

SECOND SUPPLEMENTAL OFFERING CIRCULAR

Morgan Stanley

*as issuer and guarantor
(incorporated under the laws of the State of Delaware in the United States of America)*

MORGAN STANLEY & CO. INTERNATIONAL PLC

*as issuer
(incorporated with limited liability in England and Wales)*

MORGAN STANLEY B.V.

*as issuer
(incorporated with limited liability in The Netherlands)*

MORGAN STANLEY FINANCE LLC

*as issuer
(formed under the laws of the State of Delaware in the United States of America)*

Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates

Morgan Stanley (“**Morgan Stanley**”), Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”) and Morgan Stanley Finance LLC, a wholly-owned finance subsidiary of Morgan Stanley (“**MSFL**”, together with Morgan Stanley, MSI plc and MSBV, the “**Issuers**”), and Morgan Stanley, in its capacity as guarantor (in such capacity, the “**Guarantor**”) have prepared this second supplemental offering circular (the “**Second Supplemental Offering Circular**”) to supplement and be read in conjunction with the offering circular dated 28 June 2019 (as supplemented by the first supplemental offering circular dated 30 August 2019 (the “**First Supplemental Offering Circular**”)) (the “**Offering Circular**”) in relation to the Issuer’s Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates.

This Second Supplemental Offering Circular has been approved by:

- (i) The Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) as supplementary listing particulars, pursuant to the listing and admission to trading rules of Euronext Dublin for the purpose of providing information with regard to the Issuers and the Guarantor for the purposes of admitting Program Securities to the Official List of Euronext Dublin and trading on its Global Exchange Market. The Global Exchange Market is the exchange regulated market of Euronext Dublin and is not a regulated market for the purposes of Directive 2014/65/EU;
- (ii) the SIX Swiss Exchange pursuant to points 12 et seq. of the directive of the SIX Swiss Exchange on the listing of notes for the purpose of giving certain information with regard to the Issuers and the Guarantor;
- (iii) the Luxembourg Stock Exchange pursuant to the appendices to the Rules and Regulations of the Luxembourg Stock Exchange for the purpose of providing information with regard to the Issuers and the Guarantor for the purpose of listing Program Securities on the Official List and to trading on the Euro MTF market of the Luxembourg Stock Exchange. The Euro MTF market is not a regulated market for the purposes of Directive 2014/65/EU; and
- (iv) the Gibraltar Stock Exchange (GSX Limited) as supplementary listing particulars, pursuant to the listing and admission to trading rules of the Gibraltar Stock Exchange for the purpose of providing information with regard to the issue of Program Securities hereunder, to be admitted to the Global Market. The Global Market is the exchange regulated market of the Gibraltar Stock Exchange and is not a regulated market for the purposes of Directive 2014/65/EU.

Warning: This Second Supplemental Offering Circular does not constitute a “supplement” for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), and this Second Supplemental Offering Circular, the First Supplemental Offering Circular and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Regulation for any Program Securities to be offered and sold under the Offering Circular. The Offering Circular, the First Supplemental Offering Circular and this Second Supplemental Offering Circular have not been approved or reviewed by any regulator which is a competent authority under the Prospectus Regulation in the European Economic Area (the “**EEA**”).

Terms defined in the Offering Circular shall have the same meaning when used in this Second Supplemental Offering Circular. To the extent that there is any inconsistency between any statement in this Second Supplemental Offering Circular and any other statement in, or incorporated by reference in to, the Offering Circular, the statements in this Second Supplemental Offering Circular will prevail.

The purpose of this Second Supplemental Offering Circular is to:

- (a) disclose the publication by MSI plc of its Half-yearly financial report for the six months ended 30 June 2019 (the “**MSI plc June 2019 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Second Supplemental Offering Circular;
- (b) disclose the publication by MSBV of its Interim financial report for the six months ended 30 June 2019 (the “**MSBV June 2019 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Second Supplemental Offering Circular;
- (c) disclose the publication by MSFL of its Interim financial report for the six months ended 30 June 2019 (the “**MSFL June 2019 Interim Accounts**”) and incorporate by reference, as set out in “Part A” of this Second Supplemental Offering Circular; and
- (d) make certain consequential amendments to the Offering Circular pursuant to the publication of the MSI plc June 2019 Interim Accounts, the MSBV June 2019 Interim Accounts and the MSFL June 2019 Interim Accounts, as set out in “Part B” of this Second Supplemental Offering Circular.

Each of the Issuers and the Guarantor, as applicable, confirm the following:

Save as disclosed in this Second Supplemental Offering Circular, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular has arisen since the publication of the Offering Circular (as supplemented by the First Supplemental Offering Circular).

Each Responsible Person (as defined below) accepts responsibility for the information contained in the relevant document and confirms that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in the relevant document is in accordance with the facts and does not omit anything likely to affect the import of such information.

“**Responsible Person**” means:

- (i) MSI plc with regard to this Second Supplemental Offering Circular which comprises this Second Supplemental Offering Circular with the exception of items 2, 3, B and C of Part A hereto, items 2 and 3 of Part B hereto and sub-paragraphs (c) and (d) of item 4 of Part B hereto;
- (ii) MSBV with regard to this Second Supplemental Offering Circular which comprises this Second Supplemental Offering Circular with the exception of items 1, 3, A and C of Part A hereto, items 1 and 3 of Part B hereto and sub-paragraphs (b) and (d) of item 4 of Part B hereto;
- (iii) MSFL with regard to this Second Supplemental Offering Circular which comprises this Second Supplemental Offering Circular with the exception of items 1, 2, A and B of Part A hereto, items 1 and 2 of Part B hereto and sub-paragraphs (b) and (c) of item 4 of Part B hereto; and
- (iv) Morgan Stanley with regard to this Second Supplemental Offering Circular which comprises this Second Supplemental Offering Circular with the exception of Part A and Part B hereto.

This Second Supplemental Offering Circular, the MSI plc June 2019 Interim Accounts, the MSBV June 2019 Interim Accounts and the MSFL June 2019 Interim Accounts are available for viewing at, and copies may be obtained from, the offices of the Issuers and the Paying Agents and are also available on Morgan Stanley’s

website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

16 October 2019

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

PART A - INFORMATION INCORPORATED BY REFERENCE

This Second Supplemental Offering Circular incorporates by reference the MSI plc June 2019 Interim Accounts, the MSBV June 2019 Interim Accounts and the MSFL June 2019 Interim Accounts and supplements the section entitled “*Incorporation by Reference*” contained on pages 43-51 of the Offering Circular.

This Second Supplemental Offering Circular, the MSI plc June 2019 Interim Accounts, the MSBV June 2019 Interim Accounts and the MSFL June 2019 Interim Accounts are available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

The information incorporated by reference must be read in conjunction with the cross-reference table below which supplements the table of information incorporated by reference in the section entitled “*Incorporation by Reference*” contained on pages 43-51 of the Offering Circular.

The following documents and/or information shall be deemed to be incorporated by reference in, and to form part of, the Offering Circular:

Document filed	Information incorporated by reference	Page(s)
Morgan Stanley & Co. International plc		
1. Half-yearly financial report for the six months ended 30 June 2019	(1) Directors' responsibility statement	20
	(2) Independent review report to Morgan Stanley & Co. International plc	21
	(3) Condensed consolidated income statement	22
	(4) Condensed consolidated statement of comprehensive income	23
	(5) Condensed consolidated statement of changes in equity	24
	(6) Condensed consolidated statement of financial position	26
	(7) Condensed consolidated statement of cash flows	27
	(8) Notes to the condensed consolidated financial statements	28 - 64
Morgan Stanley B.V.		
2. Interim financial report for the six months ended 30 June 2019	(1) Directors' responsibility statement	6
	(2) Condensed statement of comprehensive income	7
	(3) Condensed statement of changes in equity	8
	(4) Condensed statement of financial position	9
	(5) Condensed statement of cash flows	10
	(6) Notes to the condensed financial statements	11
	(7) Review report to the shareholders of Morgan Stanley B.V.	36

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3. Interim financial report for the six months ended 30 June 2019	(1)	Directors' responsibility statement	1
	(2)	Statements of financial condition	2
	(3)	Statements of comprehensive income (loss)	3
	(4)	Statements of cash flows	4
	(5)	Statements of changes in member's equity (deficit)	5
	(6)	Notes to the financial statements	6 - 21

Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Offering Circular.

This Second Supplemental Offering Circular expressly does not incorporate by reference information identified in the cross-reference table below and supplements the section entitled "*Incorporation by Reference*" contained on pages 43-51 of the Offering Circular:

Document incorporated by reference

Information not incorporated by reference

Morgan Stanley & Co. International plc

A. Half-yearly financial report for the six months ended 30 June 2019	Interim management report
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Morgan Stanley B.V.

B. Interim financial report for the six months ended 30 June 2019	Interim management report
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Morgan Stanley Finance LLC

C. Interim financial report for the six months ended 30 June 2019	Interim director's report
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PART B - AMENDMENTS TO THE OFFERING CIRCULAR

The Offering Circular is hereby amended as follows:

- The section entitled “*Selected key financial information relating to MSI plc*” on page 2 of the Offering Circular under “*Summary*” shall be deemed to be deleted in its entirety and replaced by the following:

Selected key financial information relating to MSI plc:

Consolidated Balance Sheet (in U.S.\$ millions)	31 Dec 2017	31 Dec 2018	Six months ended 30 June (unaudited)	
			2018	2019
<i>Total assets</i>	461,362	446,199	467,778	488,610
<i>Total liabilities and equity</i>	461,362	446,199	467,778	488,610

Consolidated Income Statement (in U.S.\$ millions)	31 Dec 2017	31 Dec 2018	Six months ended 30 June (unaudited)	
			2018	2019
<i>Net trading income</i>	4,934	4,825	2,945	3,000
<i>Profit (loss) before tax</i>	1,278	1,056	970	490
<i>Profit (loss) for the year/period</i>	864	697	684 (restated)	361

- The section entitled “*Selected key financial information relating to MSBV*” on page 3 of the Offering Circular under “*Summary*” shall be deemed to be deleted in its entirety and replaced by the following:

Selected key financial information relating to MSBV:

Statement of financial position (in EUR '000)	31 Dec 2017	31 Dec 2018	Six months ended 30 June (unaudited)	
			2018	2019
<i>Total assets</i>	9,481,825	9,494,539	8,647,104	9,971,688
<i>Total liabilities and equity</i>	9,481,825	9,494,539	8,647,104	9,971,688

Statement of comprehensive income (in EUR '000)	31 Dec 2017	31 Dec 2018	Six months ended 30 June (unaudited)	
			2018	2019
<i>Net trading (expense)/income</i>	452,489	(618,323)	(62,859)	654,669
<i>Net income/(expense) on other financial instruments held at fair value</i>	(452,489)	618,323	62,859	(654,669)

<i>Profit before income tax</i>	2,060	1,190	671	413
<i>Profit and total comprehensive income for the year/period</i>	1,547	900	503	310

3. The section entitled “*Selected key financial information relating to MSFL*” on page 3 of the Offering Circular under “*Summary*” shall be deemed to be deleted in its entirety and replaced by the following:

Selected key financial information relating to MSFL:

Statement of Financial Position (<i>in U.S.\$ thousands</i>)	31 Dec 2017	31 Dec 2018	Six months ended 30 June (unaudited)	
			2018	2019
<i>Total (loss) income</i>	(14,277)	1,906	-	-
<i>Total assets</i>	8,330,820	13,848,062	11,866,964	16,791,000
<i>Total liabilities</i>	8,424,285	13,715,765	11,819,868	16,862,000

4. On page 550 of the Offering Circular, paragraphs 2(b), 2(c) and 2(d) under the heading “*No significant change in the financial or trading position*” shall be deemed to be deleted in their entirety and replaced by the following:

- “(b) MSI plc since 30 June 2019, the date of the latest published interim unaudited financial statements of MSI plc;
- (c) MSBV since 30 June 2019, the date of the latest published interim unaudited financial statements of MSBV;
- (d) MSFL since 30 June 2019, the date of the latest published interim unaudited financial statements of MSFL.”