viable lower risk substitutes such as JUUL, which are cheaper than cigarettes due to their excise tax advantage, could elevate cigarettes' historical 30% pricing elasticity. Given these increased risks, we are reducing our outlook for 2019-22 volume declines by ~100 bps, to -4.5% but still see solid 3.5% net pricing. We expect it to become increasingly difficult for MO to sustain its 7-9% EPS growth algorithm as volumes continue to decline and further cost reduction becomes challenging. Beyond 2019, we see 5-6% EPS growth as more achievable.

MO could acquire JUUL to eliminate it as a threat but several considerations that reduce this possibility. Specifically, in its latest funding round, JUUL was valued at \$10 bn and MO would likely have to pay a premium to this amount. JUUL could see MO's interest as an affirmation of its negotiating leverage and would probably want to be compensated for its international expansion opportunity as it plans to expand in Europe this year. In December 2017, JUUL appointed a new CEO who was previously Chobani's COO, an indication the company may not view a sale as imminent. Lastly, we do not believe MO would acquire the company right before new competition (myblu) enters the market as it would probably wait to see how the competitive dynamics play out. Note that Altria has acquired market leaders in other tobacco categories such as UST (smokeless tobacco) and Middleton (cigars).

We remain EW as we have long-term concerns about the sustainability of MO's 7-9% growth algorithm. While we believe the company should deliver on its outlook in 2018 and sustain HSD EPS growth in 2019 as it will be lapping elevated 2018 investment, we believe EPS growth will moderate towards mid-single digits beyond 2019 due to accelerating volume declines (MSe -4.5%), higher investment needs, and more elusive cost savings. As a result, we are ~2.0% and ~5.5% below 2019 and 2020 consensus EPS forecasts. However, we recognize that the stock has already significantly de-rated over the last year (from 22x NTM P/E in June 2017 to 13.1x today) with the stock now trading at ~25% discount to Staples (at 17.0x 2019e P/E), approximately 1-standard deviation below its 10-year 15% discount to Staples. Our \$63 PT is based on 15.0x 2019e EPS a 10% discount to Staples, in-line with the stock's 5-year average discount versus Staples peers. We remain Equal-weight as we see a widening risk-reward.

Morgan Stanley |

RESEARCH

FOUNDATION

Exhibit 7: MS vs. Consensus EPS 2018-20 MS vs. Consensus EPS

0.0% -0.6% -1.0% -1.7% -2.0% -3.0% -4.0% -5.0% -5.6% -6.0% 2018E 2019E 2020E

Source: Thomson Reuters, Morgan Stanley Research

Exhibit 8: We believe increased fundamental risks are already reflected in MO's valuation

MO NTM P/E vs. Consumer Staples



Source: Thomson Reuters, Morgan Stanley Research

FOUNDATION

What is JUUL? JUUL is an e-cigarette that contains a device, pod, and a charger. The e-liquid in a JUUL contains 5% nicotine concentration by weight, which is more than double the amount in most other e-cigarette products on the market. Instead of the "freebase" liquid nicotine used in many e-cigs, JUUL contains benzoic acid, which creates a nicotine salt when heated that gives the vapor a smoother, less harsh taste relative to other e-cigs and allows users to inhale the product more strongly for a longer period of time. Nicotine salts also allow nicotine to travel deeper into the body with the nicotine absorption occurring in the lungs rather than in the throat and more closely mimics cigarettes' nicotine delivery. Other products containing a nicotine salt include RJR's Vuse Solo and MO's MarkTen Bold e-cigs.

JUUL is available in eight flavors: Mango, Cool Cucumber, Virginia Tobacco, Classic Menthol, Fruit Medley, Creme Brulee, and Classic Tobacco.

JUUL's appeal likely stems from its design, nicotine content, flavors, social media presence, and cost. Aside from its high nicotine content and flavor options, JUUL has a sleek design, is discrete, and it can be recharged in a USB drive. JUUL has a large social media presence as users share photos and videos using the product.

From a cost perspective, a JUUL starter kit sells for \$49.99 and includes a JUUL device, USB charger, four JUUL pods. A device kit alone is \$34.99 and a pack of four pods cost \$22.99. Assuming one pod is equivalent to one pack of cigarette (based on 200 puffs/pod), the cost on the company's website is \$5.75 per pack equivalent. However, based on US scanner data, JUUL refills cost \$4.18 (vs. \$6.15 per pack of cigarettes).





Source: Juul.com

A Framework for Quantifying JUUL's Impact to Cigarette Volumes

JUUL's success is driving a revival in the US e-cig market, which had tepid sales growth in 2014-16 due to existing technologies' shortcomings in broadly satisfying smoker preferences. However, JUUL has proven to be a formidable competitor, contributing to a meaningful acceleration in e-cig category sales growth to +49% in 2017 and +100% in 2018 YTD within measured channels. Specifically, JUUL accounted for almost the entire incremental increase in US e-cig sales as a percent of total cigarette and e-cigarette sales in the last year (Exhibit 9). Within measures channels, which only capture a portion of JUUL's sales, it held 3.5% share cigarette volumes in the L4W compared to only 50 bps in 2017.

Exhibit 10: E-cig sales growth accelerated throughout 2017 and remained strong in 2018



Source: Nielsen xAOC+C, Morgan Stanley Research

Exhibit 11: E-cig growth is driven by JUUL's success, with e-cigs holding 4.1% \$ market share





Source: Nielsen xAOC+C, Morgan Stanley Research

We believe that JUUL contributed 10-20 bps to decelerating cigarette volumes in 2017.

We estimate that the industry's volume declines worsened in 2017 due to several headwinds including a ~75-100 bps impact from California's outsized excise tax increases in (\$2.00/pack) as the state accounts for ~7% of the smoker population and retail prices rose 40% and a potential 10-20 bps impact from JUUL given it grew rapidly off of a low base in 2017. 1Q18 industry volumes remained elevated (-5.5%) due to lapping inventory loading ahead of California's price increase last April and we believe 2Q18 industry volumes should begin to normalize toward 3-4% annual declines but will remain at the low end of the industry's volume declines.

In our view, JUUL will be an ~100 bps annual headwind to US cigarette volumes in

2018-22. In particular: i) we believe that JUUL is sourcing a portion of its user base from existing smokers; 2) there is a correlation between regions where JUUL market share momentum is accelerating and US cigarette volume declines are accelerating; and 3) JUUL captured a 3.5% share equivalent of US cigarette volumes with limited, but growing distribution. Below, we provide a framework to quantify its potential impact if these growth rates continue and in our base case, see a ~100 bps headwind to annual cigarette volumes.

1) JUUL growth is partly sourcing from cigarette sales

JUUL refills grew from 0.5% of cigarette volumes in 2017 to 3.5% in the last month.

Based on JUUL's sales within US scanner data in 2017, the company sold 55 MM refills, which have ~200 puffs each and equate to one pack of cigarettes according to the company's website. These volumes are not completely comparable to cigarettes given the way in which they are used differs, as e-cig smokers draw strength varies and users can take a few puffs at a time. Applying the company's conversion rate, JUUL volumes in 2017 equate to 0.5% of total cigarette volumes within measured channels and have grown meaningfully to 3.5% of total cigarette volumes in May. JUUL's sales in measured channels also understate their sales given e-cigs are also sold online (~30% total sales) and at vape shops, which are not included in scanner data.





Exhibit 13: MRI survey data suggests 61% of e-cig users also smoke

70.0% 61.3% 60.0% 50.0% 40.0% 30.0% 17.8% 20.0% 12.2% 10.0% 3.6% 2.2% 0.0% Cigarette E-Cigarette Overlap (Cig & E-cig Smokers Smokers who Who Smoke Use E-ciqs Smoke E-cig) Cigarettes

Source: MRI, Morgan Stanley Research

cigarettes Incidence Past 12 Months (% Population)

We believe JUUL also appeals to existing smokers. Press reports scrutinizing JUUL's growing popularity focus on its youth appeal, including to students in high school and college. We believe that JUUL also appeals to smokers given its high nicotine concentration (5% by volume), discrete design, and range of flavors. Our discussions with adult JUUL users suggest that smokers are using JUUL for a variety of reasons, including as means of smoking cessation, and are dual using the product in order to cut down on their cigarettes consumption and in situations where smoking is prohibited. These smokers believe that JUUL is contributing to a reduction in the number of cigarettes they consume. In addition, our analysis of MRI survey data indicates that 61% of e-cig users also smoke cigarettes, suggesting prevalent dual usage among ecig users.

Cigarette volume declines are worsening in regions where JUUL's share momentum is accelerating. JUUL's impact on cigarette

JLI Ex. 2038, Page 11 of 30

FOUNDATION

volumes is apparent in regional scanner data, which indicates that cigarette volume declines are increasing in regions were JUUL's market share is momentum is accelerating. For example, JUUL's YoY share momentum accelerated the most (+240 bps YoY in L4W ended 4/21/18 vs. L52W) in the West South Central census division, where cigarette volume decelerated by 260 bps. While there may be a number of factors contributing to accelerating declines in these regions, JUUL appears to be an incremental headwind.

Exhibit 14: JUUL's market share momentum is accelerating throughout the country



Source: Nielsen xAOC+C, Morgan Stanley Research

Exhibit 15: Accelerating JUUL share momentum has coincided with accelerating cigarette volume declines

Cig volumes YoY (L4W minus L52W)



Juul Market Share (L4W minusL52W)

Source: Nielsen xAOC+C, Morgan Stanley Research

Exhibit 16: We estimate JUUL contributed up to ~40 bps to cigarette volume declines in 1Q18



Source: Nielsen xAOC+C, Morgan Stanley Research

We estimate ~20% of JUUL's volumes are sourcing from

cigarettes. Aa large part of JUUL's volume growth has been incremental to the cigarette and e-cigarette category as combined cigarettes and JUUL volumes only declined 0.7% YoY in the last three months in US Scanner while on a standalone basis, cigarettes declined by 3.2% . In order to gauge how much of JUUL's growth is coming at the expense of cigarette volumes, we decomposed the drivers behind MO's -5.5% industry volume decline estimate in 1Q18 (which was worse than the 3.2% decline evident in Nielsen data). We assume a baseline decline of 3.4% reflecting 2% secular declines and a 1.4% impact from pricing (4.7% pricing at -30% elasticity). We estimate California was a 100 bps headwind and higher gas prices were a 66 bps headwind based on our regression analysis. This suggests JUUL could have accounted for up to 40 bps of the decline. Multiplying 1Q17

cigarette volumes by JUUL's 40 bps impact suggests up to ~10 MM packs could have been displaced by JUUL in 1Q18. In 1Q18, JUUL sold ~45 MM refills, and dividing the packs displaced by total JUUL volumes equates to ~22% of JUUL sales coming a the expense of cigarettes (i.e. its "cannibalization rate"). Since the entire 40 bps gap in 1Q18 cigarette volume declines may not reflect JUUL's impact, we assume its cannibalization rate ranges from 10-20% of its volumes sourcing from cigarettes.

FOUNDATION

Exhibit 17: We estimate ~20% of JUUL's growth is coming at the expense of cigarettes



Exhibit 18: % JUUL volumes sourcing from cigarette volumes

| JUUL Cannibalization Rate | |
|---|---------|
| Cigarette Packs (1Q17) | 2,332.3 |
| JUUL Headwind to Cigarette Volumes in 1Q18 | -0.4% |
| JUUL Impact to Cigarette Volumes in 1Q18 | -10.0 |
| Total JUUL Refills Sold (1Q18) | 44.9 |
| % JUUL Refills Impacting Cigarettes | 22.4% |
| Source: Nielsen xAOC+C, Morgan Stanley Research | |

Source: Nielsen xAOC+C, Morgan Stanley Research

We estimate JUUL was a 10 bps headwind to US cigarette industry volume declines in **2017 but this has grown in recent periods.** To check our cannibalization rate assumption, we considered a range of JUUL cannibalization rates to quantify the potential impact to cigarette volumes. If JUUL's cannibalization rate were high (70-100%), the impact to cigarette volumes in the last four weeks would exceed their actual decline (-1.8%) and would account for more than half of cigarette volume decline assuming a 30%+ cannibalization rate. As a result, we are comfortable with a ~20% cannibalization rate, which would have been a 35-45 bps drag on overall volumes in the last four and twelve weeks. In 2017, this suggests a moderate 10 bps headwind to overall cigarette volumes since JUUL's growth accelerated in recent months.

2) We estimate a ~100 bps headwind to annual cigarette volumes from JUUL

JUUL is experiencing unprecedented market share gains within both the e-cig category and relative to cigarettes overall, making it is difficult to benchmark it's potential market share of total cigarette volumes over time. Extrapolating its current ~50 bps in monthly share gains relative to cigarette volumes, suggests it could end 2018 with ~7% share of total cigarette volumes and reach 30% share of cigarette volumes by the end of 2022 (though we use a more conservative assumption in our base case).

FOUNDATION

Exhibit 19: iQOS captured 15.8% market share in Japan within three years

iQOS Market Share (Japan)



Source: Company data, Morgan Stanley Research

We use heat-not burn as a benchmark for JUUL's potential penetration in the US. To gauge JUUL's potential impact on cigarette volumes, we used iQOS/heat-not-burn ("HNB") products' success in Japan as a benchmark. HNB products captured 21% share of the Japanese cigarette market within two years of a national launch. Moreover, essentially all of iQOS' growth has come at the expense of cigarette volumes, which declined 13% in 2017 and 15% in 2018 YTD. While we recognize that Japan is a unique market given consumers' interest in gadgets/innovation and limited availability of e-cigs, it can serve as a gauge for JUUL's growth potential in the US.

In our view, JUUL can be a ~100 bps annual headwind to industry volumes over the next five years. As a baseline, we assume US cigarette volumes would decline by 3.5% annually, prior to JUUL's impact to the category, and measure JUUL's annual market share

relative to this baseline volume figure. We estimate JUUL will end 2018 with ~7.0% market share (vs. 3.5% today) of cigarette volumes in measured channels as its share is growing by ~50 bps per month, which would mean that it gained 6.0% share this year. In our Base case scenario, we make several assumptions to gauge its potential impact to cigarette volumes:

1) JUUL volumes represent 15% of baseline cigarette volumes by 2022: This reflects our assumption that its volume share gains of cigarette volumes will moderate starting in 2019, and that it will end 2019 at 10% share of total cigarette volumes in measured channels versus 7.3% in 2018 (and 3.5% today). We assume its share of baseline cigarette volumes approaches 15% by 2022, reflecting 2% annual share gains, which is likely conservative given its still in limited distribution.

2) JUUL's distribution mix shifts towards measured channels: According to Euromonitor 31.8% of e-vapor sales occurred in non-measured channels in 2017, such as vape shops and online. We assume that JUUL's distribution mix increasingly shifts towards measured channels given its expansion at convenience stores and that by 2022, 16% of its sales occur in non-measured channels.

3) JUUL sources an increasing percentage of its volumes from cigarette volumes: Based on our analysis of 1Q18 cigarette volume declines, we estimate that 22% of JUUL's volumes are sourced from cigarettes. We would expect this percentage to increase over time due to growing JUUL awareness and distribution. We assume that by 2022, 40% of its volumes will source from potential cigarette volumes.

On a combined basis, we expect total JUUL and cigarette volumes to grow 0.9% in 2018 and 2019, but to begin to decline by 1.5%-2.5% annually starting in 2020. This results in an incremental ~115 bps headwind to annual cigarette volume declines starting in 2018 with the greatest impact in 2019 as JUUL gains critical mass.

JLI'S CONFIDENTIAL BUSINESS INFORMATION SUBJECT TO PROTECTIVE ORDER

JLI Ex. 2038, Page 14 of 30 DER JLI-NJOY-ITC1368-01332238

Exhibit 20: Cigarette Industry Base Case

FOUNDATION

| | 2015 | 2016 | 2017 | 2018E | 2019E | 2020E | 2021E | 2022E |
|---|---------------|---------------|---------------|---------------------|----------------|----------------|----------------|----------------|
| Cigarettes Baseline Cigarette Volumes (Sticks, billion) | 270 | 264 | 253 | 244 | 236 | 227 | 219 | 212 |
| Packs (mill.) | 13,495 | 13,176 | 12,649 | 12,206 | 11,779 | 11,367 | 10,969 | 10,585 |
| YoY Chg | (0.3%) | (2.4%) | (4.0%) | (3.5%) | (3.5%) | (3.5%) | (3.5%) | (3.5%) |
| Cigarette Volumes Measured Channels (Packs) | 11,044 | 10,818 | 10,456 | 10,090 | 9,737 | 9,396 | 9,067 | 8,750 |
| YoY | -0.5% | -2.0% | -3.4% | (3:5%) | (3.5%) | (3.5%) | (3.5%) | (3.5%) |
| % Total | 82% | 82% | 83% | 83% | 83% | 83% | 83% | 83% |
| Cigarette Volumes Non-Measured Channels (Packs) | 2,451 | 2,358 | 2,193 | 2,117 | 2,043 | 1,971 | 1,902 | 1,835 |
| YoY | | -3.8% | -7.0% | -3.5% | -3.5% | -3.5% | -3.5% | -3.5% |
| % Total | | 18% | 17% | 17% | 17% | 17% | 17% | 17% |
| JUUL Refills | | | | | | | | |
| JUUL Refills - Measured Channels | 1 | 7.51 | 55 | 434 | 841 | 1,034 | 1,179 | 1,312 |
| YoY Chg | | 1175% | 637% | 683% | 94% | 23% | 14% | 11% |
| % of Baseline Cigarette Volumes in Measured Channels Ending Share | | 0.1% | 0.4% 1.3% | 4.3% 7.3% | 8.6% 10.0% | 11.0% 12.0% | 13.0% 14.0% | 15.0% 16.0% |
| • | | | | | | | | |
| JUUL Refills - Non-Measured Channels | 0 | 5 | 26 | 202 | 340 | 359 | 310 | 246 |
| YoY Chg | 86 BS/ | 1474% | 468% | 683% | 68% | 6% | -14% | -20% |
| % Sales in Non-Measured Channels (Euromonitor) % of Baseline Cigarette Volumes in Non- Measured Channels | 32.9% 0.0% | 37.7% 0.2% | 31.8% 1.2% | 31.8% 9.6% | 28.8% 16.7% | 25.8% 18.2% | 20.8% 16.3% | 15.8% 13.4% |
| % of Baseline Cigarette volumes in Non- Measured Channels | 0.0% | 0.2% | 1.270 | 9.0% | 10.7% | 10.270 | 10.3% | 13.4% |
| Total JUUL Refill Sales | 1 | 12 | 81 | 636 | 1,181 | 1,393 | 1,488 | 1,559 |
| YoY Chg | | 1273% | 574% | 683% | 86% | 18% | 7% | 5% |
| % of Baseline Cigarette Volumes | 0.0% | 0.1% | 0.6% | 5.2% | 10.0% | 12.3% | 13.6% | 14.7% |
| JUUL - % Volumes Sourced From Cigarettes | | | | 22.0% | 26.5% | 31.0% | 35.5% | 40.0% |
| JUUL Refill Volumes Sourced From Cigarettes | 0 | 8 | 1 | 140 | 313 | 432 | 528 | 623 |
| Cigarette Volumes Post JUUL (Packs) | 13,495 | 13,176 | 12.648 | 12,066 | 11,466 | 10,935 | 10,441 | 9,962 |
| YoY Chg in Cigarette Volumes | (0.3%) | (2.4%) | (4.0%) | (4.6%) | (5.0%) | (4.6%) | (4.5%) | (4.6%) |
| Incremental Decline | | · · · · · | · · · · | -110 bps | -143 bps | -113 bps | -102 bps | -109 bps |
| Combined Volumes | 13,496 | 13,188 | 12,730 | 12,842 | 12,960 | 12,760 | 12,457 | 12,144 |
| YoY Chg | | (2.3%) | (3.5%) | 0.9% | 0.9% | (1.5%) | (2.4%) | (2.5%) |
| JUUL Share of Combined Volumes | | | | 5.0% | 9.1% | 10.9% | 11.9% | 12.8% |
| | | | | | | | | |

Source: Nielsen xAOC+C, Morgan Stanley Research

However, we believe it is prudent to look at a range of market share and cigarette cannibalization rate scenarios to quantify the impact that it can have on cigarette volumes. Below, we highlight the key assumptions behind our Base, Bull, and Bear case scenarios for the cigarette industry. In Exhibit 22, we show a broader framework for potential market share and cannibalization scenarios.

Exhibit 21: JUUL cigarette volume impact scenarios

| | | | | 2022E | |
|--|---------|----------|---------|----------|----------|
| Assumptions | Current | 2018E | Bull | Base | Bear |
| JUUL Volume % Baseline Cigarette Volumes (pre-JUUL impact) | 3.5% | 5.2% | 4.9% | 14.7% | 30.9% |
| JUUL % Volumes Sourcing from Cigs | 22.0% | 22.0% | 22.0% | 40.0% | 50.0% |
| Average Annual Headwind to Cigarette Volumes (2018-22E) | | -110 bps | -21 bps | -116 bps | -317 bps |

Source: Company data, Morgan Stanley Research

| | | | JUULS | Share of Cigar | ette Volumes t | y 2022 | |
|--------------------------|--------------|---------|----------|----------------|----------------|----------|----------|
| | State Bayers | 5% | 10% | 15% | 20% | 25% | 30% |
| 10% 0 20% | 10% | -9 bps | -19 bps | -29 bps | -39 bps | -48 bps | -58 bps |
| | -19 bps | -39 bps | -58 bps | -78 bps | -98 bps | -119 bps | |
| a Zat | 30% | -29 bps | -58 bps | -88 bps | -119 bps | -149 bps | -180 bps |
| JUUL nibaliza Rate | 40% | -39 bps | -78 bps | -118 bps | -159 bps | -201 bps | -243 bps |
| 7 12 4 | 50% | -49 bps | -98 bps | -149 bps | -201 bps | -254 bps | -307 bps |
| Car | 60% | -58 bps | -118 bps | -180 bps | -243 bps | -307 bps | -373 bps |
| Ŷ | 70% | -68 bps | -139 bps | -211 bps | -286 bps | -362 bps | -441 bps |
| | 80% | -78 bps | -159 bps | -243 bps | -329 bps | -418 bps | -510 bps |
| | 90% | -88 bps | -180 bps | -275 bps | -373 bps | -475 bps | -581 bps |
| | 100% | -98 bps | -201 bps | -307 bps | -418 bps | -534 bps | -654 bps |

Exhibit 22: Average annual headwind to cigarette volumes from JUUL market share and cannibalization rate scenarios from 2018-2022

Source: Nielsen xAOC+C, Morgan Stanley Research

3) MO and BAT both exposed to growing JUUL share

MO and BAT are both exposed to growing JUUL share as BAT/RJR's portfolio skews towards a younger demographic but MO is starting with a higher overall market share.

While the media and regulators are focusing on JUUL's appeal to younger demographics, it is unclear what percentage of JUUL's users they actually represent. Looking at cigarette brand demographics, RJR/BAT's portfolio over-indexes to younger smokers aged 18-29, which account for 45% and 37% of Camel and Newport smokers, respectively. The 18-29 age group accounts for 31% of Marlboro smokers, as the brand has a greater mix of 30-49 (41%) and 50+ (25%) smokers. As a result, BAT/RJR's portfolio may be more susceptible to growing JUUL usage among youth but Marlboro has leading share among 18- to 29-year-olds (44.6%) and is therefore vulnerable to volume pressure from growing JUUL/e-cig adoption.



Exhibit 23: BAT/RJR's portfolio skews toward a younger demographic

Source: NSDUH 2015 survey, Morgan Stanley Research

Exhibit 24: Marlboro has leading share across age groups



Source: NSDUH, Morgan Stanley Research

Limited Regulatory Options for Mitigating JUUL's Growth

We do not expect the FDA to take targeted measures against JUUL. JUUL is subject to the FDA's Deeming Regulations, which extended the FDA's authority to e-cigarettes in 2016. As part of the regulation, manufacturers are required to submit by August 8, 2022, a Pre-Market Tobacco Application (PMTA) for e-cigs that have come to market prior to August 8, 2016. In the meantime, these products can remain on the market while the agency reviews the applications. If the FDA denies an application, the company would have to withdraw its product from the market. Since these regulations apply to JUUL, we do not believe the FDA will take harsher, targeted action against JUUL prior to reviewing its application. However, if the company launched any of its flavors after the August 8, 2016, deeming date (and the FDA can prove it did so), then the FDA could order JUUL to remove these products from the market. Ultimately, we believe a more likely outcome will be some limits on JUUL's flavor offering.

The FDA will seek to balance its nicotine reduction agenda in cigarettes with

preventing youth nicotine addiction. The FDA recognizes that there is a continuum of risk among nicotine products, and that e-cigs can play a role that facilitating smoker cessation as the FDA pursues its agenda to reduce nicotine to nonaddictive levels in cigarettes. As part of its regulatory policy, the FDA could limit JUUL's appeal by: i) more strictly enforcing its sale to minors, ii) limiting its flavor offering and it has already issued an Advanced Notice of Proposed Rulemaking to understand the role that flavors play in attracting youth to tobacco products and facilitating adult smokers to switch to less harmful tobacco products, and/or iii) denying its PMTA.

JUUL is facing increased regulatory scrutiny given concerns about youth appeal.

Growing concerns about JUUL, as well as other e-cig usage among underage youth, is prompting an increasing regulatory focus. This April, the FDA announced a number of measures against youth access to JUUL and other e-cigs, including: i) citing retailers for selling JUUL to minors, ii) conducting a large-scale undercover nationwide blitz to identify stores and online retailers selling JUUL, iii) enforcing online JUUL sales to minors, and iv) sending a request for information to JUUL requiring the company to submit documents to understand its appeal to youth including information on JUUL's marketing strategy, research on health impact, ingredients and design features. However, we believe these actions reflect the FDA's efforts to encourage greater self-policing among e-cig manufacturers to prevent youth usage.

JLI Ex. 2038, Page 18 of 30

Moving MO to a MSD EPS Algorithm in 2020

JUUL's success enhances risk to MO's topline outlook and increases reinvestment

needs. Growing JUUL adoption enhances risk to MO's volume trajectory and ability to sustain 4-5% net pricing, and could result in elevated costs as the company increases investment to innovate in RRPs and defend its cigarette volumes. Given this increased risk, we are reducing our outlook for 2019-22 volume declines by ~100 bps annually, to -4.5% below the low end of the industry's historical 3-4% declines. Moreover, we expect it to become increasingly difficult for MO to sustain its 7-9% EPS growth algorithm as volumes continue to decline and further cost reduction becomes elusive. Beyond 2019, we see 5-6% EPS growth as more achievable.

Exhibit 25: MS vs. Consensus EPS, 2018-20E

MS vs. Consensus EPS



Exhibit 26: We see MO moving to a MSD algorithm in 2020 MS MO Consensus Forecasts





Source: Thomson Reuters, Morgan Stanley Research

Reducing topline forecasts to reflect potential for accelerating JUUL adoption

We are reducing our forecasts for MO's five-year volume declines by 100 bps on average, given potential for greater JUUL adoption. In 2018, we expect MO's volumes to decline 4.8%, reflecting a 2% secular decline rate, 110 bps impact from pricing elasticity (+3.7% pricing), a ~75 bps headwind from higher gas prices, ~100 bps headwind from accelerating JUUL adoption. Beyond 2018, we are reducing our volume forecasts by ~100 bps to reflect higher JUUL market share, to -4.5% annually reflecting a scenario in which JUUL share of baseline cigarette volumes approaches 15% by 2022 and the product has a 40% cigarette cannibalization rate.

Current MO consensus forecasts are optimistic about a reversion towards normalized industry volumes declines in 2019-2020. Consensus forecasts reflect the expectation

> JLI Ex. 2038, Page 19 of 30 JLI-NJOY-ITC1368-01332243

FOUNDATION

Exhibit 27: We are reducing our MO volume forecasts



nt EPS growth algorithm, which targets 7-9% EPS growth should continue over the next three years. Applying our revenue forecasts for MO's segments excluding PM USA, we believe the Street is modeling 5.7%, 5.0%, and 5.4% revenue growth at PM USA in 2018-20. Assuming 4.5% net pricing, this implies consensus estimates reflect 6.4%, 3.0% and 3.4% annual volume declines in 2018-20, but would suggest stronger volumes in the event of more moderate 3.5-4.0% net pricing. We believe the consensus 2018 volume outlook appears conservative (MSe -4.8%) as MO will be lapping a period of elevated declines in the back half of 2018 (-7.6% in 2H17). However, we see risk to the 2019-20 consensus outlook.

Source: Company data, Morgan Stanley Research

Exhibit 28: MO consensus forecasts reflect sustained delivery on its EPS growth algorithm





Source: Thomson Reuters, Morgan Stanley Research

Exhibit 29: Consensus forecasts are optimistic about a moderation in 2019-20 volume declines



Source: Thomson Reuters, Morgan Stanley Research

We believe MO's strong pricing power remains intact in the midterm, but increasing

RRP adoption could increase pricing elasticity. The cigarette industry has a significant amount of pricing power, with MO generating 4.5% net pricing growth on average in 2010-17. We believe the industry maintains strong pricing power given cigarettes' high affordability in the US and rational competitive landscape. We have not seen evidence of a weaker cigarette pricing environment, as MO took an earlier than usual price increase this March, and reported 4.7% net pricing in 1Q18. We expect net pricing to increase 3.7% in 2018 and by 3.5% in 2019-22. However, the proliferation of viable RRP substitutes, which currently maintain a tax advantage relative to cigarettes could increase the category's historical 30% price elasticity.

Increasing reinvestment needs behind combustibles and RRPs

MO's 2018 outlook reflects increasing investment in both combustibles and reducedrisk products (RRPs). MO is reinvesting one-third of its US tax reform savings (~16-17% benefit to EPS) behind RRP innovation and expansion, preparations for the iQOS launch, regulatory science, greater cigarette marketing investment, and enhanced retail fixtures. Within cigarettes, the company is investing in product expansion (e.g., Marlboro Ice national expansion in 1Q18), packaging innovation, and Marlboro promotions (Points West rewards program in Texas) to stabilize its market share performance. MO is also investing behind Nat's expansion into 13 additional states starting in June. Given these increased investments, PM USA OCI declined by 1.8% in 1Q18, its first decline in at least 10 years and drives our full-year forecast of a -1.3% decline.

MO is also increasing investment behind its portfolio strategy to RRPs. MO is actively addressing the RRP opportunity through a portfolio approach to the category as consumer preferences are likely to vary. The company has a broad spectrum of vapor products, including both closed (MarkTen Bold with higher nicotine and Apex, which uses PM's MESH technology) and open systems, and the acquisition of a 100-store chain of vape shops to generate further learnings. In addition, MO is pursing introducing heated tobacco in the US through iQOS. These investments are contributing to MO's ecig sales growth (+29%45% L12W/L52W) in measured channels.

Given these investments, the All Other segment will likely weigh on profitability over the next several years. MO's investments in RRPs are reflected in the All Other segment, where we expect increasing losses in 2018 driven by its vapor innovation, and preparations for the iQOS US launch. We forecast \$150 MM and \$100 MM loss in the PMCC/Other segment in 2018 and 2019, versus a \$24 MM and \$51 MM loss in the prior two years. We currently forecast a improving profitability in PMCC in 2020 but this segment could remain a drag on profitability if MO has to more aggressively invest behind these initiatives.



Exhibit 30: MO (MarkTen) E-cig Sales YoY

Source: Nielsen xAOC+C, Morgan Stanley Research

Exhibit 31: PMCC/All Other EBIT outlook PMCC EBIT (\$ MM)



Source: Company data, Morgan Stanley Research estimates

MO should be able to sustain its 7-9% EPS algorithm in the midterm, but we see 5-6% long-term growth as more likely. We expect MO's EPS to grow 16% in 2018, in line with the company's guidance for 15-19% growth, reflecting a benefit from tax reform. In 2019, we expect EPS to grow 7.5%, within the company's long-term target for 7-9% growth as

JLI Ex. 2038, Page 21 of 30 JLI-NJOY-ITC1368-01332245

FOUNDATION

MO laps elevated 2018 investment spending. Beyond 2019, it will become more difficult in our view for the company to sustain growth in-line with its algorithm due to on ongoing volume declines (MSe -4.5%) and the need to continuously cut cigarette controllable costs in order to sustain MSD OCI growth in PM USA. While we expect lower All Other losses to benefit EBIT, we believe 5-6% long-term EPS growth is likely.

3) Structural concerns keep us Equal-weight

We remain EW as we have concerns about the sustainability of MO's HSD growth

algorithm. While we believe the company should deliver on its outlook in 2018 and sustain HSD EPS growth in 2019 as it will be lapping elevated 2018 investment, we believe that EPS growth should moderate towards MSD growth beyond 2019 due to accelerating volume declines (MSe -4.5%), higher investment needs, and more elusive cost savings. We believe it will become increasingly difficult for MO to maintain its category dominance as the tobacco industry and consumer preferences evolves towards a more fragmented and complex product offering. As a result, we are 2.0% and 5.5% below 2019 and 2020 consensus EPS forecasts.

We see a widening risk-reward given the stock's re-rating. MO's shares are down 20% YTD and valuation has meaningfully de-rated over the last year (from 22x NTM P/E in June 2017 to 13.1x today) and the stock is now trading at ~25% discount to Staples (at 17.0x 2019e P/E), approximately 1-standard deviation below its 10-year 15% discount to Staples. Our \$63 PT is based on 15.0x 2019e EPS a 10% discount to Staples peers in-line with the company's 5-year average discount. We are Equal-weight as we see a widening risk-reward reflecting a range of JUUL impact scenarios.

Exhibit 32: MO's NTM P/E contracted from 22x in June 2017 to 13x today



Source: Thomson Reuters, Morgan Stanley Research

Exhibit 33: MO is trading 1-std deviation below its historical discount to Staples





Source: Thomson Reuters, Morgan Stanley Research

JLI Ex. 2038, Page 22 of 30

JLI-NJOY-ITC1368-01332246

Financials

Exhibit 34: MO Annual Income Statement

| ¢ millions, event not chose | 2014 | 2015 | 2016 | 2017 | 2018E | 2019E | 2020E |
|---|--------------|---------------|--------------|--------------|----------------|----------------------|----------------------|
| \$ millions, except per share | 2014 | 2015 | 2010 | 2017 | 20105 | 2019E | 202012 |
| Gross Sales | 24,522 | 25,403 | 25,744 | 25,576 | 25,249 | 25,042 | 24,876 |
| Excise Taxes | 6,577 | 6,580 | 6,407 | 6,082 | 5,791 | 5,542 | 5,305 |
| - | | · | | · | | · | |
| Net Sales | 17,945 | 18,823 | 19,337 | 19,494 | 19,458 | 19,501 | 19,572 |
| Cost of Goods Sold | 7,758 | 7,837 | 7,734 | 7,543 | 7,490 | 7,199 | 6,923 |
| % of Net Sales | 43.2% | 41.6% | 40.0% | 38.7% | 38.5% | 36.9% | 35.4% |
| | -0.270 | 41.070 | -10.070 | 50.770 | 30.570 | 50.570 | J |
| Gross Profit | 10,187 | 10,986 | 11,603 | 11,951 | 11,968 | 12,301 | 12,649 |
| margin % | 56.8% | 58.4% | 60.0% | 61.3% | 61.5% | 63.1% | 64.6% |
| | | | | | | | |
| SG&A | 2,299 | 2,278 | 2,224 | 1,922 | 2,016 | 1,923 | 1,930 |
| % of Net Sales | 12.8% | 12.1% | 11.5% | 9.9% | 10.4% | 9.9% | 9.9% |
| Operating Companies Income | 7,888 | 8,708 | 9,379 | 10,029 | 9,953 | 10,379 | 10,719 |
| Operating Margin | 44.0% | 46.3% | 48.5% | 51.4% | 51.1% | 53.2% | 54.8% |
| | | | | | | | / 0 |
| Goodwill | 20 | 21 | 21 | 22 | 22 | 22 | 22 |
| General corporate expense | 241 | 237 | 222 | 212 | 210 | 206 | 202 |
| EBIT | 7,627 | 8,450 | 9,136 | 9,795 | 9,721 | 10,151 | 10,496 |
| Interest & other debt expense, net | 808 | 817 | 747 | 694 | 745 | 719 | 719 |
| Equity income | (1,026) | (889) | (666) | (692) | (925) | (1,077) | (1,163) |
| | (1,020) | (000) | (000) | (002) | (020) | (1,011) | (1,100) |
| Pre-tax income | 7,845 | 8,522 | 9,055 | 9,793 | 9,901 | 10,509 | 10,940 |
| | | | | | | | |
| Taxes | 2,711 | 3,018 | 3,133 | 3,273 | 2,327 | 2,470 | 2,571 |
| Effective Tax Rate % | 34.6% | 35.4% | 34.6% | 33.4% | 23.5% | 23.5% | 23.5% |
| Net Income continuing opps | 5,134 | 5,504 | 5,922 | 6,520 | 7,574 | 8,040 | 8,369 |
| | - | - | - | - | - | - | - |
| EPS from continuing operations | \$2.60 | \$2.81 | \$3.03 | \$3.42 | \$3.97 | \$4.27 | \$4.50 |
| Basic Shares, Ending | 1,978 | 1,965 | 1,952 | 1,905 | 1,891 | 1,867 | 1,841 |
| Average Diluted Shares | 1,978 | 1,962 | 1,952 | 1,905 | 1,908 | 1,884 | 1,858 |
| | , | , | , | , | , | , | , |
| | | | | | | | |
| Volume (Actual) | (2, 20.0) | | | - | (= == () | | (. |
| Volume | (3.0%) | 0.5% | (2.5%) | (5.1%) | (5.0%) | (4.5%) | (4.5%) |
| Net Sales | 1.6% | 4.9% | 2.7% | 0.8% | (0.2%) | 0.2% | 0.4% |
| Gross Profit OCI | 1.6% 2.1% | 7.8% 10.4% | 5.6% 7.7% | 3.0% 6.9% | 0.1% (0.8%) | 2.8% 4.3% | 2.8% 3.3% |
| Pre-tax income | 5.5% | 8.6% | 6.3% | 8.2% | 1.1% | 4.3 <i>%</i> 6.1% | 3.3 <i>%</i> 4.1% |
| Net Income | 7.8% | 7.2% | 7.6% | 10.1% | 16.2% | 6.1% | 4.1% |
| EPS | 8.9% | 8.1% | 8.1% | 12.8% | 16.0% | 7.5% | 5.6% |
| Buy Backs | 0.070 | 0.170 | 0.170 | 12.070 | 10.070 | 1.3% | 1.5% |
| Ratio Analysis | | | | | | | |
| OOGS/Sales | 43.2% | 41.6% | 40.0% | 38.7% | 38.5% | 36.9% | 35.4% |
| Gross Margin | 56.8% | 58.4% | 60.0% | 61.3% | 61.5% | 63.1% | 64.6% |
| SG&A/Sales | 12.8% | 12.1% | 11.5% | 9.9% | 10.4% | 9.9% | 9.9% |
| EBIT Margin | 48.2% | 49.6% | 50.7% | 53.8% | 54.7% | 57.6% | 59.6% |
| Pretax Margin | 43.7% | 45.3% | 46.8% | 50.2% | 50.9% | 53.9% | 55.9% |
| Net Margin | 28.6% | 29.2% | 30.6% | 33.4% | 38.9% | 41.2% | 42.8% |
| Source: Company data, Morgan Stanley Research estimates | | | | | | | |

Source: Company data, Morgan Stanley Research estimates

JLI Ex. 2038, Page 23 of 30

Exhibit 35: MO Balance Sheet

| \$ millions, except per share | 2014 | 2015 | 2016 | 2017 | 2018E | 2019E | 2020E |
|---|----------|----------|----------|----------|----------|----------|----------|
| Consumer Products Assets: | | | | | | | |
| Cash & Cash Equivalents | 3,321 | 2,369 | 4,569 | 1,253 | 720 | 591 | 506 |
| Accounts Receivable | 124 | 124 | 151 | 142 | 160 | 160 | 161 |
| Total Inventory | 2,040 | 2,031 | 2,051 | 2,225 | 2,241 | 2,254 | 2,267 |
| Other Current Assets | 1,393 | 1,562 | 489 | 724 | 724 | 724 | 724 |
| Total Current Assets | 6,878 | 6,086 | 7,260 | 4,344 | 3,845 | 3,730 | 3,658 |
| Property Plant & Equipment at Cost | 4,755 | 4,877 | 4,835 | 4,879 | 5,088 | 5,307 | 5,538 |
| Less: Accumulated Depreciation | 2,772 | 2,895 | 2,877 | 2,965 | 3,154 | 3,351 | 3,557 |
| Net PP&E | 1,983 | 1,982 | 1,958 | 1,914 | 1,934 | 1,956 | 1,981 |
| Intangible Assets | 12,049 | 12,028 | 12,036 | 12,400 | 12,378 | 12,357 | 12,335 |
| Goodwill | 5,285 | 5,285 | 5,285 | 5,307 | 5,307 | 5,307 | 5,307 |
| Investment in SAB Miller / Sampoerna | 6,183 | 5,483 | 17,852 | 17,952 | 17,952 | 17,952 | 17,952 |
| Cash in Escrow deposits | - | - | - | - | - | - | - |
| Other | 483 | 432 | 513 | 386 | 356 | 322 | 283 |
| Total Consumer Products Assets | 32,861 | 31,296 | 44,904 | 42,303 | 41,773 | 41,624 | 41,516 |
| Finance Assets | 1,614 | 1,239 | 1,028 | 899 | 786 | 688 | 601 |
| Other Assets | | | | - | | | |
| Total Financial Services Assets | 1,614 | 1,239 | 1,028 | 899 | 786 | 688 | 601 |
| Total Assets | 34,475 | 32,535 | 45,932 | 43,202 | 42,559 | 42,311 | 42,118 |
| Liabilities and Shareholders' Equity: | | | | | | | |
| Accounts Payable | 416 | 400 | 425 | 374 | 372 | 358 | 345 |
| Accrued Expenses | 5,229 | 5,564 | 5,762 | 4,296 | 4,162 | 4,043 | 3,970 |
| Other Liabilities | 1,028 | 1,110 | 1,188 | 1,258 | 1,258 | 1,258 | 1,258 |
| ST Debt Plus Current Maturities of LT Deb | 1,000 | 4 | - | 864 | 864 | 864 | 864 |
| Total Current Liabilities | 7,673 | 7,078 | 7,375 | 6,792 | 6,656 | 6,523 | 6,436 |
| Long Term Debt | 13,693 | 12,915 | 13,881 | 13,030 | 12,030 | 12,030 | 12,030 |
| Deferred Income Taxes | 6,088 | 5,663 | 8,416 | 5,247 | 5,247 | 5,247 | 5,247 |
| Postretirement Benefits | 2,461 | 3,522 | 3,022 | 2,432 | 2,432 | 2,432 | 2,432 |
| Minority Interest | - | - | - | - | - | - | - |
| Other Liabilities | 1,515 | 447 | 427 | 283 | 283 | 283 | 283 |
| Financial Services Liabilities | | | * | | ж | | - |
| Total Liabilities | 31,430 | 29,625 | 33,121 | 27,784 | 26,648 | 26,515 | 26,428 |
| Redeemable noncontrolling interest | 35 | 37 | 38 | 38 | 38 | 38 | 38 |
| Common Stock | 935 | 935 | 935 | 935 | 935 | 935 | 935 |
| Paid in capital | 5,735 | 5,813 | 5,893 | 5,952 | 5,952 | 5,952 | 5,952 |
| Earnings Reinvested in business | 26,277 | 27,257 | 36,906 | 42,251 | 44,244 | 46,130 | 48,022 |
| Accumulated other comprehensive losses | (2,682) | (3,280) | (2,052) | (1,897) | (1,897) | (1,897) | (1,897) |
| Treasury Stock | (27,251) | (27,845) | (28,912) | (31,864) | (33,364) | (35,364) | (37,364) |
| Noncontrolling interests | (4) | (7) | 3 | 3 | 3 | 3 | 3 |
| Total Shareholders' Equity | 3,010 | 2,873 | 12,773 | 15,380 | 15,873 | 15,759 | 15,651 |
| Total Liabilities and Shareholders' Equity | 34,475 | 32,535 | 45,932 | 43,202 | 42,559 | 42,311 | 42,118 |
| Source: Company data, Morgan Stapley Research estimates | | | | | | | |

Source: Company data, Morgan Stanley Research estimates

JLI Ex. 2038, Page 24 of 30 JLI-NJOY-ITC1368-01332248

Exhibit 36: MO Cash Flow Statement

| Cash Flow Statement | 2014 | 2015 | 2016 | 2017 | 2018E | 2019E | 2020E |
|---|---------|---------|----------|---------|---------|---------|---------|
| Operating Activities: | | | | | | | |
| Net Income | 5,070 | 5,243 | 14,244 | 10,227 | 7,591 | 8,045 | 8,342 |
| Depreciation | 188 | 204 | 183 | 187 | 189 | 197 | 206 |
| Amortization | 20 | 21 | 21 | 22 | 22 | 22 | 22 |
| Total Depreciation and Amortization | 208 | 225 | 204 | 209 | 211 | 219 | 227 |
| Deferred Income Taxes | (129) | (132) | 3,119 | (3,126) | | | 24 |
| Changes in Working Capital: | (188) | 240 | (300) | (2,159) | (171) | (146) | (100) |
| Receivables | (8) | 3 | (27) | 10 | (18) | (0) | (0) |
| Total Inventory | (184) | (33) | (34) | (171) | (16) | (12) | (14) |
| Other Current Assets | 3 | | - | (1,638) | ~ | - | - |
| Accounts Payable | (5) | (7) | (6) | (55) | (2) | (14) | (13) |
| Change in Other and Accrued Liabilities | 6 | 277 | (233) | (305) | (134) | (119) | (73) |
| Other Operating Activities | (298) | 234 | (13,476) | (229) | 30 | 34 | 39 |
| Cash from Operating Activities | 4,663 | 5,810 | 3,791 | 4,922 | 7,660 | 8,152 | 8,508 |
| | | ж | * | | | | |
| Investing Activities | | | | | | | |
| Capital Expenditures | (163) | (229) | (189) | (199) | (209) | (219) | (230) |
| Acquisitions and Investments | (102) | - | (1,578) | (415) | | | - |
| Premium Goodwill on Acquisition | - | - | - | - | - | - | - |
| Divestitures | - | - | 4,773 | - | - | - | - |
| Other Investing Activities | 442 | 214 | 702 | 147 | 113 | 99 | 86 |
| Cash from Investing Activities | 177 | (15) | 3,708 | (467) | (96) | (121) | (144) |
| Financing Activities: | | | | | | | |
| Cash dividends | (3,892) | (4,179) | (4,512) | (4,807) | (5,598) | (6,160) | (6,449) |
| Change in current debt | ** | (1,793) | - | - | | ~ | |
| Change in long term debt | 174 | -94 | 1,043 | 4 | (1,000) | 1947 | |
| Repurchase of Altria Group Stock- net | - | | | | | | |
| Repurchase of Kraft Stock | - | - | - | - | - | - | - |
| Issuance of common stock | (939) | (554) | (1,030) | (2,917) | (1,500) | (2,000) | (2,000) |
| Other Econoica estuitu | (97) | (224) | (900) | 1470 | • • • | | |

| Issuance of common stock | (939) | (554) | (1,030) | (2,917) | (1,500) | (2,000) | (2,000) |
|---------------------------------|---------|---------|---------|---------|---------|---------|---------|
| Other financing activity | (37) | (221) | (800) | (47) | - | - | - |
| Cash from Financing Activities | (4,694) | (6,747) | (5,299) | (7,771) | (8,098) | (8,160) | (8,449) |
| Effect of Exchange Rate | - | va | - | ~ | - | | - |
| Cash and equivalents, Beginning | 3,175 | 3,321 | 2,369 | 4,569 | 1,253 | 720 | 591 |
| Change in cash and equivalents | 146 | (952) | 2,200 | (3,316) | (533) | (128) | (85) |
| Cash and equivalents, Ending | 3,321 | 2,369 | 4,569 | 1,253 | 720 | 591 | 506 |

Source: Company data, Morgan Stanley Research estimates

Disclosure Section

The information and opinions in Morgan Stanley Research were prepared by Morgan Stanley & Co. LLC, and/or Morgan Stanley C.T.V.M. S.A., and/or Morgan Stanley Mexico, Casa de Bolsa, S.A. de C.V., and/or Morgan Stanley Canada Limited. As used in this disclosure section, "Morgan Stanley" includes Morgan Stanley & Co. LLC, Morgan Stanley C.T.V.M. S.A., Morgan Stanley Mexico, Casa de Bolsa, S.A. de C.V., Morgan Stanley "includes Morgan Stanley & Co. LLC, Morgan Stanley C.T.V.M. S.A., Morgan Stanley Mexico, Casa de Bolsa, S.A. de C.V., Morgan Stanley "includes Morgan Stanley & Co. LLC, Morgan Stanley C.T.V.M. S.A., Morgan Stanley Mexico, Casa de Bolsa, S.A. de C.V., Morgan Stanley Canada Limited and their affiliates as necessary.

For important disclosures, stock price charts and equity rating histories regarding companies that are the subject of this report, please see the Morgan Stanley Research Disclosure Website at www.morganstanley.com/researchdisclosures, or contact your investment representative or Morgan Stanley Research at 1585 Broadway, (Attention: Research Management), New York, NY, 10036 USA.

For valuation methodology and risks associated with any recommendation, rating or price target referenced in this research report, please contact the Client Support Team as follows: US/Canada +1 800 303-2495; Hong Kong +852 2848-5999; Latin America +1 718 754-5444 (U.S.); London +44 (0)20-7425-8169; Singapore +65 6834-6860; Sydney +61 (0)2-9770-1505; Tokyo +81 (0)3-6836-9000. Alternatively you may contact your investment representative or Morgan Stanley Research at 1585 Broadway, (Attention: Research Management), New York, NY 10036 USA.

Analyst Certification

The following analysts hereby certify that their views about the companies and their securities discussed in this report are accurately expressed and that they have not received and will not receive direct or indirect compensation in exchange for expressing specific recommendations or views in this report: Pamela Kaufman, CFA.

Unless otherwise stated, the individuals listed on the cover page of this report are research analysts.

Global Research Conflict Management Policy

Morgan Stanley Research has been published in accordance with our conflict management policy, which is available at

www.morganstanley.com/institutional/research/conflictpolicies.

Important US Regulatory Disclosures on Subject Companies

As of May 31, 2018, Morgan Stanley beneficially owned 1% or more of a class of common equity securities of the following companies covered in Morgan Stanley Research: Altria Group, Inc., British American Tobacco Plc, Philip Morris International Inc.

In the next 3 months, Morgan Stanley expects to receive or intends to seek compensation for investment banking services from Altria Group, Inc., British American Tobacco Plc, Philip Morris International Inc.

Within the last 12 months, Morgan Stanley has received compensation for products and services other than investment banking services from Altria Group, Inc..

Within the last 12 months, Morgan Stanley has provided or is providing investment banking services to, or has an investment banking client relationship with, the following company: **Altria Group, Inc.**, British American Tobacco Plc, Philip Morris International Inc.

Within the last 12 months, Morgan Stanley has either provided or is providing non-investment banking, securities-related services to and/or in the past has entered into an agreement to provide services or has a client relationship with the following company: **Altria Group, Inc.**

Morgan Stanley & Co. LLC makes a market in the securities of Altria Group, Inc., Philip Morris International Inc.

The equity research analysts or strategists principally responsible for the preparation of Morgan Stanley Research have received compensation based upon various factors, including quality of research, investor client feedback, stock picking, competitive factors, firm revenues and overall investment banking revenues. Equity Research analysts' or strategists' compensation is not linked to investment banking or capital markets transactions performed by Morgan Stanley or the profitability or revenues of particular trading desks.

Morgan Stanley and its affiliates do business that relates to companies/instruments covered in Morgan Stanley Research, including market making, providing liquidity, fund management, commercial banking, extension of credit, investment services and investment banking. Morgan Stanley sells to and buys from customers the securities/instruments of companies covered in Morgan Stanley Research on a principal basis. Morgan Stanley may have a position in the debt of the Company or instruments discussed in this report. Morgan Stanley trades or may trade as principal in the debt securities (or in related derivatives) that are the subject of the debt research report.

Certain disclosures listed above are also for compliance with applicable regulations in non-US jurisdictions.

STOCK RATINGS

Morgan Stanley uses a relative rating system using terms such as Overweight, Equal-weight, Not-Rated or Underweight (see definitions below). Morgan Stanley does not assign ratings of Buy, Hold or Sell to the stocks we cover. Overweight, Equal-weight, Not-Rated and Underweight are not the equivalent of buy, hold and sell. Investors should carefully read the definitions of all ratings used in Morgan Stanley Research. In addition, since Morgan Stanley Research contains more complete information concerning the analyst's views, investors should carefully read Morgan Stanley Research, in its entirety, and not infer the contents from the rating alone. In any case, ratings (or research) should not be used or relied upon as investment advice. An investor's decision to buy or sell a stock should depend on individual circumstances (such as the investor's existing holdings) and other considerations.

Global Stock Ratings Distribution

(as of May 31, 2018)

The Stock Ratings described below apply to Morgan Stanley's Fundamental Equity Research and do not apply to Debt Research produced by the Firm. For disclosure purposes only (in accordance with NASD and NYSE requirements), we include the category headings of Buy, Hold, and Sell alongside our ratings of Overweight, Equal-weight, Not-Rated and Underweight. Morgan Stanley does not assign ratings of Buy, Hold or Sell to the stocks we cover. Overweight, Equal-weight, Not-Rated and Underweight are not the equivalent of buy, hold, and sell but represent recommended relative weightings (see definitions below). To satisfy regulatory requirements, we correspond Overweight, our most positive stock rating, with a buy recommendation; we correspond Equal-weight and Not-Rated to hold and Underweight to sell recommendations, respectively.

JLI Ex. 2038, Page 26 of 30

JLI-NJOY-ITC1368-01332250

Morgan Stanley

27

| | COVERAGE UNIVERSE | | INVESTMENT BANKING CLIENTS (IBC) | | | OTHER MATERIAL INVESTMENT SERVICES CLIENTS (MISC) | |
|-------------------|-------------------|-------|----------------------------------|-----------|----------|---|-------|
| STOCK RATING | COUNT | % OF | COUNT | % OF | % OF | COUNT | % OF |
| CATEGORY | | TOTAL | | TOTAL IBC | RATING | | TOTAL |
| | | | | 1 | CATEGORY | | OTHER |
| | | | | | | | MISC |
| Overweight/Buy | 1172 | 38% | 289 | 40% | 25% | 551 | 39% |
| Equal-weight/Hold | 1338 | 43% | 354 | 49% | 26% | 639 | 46% |
| Not-Rated/Hold | 53 | 2% | 5 | 1% | 9% | 7 | 0% |
| Underweight/Sell | 533 | 17% | 77 | 11% | 14% | 207 | 15% |
| TOTAL | 3,096 | | 725 | | | 1404 | |

Data include common stock and ADRs currently assigned ratings. Investment Banking Clients are companies from whom Morgan Stanley received investment banking compensation in the last 12 months. Due to rounding off of decimals, the percentages provided in the "% of total" column may not add up to exactly 100 percent.

Analyst Stock Ratings

Overweight (O). The stock's total return is expected to exceed the average total return of the analyst's industry (or industry team's) coverage universe, on a risk-adjusted basis, over the next 12-18 months.

Equal-weight (E). The stock's total return is expected to be in line with the average total return of the analyst's industry (or industry team's) coverage universe, on a risk-adjusted basis, over the next 12-18 months.

Not-Rated (NR). Currently the analyst does not have adequate conviction about the stock's total return relative to the average total return of the analyst's industry (or industry team's) coverage universe, on a risk-adjusted basis, over the next 12-18 months.

Underweight (U). The stock's total return is expected to be below the average total return of the analyst's industry (or industry team's) coverage universe, on a risk-adjusted basis, over the next 12-18 months.

Unless otherwise specified, the time frame for price targets included in Morgan Stanley Research is 12 to 18 months.

Analyst Industry Views

Attractive (A): The analyst expects the performance of his or her industry coverage universe over the next 12-18 months to be attractive vs. the relevant broad market benchmark, as indicated below.

In-Line (I): The analyst expects the performance of his or her industry coverage universe over the next 12-18 months to be in line with the relevant broad market benchmark, as indicated below.

Cautious (C): The analyst views the performance of his or her industry coverage universe over the next 12-18 months with caution vs. the relevant broad market benchmark, as indicated below.

Benchmarks for each region are as follows: North America - S&P 500; Latin America - relevant MSCI country index or MSCI Latin America Index; Europe -MSCI Europe; Japan - TOPIX; Asia - relevant MSCI country index or MSCI sub-regional index or MSCI AC Asia Pacific ex Japan Index.

Stock Price, Price Target and Rating History (See Rating Definitions)

Altria Group, Inc. (MO.N) - As of 6/25/18 in USD Industry : Tobacco



Price Target History: 1/16/15 : 48; 6/22/15 : 51; 7/29/15 : 54; 9/16/15 : NA; 11/29/16 : 65; 2/2/17 : 68; 8/30/17 : 65: 1/29/18 : 74: 4/18/18 : 70: 4/26/18 : 65

Date Format : MM/DD/YY Source: Morgan Stanley Research Price Target ---No Price Target Assigned (NA) Stock Price (Not Covered by Current Analyst) ~ Stock Price (Covered by Current Analyst) Stock and Industry Ratings (abbreviations below) appear as + Stock Rating/Industry View Stock Ratings: Overweight(O) Equal-weight(E) Underweight(U) Not-Rated(NR) No Rating Available(NA) Industry View: Attractive (A) In-line (I) Cautious (C) No Rating (NR)

Effective January 13, 2014, the stocks covered by Morgan Stanley Asia Pacific will be rated relative to the analyst's industry (or industry team's) coverage.

Effective January 13, 2014, the industry view benchmarks for Morgan Stanley Asia Pacific are as follows: relevant MSCI country index or MSCI sub-regional index or MSCI AC Asia Pacific ex Japan Index.

Important Disclosures for Morgan Stanley Smith Barney LLC Customers

Important disclosures regarding the relationship between the companies that are the subject of Morgan Stanley Research and Morgan Stanley Smith Barney LLC or Morgan Stanley or any of their affiliates, are available on the Morgan Stanley Wealth Management disclosure website at www.morganstanley.com/online/researchdisclosures. For Morgan Stanley specific disclosures, you may refer to

www.morganstanley.com/researchdisclosures.

Each Morgan Stanley Equity Research report is reviewed and approved on behalf of Morgan Stanley Smith Barney LLC. This review and approval is conducted by the same person who reviews the Equity Research report on behalf of Morgan Stanley. This could create a conflict of interest.

Other Important Disclosures

Morgan Stanley & Co. International PLC and its affiliates have a significant financial interest in the debt securities of Altria Group, Inc., British American Tobacco Plc, Philip Morris International Inc.

Morgan Stanley Research policy is to update research reports as and when the Research Analyst and Research Management deem appropriate, based on developments with the issuer, the sector, or the market that may have a material impact on the research views or opinions stated therein. In addition, certain Research publications are intended to be updated on a regular periodic basis (weekly/monthly/guarterly/annual) and will ordinarily be updated with that frequency, unless the Research Analyst and Research Management determine that a different publication schedule is appropriate based on current conditions. Morgan Stanley is not acting as a municipal advisor and the opinions or views contained herein are not intended to be, and do not constitute, advice within the meaning of Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act.

Morgan Stanley produces an equity research product called a "Tactical Idea." Views contained in a "Tactical Idea" on a particular stock may be contrary to the recommendations or views expressed in research on the same stock. This may be the result of differing time horizons, methodologies, market events, or other factors. For all research available on a particular stock, please contact your sales representative or go to Matrix at http://www.morganstanley.com/matrix. Morgan Stanley Research is provided to our clients through our proprietary research portal on Matrix and also distributed electronically by Morgan Stanley to clients. Certain, but not all, Morgan Stanley Research products are also made available to clients through third-party vendors or redistributed to clients through alternate electronic means as a convenience. For access to all available Morgan Stanley Research, please contact your sales representative or go to Matrix at http://www.morganstanley.com/matrix.

Any access and/or use of Morgan Stanley Research is subject to Morgan Stanley's Terms of Use (http://www.morganstanley.com/terms.html). By accessing and/or using Morgan Stanley Research, you are indicating that you have read and agree to be bound by our Terms of Use

(http://www.morganstanley.com/terms.html). In addition you consent to Morgan Stanley processing your personal data and using cookies in accordance with our Privacy Policy and our Global Cookies Policy (http://www.morganstanley.com/privacy_pledge.html), including for the purposes of setting your preferences and to collect readership data so that we can deliver better and more personalized service and products to you. To find out more information about how Morgan Stanley processes personal data, how we use cookies and how to reject cookies see our Privacy Policy and our Global Cookies Policy (http://www.morganstanley.com/privacy_pledge.html).

If you do not agree to our Terms of Use and/or if you do not wish to provide your consent to Morgan Stanley processing your personal data or using cookies please do not access our research.

Morgan Stanley Research does not provide individually tailored investment advice. Morgan Stanley Research has been prepared without regard to the circumstances and objectives of those who receive it. Morgan Stanley recommends that investors independently evaluate particular investments and strategies, and encourages investors to seek the advice of a financial adviser. The appropriateness of an investment or strategy will depend on an investor's

> JLI Ex. 2038, Page 28 of 30 JLI-NJOY-ITC1368-01332252

28

JLI'S CONFIDENTIAL BUSINESS INFORMATION SUBJECT TO PROTECTIVE ORDER

FOUNDATION

circumstances and objectives. The securities, instruments, or strategies discussed in Morgan Stanley Research may not be suitable for all investors, and certain investors may not be eligible to purchase or participate in some or all of them. Morgan Stanley Research is not an offer to buy or sell or the solicitation of an offer to buy or sell any security/instrument or to participate in any particular trading strategy. The value of and income from your investments may vary because of changes in interest rates, foreign exchange rates, default rates, prepayment rates, securities/instruments prices, market indexes, operational or financial conditions of companies or other factors. There may be time limitations on the exercise of options or other rights in securities/instruments transactions. Past performance is not necessarily a guide to future performance. Estimates of future performance are based on assumptions that may not be realized. If provided, and unless otherwise stated, the closing price on the cover page is that of the primary exchange for the subject company's securities/instruments.

The fixed income research analysts, strategists or economists principally responsible for the preparation of Morgan Stanley Research have received compensation based upon various factors, including quality, accuracy and value of research, firm profitability or revenues (which include fixed income trading and capital markets profitability or revenues), client feedback and competitive factors. Fixed Income Research analysts', strategists' or economists' compensation is not linked to investment banking or capital markets transactions performed by Morgan Stanley or the profitability or revenues of particular trading desks.

The "Important US Regulatory Disclosures on Subject Companies" section in Morgan Stanley Research lists all companies mentioned where Morgan Stanley owns 1% or more of a class of common equity securities of the companies. For all other companies mentioned in Morgan Stanley Research, Morgan Stanley may have an investment of less than 1% in securities/instruments or derivatives of securities/instruments of companies and may trade them in ways different from those discussed in Morgan Stanley Research. Employees of Morgan Stanley not involved in the preparation of Morgan Stanley Research may have investments in securities/instruments or derivatives of companies mentioned and may trade them in ways different from those discussed in Morgan Stanley Research. Derivatives may be issued by Morgan Stanley or associated persons.

With the exception of information regarding Morgan Stanley, Morgan Stanley Research is based on public information. Morgan Stanley makes every effort to use reliable, comprehensive information, but we make no representation that it is accurate or complete. We have no obligation to tell you when opinions or information in Morgan Stanley Research change apart from when we intend to discontinue equity research coverage of a subject company. Facts and views presented in Morgan Stanley Research have not been reviewed by, and may not reflect information known to, professionals in other Morgan Stanley business areas, including investment banking personnel.

Morgan Stanley Research personnel may participate in company events such as site visits and are generally prohibited from accepting payment by the company of associated expenses unless pre-approved by authorized members of Research management.

Morgan Stanley may make investment decisions that are inconsistent with the recommendations or views in this report.

To our readers based in Taiwan or trading in Taiwan securities/instruments: Information on securities/instruments that trade in Taiwan is distributed by Morgan Stanley Taiwan Limited ("MSTL"). Such information is for your reference only. The reader should independently evaluate the investment risks and is solely responsible for their investment decisions. Morgan Stanley Research may not be distributed to the public media or quoted or used by the public media without the express written consent of Morgan Stanley. Any non-customer reader within the scope of Article 7-1 of the Taiwan Stock Exchange Recommendation Regulations accessing and/or receiving Morgan Stanley Research is not permitted to provide Morgan Stanley Research to any third party (including but not limited to related parties, affiliated companies and any other third parties) or engage in any activities regarding Morgan Stanley Research which may create or give the appearance of creating a conflict of interest. Information on securities/instruments that do not trade in Taiwan is for informational purposes only and is not to be construed as a recommendation or a solicitation to trade in such securities/instruments. MSTL may not execute transactions for clients in these securities/instruments.

Morgan Stanley is not incorporated under PRC law and the research in relation to this report is conducted outside the PRC. Morgan Stanley Research does not constitute an offer to sell or the solicitation of an offer to buy any securities in the PRC. PRC investors shall have the relevant qualifications to invest in such securities and shall be responsible for obtaining all relevant approvals, licenses, verifications and/or registrations from the relevant governmental authorities themselves. Neither this report nor any part of it is intended as, or shall constitute, provision of any consultancy or advisory service of securities investment as defined under PRC law. Such information is provided for your reference only.

Morgan Stanley Research is disseminated in Brazil by Morgan Stanley C.T.V.M. S.A.; in Mexico by Morgan Stanley México, Casa de Bolsa, S.A. de C.V. which is regulated by Comision Nacional Bancaria y de Valores. Paseo de los Tamarindos 90, Torre 1, Col. Bosques de las Lomas Floor 29, 05120 Mexico City; in Japan by Morgan Stanley MUFG Securities Co., Ltd. and, for Commodities related research reports only, Morgan Stanley Capital Group Japan Co., Ltd; in Hong Kong by Morgan Stanley Asia Limited (which accepts responsibility for its contents) and by Morgan Stanley Asia International Limited, Hong Kong Branch, in Singapore by Morgan Stanley Asia (Singapore) Pte. (Registration number 199206298Z) and/or Morgan Stanley Asia (Singapore) Securities Pte Ltd (Registration number 200008434H), regulated by the Monetary Authority of Singapore (which accepts legal responsibility for its contents and should be contacted with respect to any matters arising from, or in connection with, Morgan Stanley Research) and by Morgan Stanley Asia International Limited, Singapore Branch (Registration number T11FC0207F); in Australia to "wholesale clients" within the meaning of the Australian Corporations Act by Morgan Stanley Australia Limited A.B.N. 67 003 734 576, holder of Australian financial services license No. 233742, which accepts responsibility for its contents; in Australia to "wholesale clients" and "retail clients" within the meaning of the Australian Corporations Act by Morgan Stanley Wealth Management Australia Pty Ltd (A.B.N. 19 009 145 555, holder of Australian financial services license No. 240813, which accepts responsibility for its contents; in Korea by Morgan Stanley & Co International plc, Seoul Branch; in India by Morgan Stanley India Company Private Limited; in Indonesia by PT. Morgan Stanley Sekuritas Indonesia; in Canada by Morgan Stanley Canada Limited, which has approved of and takes responsibility for its contents in Canada; in Germany by Morgan Stanley Bank AG, Frankfurt am Main and Morgan Stanley Private Wealth Management Limited, Niederlassung Deutschland, regulated by Bundesanstalt fuer Finanzdienstleistungsaufsicht (BaFin); in Spain by Morgan Stanley, S.V., S.A., a Morgan Stanley group company, which is supervised by the Spanish Securities Markets Commission (CNMV) and states that Morgan Stanley Research has been written and distributed in accordance with the rules of conduct applicable to financial research as established under Spanish regulations; in the US by Morgan Stanley & Co. LLC, which accepts responsibility for its contents. Morgan Stanley & Co. International plc, authorized by the Prudential Regulatory Authority and regulated by the Financial Conduct Authority and the Prudential Regulatory Authority, disseminates in the UK research that it has prepared, and approves solely for the purposes of section 21 of the Financial Services and Markets Act 2000, research which has been prepared by any of its affiliates. RMB Morgan Stanley Proprietary Limited is a member of the JSE Limited and regulated by the Financial Services Board in South Africa. RMB Morgan Stanley Proprietary Limited is a joint venture owned equally by Morgan Stanley International Holdings Inc. and RMB Investment Advisory (Proprietary) Limited, which is wholly owned by FirstRand Limited. The information in Morgan Stanley Research is being disseminated by Morgan Stanley Saudi Arabia, regulated by the Capital Market Authority in the Kingdom of Saudi Arabia , and is directed at Sophisticated investors only.

The information in Morgan Stanley Research is being communicated by Morgan Stanley & Co. International plc (DIFC Branch), regulated by the Dubai Financial Services Authority (the DFSA), and is directed at Professional Clients only, as defined by the DFSA. The financial products or financial services to which this research relates will only be made available to a customer who we are satisfied meets the regulatory criteria to be a Professional Client. The information in Morgan Stanley Research is being communicated by Morgan Stanley & Co. International plc (QFC Branch), regulated by the Qatar Financial Centre Regulatory Authority (the QFCRA), and is directed at business customers and market counterparties only and is not intended for Retail Customers as defined by the QFCRA.

As required by the Capital Markets Board of Turkey, investment information, comments and recommendations stated here, are not within the scope of investment advisory activity. Investment advisory service is provided exclusively to persons based on their risk and income preferences by the authorized firms. Comments and recommendations stated here are general in nature. These opinions may not fit to your financial status, risk and return preferences. For this reason, to make an investment decision by relying solely to this information stated here may not bring about outcomes that fit your expectations.

The trademarks and service marks contained in Morgan Stanley Research are the property of their respective owners. Third-party data providers make no warranties or representations relating to the accuracy, completeness, or timeliness of the data they provide and shall not have liability for any damages relating to such data. The Global Industry Classification Standard (GICS) was developed by and is the exclusive property of MSCI and S&P. Morgan Stanley Research, or any portion thereof may not be reprinted, sold or redistributed without the written consent of Morgan Stanley.

INDUSTRY COVERAGE: Tobacco

| COMPANY (TICKER) | RATING (AS OF) | PRICE* (06/25/2018) |
|--|----------------------------------|---------------------|
| Pamela Kaufman, CFA | | |
| Atria Group, Inc. (MO.N) Philip Morris International Inc (PM.N) | E (11/29/2016) O (03/31/2008) | \$57.07 \$79.97 |

Stock Ratings are subject to change. Please see latest research for each company. * Historical prices are not split adjusted.

© 2018 Morgan Stanley