

---

**UK MIFIR product governance / Retail investors, professional investors and ECPs target market** – Solely for the purposes of the manufacturer’s product approval process, the target market assessment in respect of the Notes has led to the conclusion that: (i) the target market for the Notes is retail clients, as defined in point (8) of Article 2 of Regulation (EU) No 2017/565 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018 (“**EUWA**”), and eligible counterparties, as defined in the FCA Handbook Conduct of Business Sourcebook (“**COBS**”) and professional clients, as defined in Regulation (EU) No 600/2014 as it forms part of domestic law by virtue of the EUWA (“**UK MiFIR**”); **EITHER** (ii) all channels for distribution to eligible counterparties and professional clients are appropriate; and (iii) the following channels for distribution of the Notes to retail clients are appropriate – investment advice, and portfolio management, non-advised sales and pure execution services, subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable. Any person subsequently offering, selling or recommending the Notes (a “**distributor**”) should take into consideration the manufacturer’s target market assessment; however, a distributor subject to the FCA Handbook Product Intervention and Product Governance Sourcebook (the “**UK MiFIR Product Governance Rules**”) is responsible for undertaking its own target market assessment in respect of the Notes (by either adopting or refining the manufacturer’s target market assessment) and determining appropriate distribution channels, subject to the distributor’s suitability and appropriateness obligations under COBS, as applicable.

**Final Terms dated 9 November 2022**

**MORGAN STANLEY B.V.**

**Legal Entity Identifier (LEI): KG1FTTDCK4KNVM3OHB52**

Issue of up to GBP 10,000,000 Preference Share Linked Notes due 2033

Guaranteed by Morgan Stanley

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

**PART A – CONTRACTUAL TERMS**

Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Notes set forth in the Base Prospectus dated 7 July 2022 and the supplements dated 27 July 2022, 26 August 2022, 21 October 2022 and 3 November 2022 to the Base Prospectus which together constitutes a base prospectus (the “**Base Prospectus**”) for the purposes of the UK version of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which is part of UK law by virtue of the European Union (Withdrawal) Act 2018 (as supplemented from time to time) (the “**UK Prospectus Regulation**”). This document constitutes the Final Terms of the Notes described herein for the purposes of Article 8 of the UK Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer and the offer of the Notes is only available on the basis of the combination of these Final Terms and the Base Prospectus. However, a summary of the Issue is annexed to these Final Terms. Copies of the Base Prospectus and any supplement(s) thereto are available from the offices of MSI plc at 25 Cabot Square, Canary Wharf, London, E14 4QA and on the Issuers' website at <http://sp.morganstanley.com/EU/Documents> and copies of the Base Prospectus and any supplement(s) thereto and these Final Terms are available on the website of the Luxembourg Stock Exchange at [www.bourse.lu](http://www.bourse.lu)

- 1. (i) Series Number: UK0157
- (ii) Series Designation: Series A
- (iii) Tranche Number: 1
- 2. Specified Currency or Pound Sterling (“**GBP**”)  
Currencies:

---

|     |   |   |
|-----|---|---|
| 3.  | Aggregate Nominal Amount of the Notes:  | Up to GBP 10,000,000                                    |
|     | (i) Series:   | Up to GBP 10,000,000                                    |
|     | (ii) Tranche:   | Up to GBP 10,000,000                                    |
| 4.  | Issue Price   | 100 per cent. of par per Note                           |
| 5.  | (i) Specified Denominations (Par):  | GBP 1,000 and integral multiples of GBP 1.00 thereafter |
|     | (ii) Calculation Amount:  | GBP 1.00  |
| 6.  | (i) Issue Date:   | 10 February 2023  |
|     | (ii) Trade Date:  | 2 November 2022   |
|     | (iii) Interest Commencement Date:   | Not Applicable  |
|     | (iv) Strike Date:   | 27 January 2023   |
|     | (v) Determination Date:   | 3 February 2033   |
| 7.  | Maturity Date:  | 10 February 2033  |
| 8.  | No Underlying Determination Event Maturity Date:                              | 10 February 2033  |
| 9.  | Number of Business Days:  | Five (5)  |
| 10. | Put/Call Options:   |   |
|     | (i) Redemption at the option of the Issuer:<br>(General Condition 16.5)       | Not Applicable  |
|     | (ii) Redemption at the option of the Noteholders:<br>(General Condition 16.7) | Not Applicable  |
| 11. | Method of distribution:   | Non-syndicated  |
| 12. | <b>Preference Share-Linked Notes:</b>   | Applicable  |
|     | (Section 5 of the Additional Conditions)                                      |   |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

|     |  |                |
|-----|--|----------------|
| 13. | <b>No Interest:</b>  | Applicable     |
|     | (Paragraph 1.1(a) of Section 5 of the Additional Conditions) |                |
| 14. | <b>Regular Coupon:</b>                                       | Not Applicable |
|     | (Paragraph 1.1(c) of Section 5 of the Additional Conditions) |                |
| 15. | <b>Barrier Conditional Coupon:</b>                           | Not Applicable |
| 16. | <b>Memory Barrier Conditional Coupon:</b>                    | Not Applicable |

---

(Paragraph 1.1(d) of Section 5 of the Additional Conditions)

17. **Range Accrual Coupon:** Not Applicable

(Paragraph 1.1(e) of Section 5 of the Additional Conditions)

**PROVISIONS RELATING TO REDEMPTION**

18. **Call Option** Not Applicable

(General Condition 16.5)

19. **Put Option** Not Applicable

(General Condition 16.7)

20. **Linked Redemption Provisions: Preference Share-Linked Redemption Notes**

(General Condition 14)

- (i) Preference Share: Series 1294 Preference Shares linked to the FTSE Custom 150 Equally Weighted 5% Decrement Index issued on 3 February 2023

- (ii) Preference Share Underlying(s): FTSE Custom 150 Equally Weighted 5% Decrement Index

- (iii) Preference Share Issuer: Sienna Finance UK Limited

- (iv) Determination Agent responsible for calculating the Final Redemption Amount: MSI plc

- (v) Valuation Time: As per General Condition 14.8

- (vi) Additional Disruption Event(s): Change in Law, Hedging Disruption, Insolvency Filing and Increased Cost of Hedging shall apply

(General Condition 14.6)

21. **Linked Redemption Provisions: Final Redemption Amount**

(General Condition 14 and Section 5 of the Additional Conditions)

- (i) Final Redemption Amount: The Final Redemption Amount in respect of each Note is an amount per Calculation Amount in the Specified Currency calculated by the Determination Agent equal to:

Calculation Amount × Participation Rate ×

$$\frac{\text{Preference Share Value}_{\text{final}}}{\text{Preference Share Value}_{\text{initial}}}$$

- (ii) Final Valuation Date: The day falling five Business Days following the Preference Share Determination Date

- (iii) Participation Rate: 100 per cent.

---

|      |  |   |
|------|--|---|
| (iv) | Underlying Determination Event:  | Underlying Determination Event Valuation Date(s):                 |
|      |  | 27 January 2026   |
|      |  | 27 April 2026   |
|      |  | 27 July 2026  |
|      |  | 27 October 2026   |
|      |  | 27 January 2027   |
|      |  | 27 April 2027   |
|      |  | 27 July 2027  |
|      |  | 27 October 2027   |
|      |  | 27 January 2028   |
|      |  | 27 April 2028   |
|      |  | 27 July 2028  |
|      |  | 27 October 2028   |
|      |  | 29 January 2029   |
|      |  | 27 April 2029   |
|      |  | 27 July 2029  |
|      |  | 29 October 2029   |
|      |  | 28 January 2030   |
|      |  | 29 April 2030   |
|      |  | 29 July 2030  |
|      |  | 28 October 2030   |
|      |  | 27 January 2031   |
|      |  | 28 April 2031   |
|      |  | 28 July 2031  |
|      |  | 27 October 2031   |
|      |  | 27 January 2032   |
|      |  | 27 April 2032   |
|      |  | 27 July 2032  |
|      |  | 27 October 2032   |
|      |  | No Underlying Determination Event Valuation Date: 27 January 2033 |
|      |  | Preference Share Determination Date: 27 January 2033              |
| 22.  | (i) <b>Early Redemption Amount upon Event of Default</b> (General Condition 21): | Early Preference Share Redemption Note Amount                     |

---

|   |  |   |
|---|--|---|
| (ii)  | <b>Early Redemption Amount (Tax) upon redemption pursuant to Condition 16.2 (Tax Redemption – Morgan Stanley and MSFL Notes) Condition 16.3 (Tax Redemption – MSI plc and MSBV Notes):</b> | Early Redemption Amount (Tax) – Fair Market Value   |
| 23.   | <b>Inconvertibility Provisions:</b><br><br>(General Condition 33)  | Event Not Applicable  |
| <b>GENERAL PROVISIONS APPLICABLE TO THE NOTES</b> |  |   |
| 24.   | <b>Form of Notes:</b><br><br>(General Condition 3)   | Uncertificated.   |
| 25.   | Additional Business Centre(s) or other special provisions relating to Payment Dates:   | London  |
| 26.   | Record Date:   | The Record Date is 1 clearing system business day   |
| 27.   | Redenomination, renominatisation and reconventioning provisions:   | Not Applicable  |
| 28.   | Taxation:<br><br>(General Condition 20.1)<br><br>(General Condition 20.3)  | “Additional Amounts” is Not Applicable<br><br>Implementation of Financial Transaction Tax Event is Applicable |
| 29.   | <b>Illegality and Regulatory Event:</b><br><br>(General Condition 22)  |   |
| (i)   | Illegality and Regulatory Event (General Condition 22):  | Applicable  |
| (ii)  | Early Redemption Amount (Illegality and Regulatory Event):   | Early Redemption Amount (Illegality and Regulatory Event) – Fair Market Value                                 |
| 30.   | <b>Index Adjustment Events:</b><br>(General Condition 9.2(b))  | Early Redemption Amount (Index Cancellation) – Fair Market Value shall apply                                  |
| 31.   | <b>Merger Event or Tender Offer:</b><br>(General Condition 9.4(a))   | Merger Event Settlement Amount – Not Applicable<br><br>Tender Offer Settlement Amount – Not Applicable        |
| 32.   | <b>Nationalisation, Insolvency and Delisting:</b><br>(General Condition 9.4(b))  | Early Redemption Amount (Nationalisation, Insolvency and Delisting) – Not Applicable                          |
| 33.   | <b>Extraordinary ETF Events:</b><br>(General Condition 9.5)  | Early Redemption Amount (Extraordinary ETF Event) Not Applicable  |

- 
34. **Additional Disruption Events:** Early (General Condition 9.6) Redemption Amount (Additional Disruption Event) – Fair Market Value shall apply
35. **Partial Lookthrough Depository Receipt Provisions:** (General Condition 9.7) Early Redemption Amount (Potential Adjustment Event) – Fair Market Value shall apply
36. **Full Lookthrough Depository Receipt Provisions:** (General Condition 9.8) Early Redemption Amount (Potential Adjustment Event) – Fair Market Value shall apply
37. **Additional Disruption Events:** (General Condition 10.8) Not Applicable
38. **Additional Disruption Events:** (General Condition 11.6) Not Applicable
39. **Additional Disruption Events:** (General Condition 12.7) Not Applicable
40. **Substitution of Issuer or Guarantor with non Morgan Stanley Group entities:** (General Condition 34.2) Applicable

#### **DISTRIBUTION**

41. (i) If syndicated, names and addresses of Managers and underwriting commitments: and names and addresses of the entities agreeing to place the issue without a firm commitment or on a “best efforts” basis if such entities are not the same as the Managers.) Not Applicable
- (ii) Date of Subscription Agreement: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
42. If non-syndicated, name and address of dealer: Morgan Stanley & Co. International plc  
25 Cabot Square  
London E14 4QA
43. Non-exempt Offer and Offer Period: An offer of the Notes may be made by Mariana Capital Markets other than pursuant to Article 1(4) of the UK Prospectus Regulation in the United Kingdom during the period from, and including, 9 November 2022 to, and including, 27 January 2023 ("**Offer Period**") subject to the following conditions: See further paragraph 7 of Part B below.

---

44. Total commission and concession: In connection with the offer and sale of the Notes, MSI plc will pay Mariana Capital Markets a one time fee amount equal to a maximum of 2.10 per cent. of the Aggregate Nominal Amount.

---

## United States Taxation

**This discussion is limited to the U.S. federal tax issues addressed below. Additional issues may exist that are not addressed in this discussion and that could affect the federal tax treatment of an investment in the Notes. Investors should seek their own advice based upon their particular circumstances from an independent tax advisor.**

A non-U.S. investor should review carefully the section entitled “*United States Federal Taxation*” in the Base Prospectus.

Signed on behalf of the Issuer:

By:

Duly authorised

---

## PART B – OTHER INFORMATION

### 1. LISTING AND ADMISSION TO TRADING

Listing and admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the EURO MTF Market of the Luxembourg Stock Exchange and to be listed on the Official List of the Luxembourg Stock Exchange with effect from Issue Date

No assurances can be given that such application for listing and/or admission to trading will be granted (or, if granted, will be granted by the Issue Date. The Issuer has no duty to maintain the listing (if any) of the Notes on the Euro MTF Market of the Luxembourg Stock Exchange over their entire lifetime.

Last day of Trading: 3 February 2033

Estimate of total expenses related to admission to trading: None

### 2. RATINGS

Ratings: The Notes will not be rated

### 3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER

“So far as the Issuer is aware, no person involved in the offer of the Notes has an interest material to the offer

### 4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: General corporate purposes

(ii) Estimated net proceeds: Up to GBP 10,000,000

(iii) Estimated total expenses: Not Applicable

### 5. PERFORMANCE OF PREFERENCE SHARE EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

The Notes relate to the Series 1294 preference shares of Sienna UK.

The Final Redemption Amount payable on the Notes is linked to the performance of the Preference Share and Noteholders may not receive the amount initially invested, and may receive a significantly lesser amount.

The market price or value of the Notes at any time is expected to be affected by changes in the value of the Preference Shares to which the Notes are linked.

---

The market price or value of the Notes could, in certain circumstances, be affected by fluctuations in the actual or anticipated rates of dividend (if any) or any other distributions on the Preference Shares

6. **OPERATIONAL INFORMATION**

ISIN Code: GB00BW6SKV20

SEDOL: BW6SKV2

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): (Computershare Investor Services (Guernsey) Limited) shall act as paying agent in respect of the Notes (the “**Euroclear Registrar**”).

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No

7. **TERMS AND CONDITIONS OF THE OFFER**

Offer Price: Issue Price

Conditions to which the offer is subject: Not Applicable

Description of the application process: Not Applicable

Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants: Not Applicable

Details of the minimum and/or maximum amount of application: Not Applicable

Details of the method and time limited for paying up and delivering the Notes: Not Applicable

Manner in and date on which results of the offer are to be made public: Not Applicable

Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised: Not Applicable

---

Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made: Not Applicable

Amount of any expenses and taxes specifically charged to the subscriber or purchaser: Not Applicable

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. None

**8. PLACING AND UNDERWRITING**

Name and address of the coordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place: Mariana Capital Markets

Name and address of any paying agents and depository agents in each country: Not Applicable

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under “best efforts” agreements. Where not all of the issue is underwritten, a statement of the portion not covered: Not Applicable

**9. OTHER MARKETS**

All the regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of securities to be offered or admitted to trading are already admitted to trading: None

- 
10. **POTENTIAL SECTION 871(m)  
TRANSACTION**
- The Issuer has determined that the Notes should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no withholding is required, unless such agent or withholding agent knows or has reason to know otherwise.
11. **Details of benchmarks  
administrators and registration  
under UK Benchmarks  
Regulation:**
- Applicable
- FTSE Custom 150 Equally Weighted 5% Decrement Index is provided by ftse International Limited. As at the date hereof, FTSE International appears in the register of administrators and benchmarks established and maintained by the FCA pursuant to Article 36 of the UK Benchmarks Regulation.

| <b>SUMMARY</b>  |  |
|---|--|
| <b>A. INTRODUCTION AND WARNINGS</b>   |  |
| <b>A.1.1</b>  | <i>Name and international securities identifier number (ISIN) of the Notes</i>                 |
| Tranche 1 of Series A GBP 10,000,000 Preference Share Linked Notes due 2033 (the “Notes”). ISIN Code: GB00BW6SKV20  |  |
| <b>A.1.2</b>  | <i>Identity and contact details of the issuer, including its legal entity identifier (LEI)</i> |
| Morgan Stanley B.V. (the “ <b>Issuer</b> ” or “ <b>MSBV</b> ”) incorporated under the laws of The Netherlands and has its registered office at Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands. MSBV’s legal entity identifier (LEI) is KG1FTTDCK4KNVM3OHB52   |  |
| <b>A.1.3</b>  | <i>Identity and contact details of the competent authority approving the Base Prospectus</i>   |
| The Base Prospectus has been approved by the Financial Conduct Authority (“ <b>FCA</b> ”) as competent authority under the United Kingdom (“ <b>UK</b> ”) version of Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, and repealing Directive 2003/71/EC, which is part of UK law by virtue of the European Union (Withdrawal Act) 2018 (as supplemented from time to time) (the “ <b>UK Prospectus Regulation</b> ”). The FCA’s head office is at 12 Endeavour Square, London, E20 1JN and its telephone number is 0300 500 8082 for calls from the UK and +44 207 066 1000 for calls from abroad.   |  |
| <b>A.1.4</b>  | <i>Date of approval of the Base Prospectus</i>   |
| The Base Prospectus was approved on 7 July 2022.  |  |
| <b>A.1.5</b>  | <i>Warning</i>   |
| This summary has been prepared in accordance with Article 7 of the UK Prospectus Regulation and should be read as an introduction to the Base Prospectus. Any decision to invest in the Notes should be based on consideration of the Base Prospectus as a whole by the investor. Any investor could lose all or part of their invested capital. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or if it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Notes. <b><i>You are about to purchase a product that is not simple and may be difficult to understand.</i></b> |  |
| <b>B. KEY INFORMATION ON THE ISSUER</b>   |  |
| <b>B.1</b>  | <i>Who is the issuer of the Notes?</i>   |
| <b>B.1.1</b>  | <i>Domicile, legal form, LEI, jurisdiction of incorporation and country of operation</i>       |
| MSBV was incorporated as a private company with limited liability (besloten vennootschap met beperkte aansprakelijkheid) under the laws of The Netherlands. MSBV is registered at the commercial register of the Chamber of Commerce (Kamer van Koophandel). It has its corporate seat at Amsterdam. MSBV’s legal entity identifier (LEI) is KG1FTTDCK4KNVM3OHB52.  |  |
| <b>B.1.2</b>  | <i>Principal activities</i>  |
| MSBV's principal activity is the issuance of financial instruments and the hedging of obligations arising pursuant to such issuances.   |  |
| <b>B.1.3</b>  | <i>Major Shareholders</i>  |
| MSBV is ultimately controlled by Morgan Stanley   |  |
| <b>B.1.4</b>  | <i>Key managing directors</i>  |
| H. Hermann, S. Ibanez, P.J.G. de Reus, , A Doppenberg, TMF Management B.V.  |  |
| <b>B.1.5</b>  | <i>Identity of the statutory auditors</i>  |
| Deloitte Accountants B.V.   |  |
| <b>B.2</b>  | <i>What is the key financial information regarding the Issuer?</i>                             |

The information in respect of the years ended 31 December 2020 and 31 December 2021 set out below is derived from the audited financial statements included in the MSBV Annual Report for the years ended 31 December 2020 and 31 December 2021.

The information in respect of the six months ended 30 June 2021 and 30 June 2022 set out below is derived from the unaudited financial statements included in MSBV's interim financial report for the six months ended 30 June 2021 and 30 June 2022.

**Consolidated income statement**

| <i>In EUR (million)</i>  | <b>2021</b> | <b>2020</b> | <b>Six months ended 30 June 2022 (unaudited)</b> | <b>Six months ended 30 June 2021 (unaudited)</b> |
|--------------------------|-------------|-------------|--|--|
| Profit before income tax | 2.825       | 4.031       | 0.847  | 1.167  |

**Balance Sheet**

| <i>In EUR (million)</i>   | <b>31 December 2021</b> | <b>31 December 2020</b> | <b>Six months ended 30 June 2022 (unaudited)</b> | <b>Six months ended 30 June 2021 (unaudited)</b> |
|---|-------------------------|-------------------------|--|--|
| Net financial debt (long term debt plus short term debt minus cash) | 9,759                   | 8,392                   | 10,699   | 9,759  |
| Current ratio (current assets/current liabilities)                  | 1.009:1                 | 1.012:1                 | 1.008:1  | 1.009:1  |
| Debt to equity ratio (total liabilities/total shareholder equity)   | 309:1                   | 285:1                   | 322:1  | 307:1  |

**Cash flow statement**

| <i>In EUR (million)</i>                                    | <b>2021</b> | <b>2020</b> | <b>Six months ended 30 June 2022 (unaudited)</b> | <b>Six months ended 30 June 2021 (unaudited)</b> |
|--|-------------|-------------|--|--|
| Net Cash flows generated by/(used in) operating activities | (5.0)       | 17.5        | 0.08   | (4.954)  |
| Net Cash flows generated by/(used in) financing activities | (11.2)      | (25.4)      | (8.938)  | (11.172)   |
| Net Cash flow from investing activities                    | 11.2        | 10.4        | 8.938  | 11.172   |

|  |  |  |  |
|--|--|--|--|
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |

**B.3** *What are the key risks that are specific to the Issuer?*

The materialisation of one or more of the following risks may prevent the Issuer and/or the Guarantor from fulfilling their respective obligations in relation to the Notes.

**A. Risk Relating to the Issuer and Guarantor**

Holders of Notes issued by the Issuer bear the credit risk of the relevant Issuer and/or the Guarantor, that is the risk that the relevant Issuer and/or the Guarantor is not able to meet its obligations under such Notes, irrespective of how any principal,

interest or other payments under Notes are to be calculated. If the Issuer and/or the Guarantor is not able to meet its obligations under the Notes, then that would have a significant negative impact on the investor's return on the Notes and an investor may lose up to its entire investment.

#### **B. Risks relating to Morgan Stanley**

The following key risks affect Morgan Stanley and, since Morgan Stanley is the ultimate holding company of MSBV also impact MSBV

##### **Risks relating to the financial situation of Morgan Stanley**

Morgan Stanley's results of operations may be materially affected by market fluctuations and by global and economic conditions and other factors, including changes in asset values. Holding large and concentrated positions may expose Morgan Stanley to losses. These factors may result in losses for a position or portfolio owned by Morgan Stanley. Morgan Stanley's results of operations have been, and will likely continue to be, adversely affected by the COVID-19 pandemic.

Morgan Stanley is exposed to the risk that third parties that are indebted to it will not perform their obligations, as well as that a default by a large financial institution could adversely affect financial markets. Such factors give rise to the risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations to Morgan Stanley.

Liquidity is essential to Morgan Stanley's businesses and Morgan Stanley relies on external sources to finance a significant portion of its operations. Morgan Stanley's borrowing costs and access to the debt capital markets depend on its credit ratings. Morgan Stanley is a holding company and depends on payments from its subsidiaries and Morgan Stanley's access to assets held by subsidiaries may be restricted. Further, Morgan Stanley's liquidity and financial condition have in the past been, and in the future could be, adversely affected by U.S. and international markets and economic conditions. As a result of the foregoing, there is a risk that Morgan Stanley will be unable to finance its operations due to a loss of access to the capital markets or difficulty in liquidating its assets.

##### **Risks relating to the operation of Morgan Stanley's business activities**

Morgan Stanley is subject to operational risks, including a failure, breach or other disruption of its operations or security systems or those of Morgan Stanley's third parties (or third parties thereof), which could adversely affect its businesses or reputation. A cyber-attack, information or security breach or a technology failure could adversely affect Morgan Stanley's ability to conduct its business, manage its exposure to risk or result in disclosure or misuse of confidential or proprietary information and otherwise adversely impact its results of operations, liquidity and financial condition, as well as cause reputational harm.

Morgan Stanley's risk management strategies, models and processes may not be fully effective in mitigating its risk exposures in all market environments or against all types of risk, which could result in unexpected losses. Further, planned replacement of London Interbank Offered Rate and replacement or reform of other interest rates could adversely affect Morgan Stanley's business, financial condition and results of operations.

##### **Legal, Regulatory and Compliance Risk**

Morgan Stanley is subject to the risk of legal or regulatory sanctions, material financial loss including fines, penalties, judgments, damages and/or settlements, or loss of reputation it may suffer as a result of its failure to comply with laws, regulations, rules, related self-regulatory organization standards and codes of conduct applicable to its business activities. Morgan Stanley is also subject to contractual and commercial risk, such as the risk that a counterparty's performance obligations will be unenforceable. Additionally, Morgan Stanley is subject to anti-money laundering, anti-corruption and terrorist financing rules and regulations.

##### **Other risks relating to Morgan Stanley's business activities**

Morgan Stanley faces strong competition from other financial services firms, which could lead to pricing pressures that could materially adversely affect its revenue and profitability. Further, automated trading markets may adversely affect Morgan Stanley's business and may increase competition.

Morgan Stanley is subject to numerous political, economic, legal, tax, operational, franchise and other risks as a result of its international operations (including risks of possible nationalization, expropriation, price controls, capital controls, exchange controls, increased taxes and levies and other restrictive governmental actions, as well as the outbreak of hostilities or political and governmental instability) which could adversely impact its businesses in many ways. The UK's withdrawal from the EU, and the resulting uncertainty regarding the future regulatory landscape, could adversely affect Morgan Stanley.

Morgan Stanley may be unable to fully capture the expected value from acquisitions, divestitures, joint ventures, minority stakes or strategic alliances.

The application of regulatory requirements and strategies in the United States or other jurisdictions to facilitate the orderly resolution of large financial institutions may pose a greater risk of loss for Morgan Stanley's security holders and subject Morgan Stanley to other restrictions.

**C. Risks relating to MSBV**

All material assets of MSBV are obligations of (or securities issued by) one or more Morgan Stanley Group companies. If any of these Morgan Stanley Group companies incurs losses with respect to any of its activities (irrespective of whether those activities relate to MSBV or not) the ability of such company to fulfil its obligations to MSBV could be impaired, thereby exposing holders of securities issued by MSBV to a risk of loss.

**C. KEY INFORMATION ON THE NOTES**

|            |   |
|------------|---|
| <b>C.1</b> | <i>What are the main features of the Notes?</i> |
|------------|---|

|              |                             |
|--------------|-----------------------------|
| <b>C.1.1</b> | <i>Type, class and ISIN</i> |
|--------------|-----------------------------|

The Notes are issued in uncertificated registered form in accordance with the Uncertificated Securities Regulations 2001 (as amended, modified or re-enacted and such other regulations made under Sections 783, 784(3), 785 and 788 of the Companies Act 2006 as are applicable to the Euroclear Registrar) ("**Uncertificated Notes**"). The ISIN Code of the Notes is GB00BW6SKV20.

The Notes are not Notes in respect of which physical settlement may apply or may be elected to apply ("**Cash Settlement Notes**").

Redemption amounts payable in respect of the Notes are linked to the value or performance of preference shares ("**Preference-Share Linked Notes**")

|              |   |
|--------------|---|
| <b>C.1.2</b> | <i>Currency, denomination, par value, number of Notes issued and duration</i> |
|--------------|---|

The specified currency of the Notes is Pound Sterling ("**GBP**"). The specified denomination of the Notes is GBP 1,000 and integral multiples of GBP 1.00 in excess thereof. The aggregate nominal amount of the Notes is up to GBP 10,000,000 and the issue price per Note is 100 per cent. of par. The Notes issued on 10 February 2023 and are scheduled to mature on 10 February 2033. The Notes may redeem earlier if an early redemption event occurs.

|              |                                     |
|--------------|-------------------------------------|
| <b>C.1.3</b> | <i>Rights attached to the Notes</i> |
|--------------|-------------------------------------|

Notes are not ordinary debt securities and redemption amount is linked to the performance of the preference shares identified as the Relevant Underlying.

Relevant Underlying: Series 1294 Preference Shares linked to the FTSE Custom 150 Equally Weighted 5% Decrement Index issued on 3 February 2023.

**Final Redemption Amount:**

*If Underlying Determination Event applies:*

- (i) if the Relevant Underlying becomes subject to redemption pursuant to the underlying determination provisions contained in the terms and conditions of the Relevant Underlying and redemption occurs (or which redemption but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Relevant Underlying on or about such date, would have occurred), the day falling five business days following the Final Valuation Date (as set out below); or
- (ii) otherwise, 10 February 2033 or, if later, the day falling 5 business days following the Final Valuation Date.

*If Underlying Determination Event does not apply:*

10 February 2033 or, if later, the day falling five business days following the Final Valuation Date (as set out below).

**PREFERENCE SHARE-LINKED NOTES - REDEMPTION**

The Notes will be redeemed on the Maturity Date at an amount per Calculation Amount determined by the Determination Agent as being the product of (i) the Calculation Amount, (ii) the Participation Rate (being 100%) and (iii) the value which is (A) the fair market value of the Relevant Underlying (as determined by the Determination Agent) as of the Final Valuation Date *divided by* (B) the fair market value of the Relevant Underlying (as determined by the Determination Agent) as of the Initial Valuation Date. For these purposes:

**"Final Valuation Date"** means the day falling five business days following the Preference Share Determination Date; **"Initial Valuation Date"** means the Issue Date or, if such date is not a business day, the next following business day; and **"Preference Share Determination Date"** means

*If Underlying Determination Event applies:*

(i) if the Relevant Underlying becomes subject to redemption pursuant to the underlying determination provisions contained in the terms and conditions of the Relevant Underlying, the Underlying Determination Event Valuation Date falling in the year in which such redemption occurs (or which but for the delay of the date for valuation or determination of the underlying asset or reference basis (or any part thereof) for the Relevant Underlying on or about such date, would have occurred); or

(ii) otherwise, 27 January 2033,

or, in each case, if any date(s) for valuation of or any determination of the underlying asset or reference basis (or any part thereof) for the Relevant Underlying falling on or about such day is to be delayed in accordance with the terms and conditions of the Relevant Underlying by reason of a disruption or adjustment event, the Preference Share Determination Date shall be such delayed valuation or determination date(s), all as determined by the Determination Agent; and

**"Underlying Determination Event Valuation Date"** means 27 January 2026, 27 April 2026, 27 July 2026, 27 October 2026, 27 January 2027, 27 April 2027, 27 July 2027, 27 October 2027, 27 January 2028, 27 April 2028, 27 July 2028, 27 October 2028, 29 January 2029, 27 April 2029, 27 July 2029, 29 October 2029, 28 January 2030, 29 April 2030, 29 July 2030, 28 October 2030, 27 January 2031, 28 April 2031, 28 July 2031, 27 October 2031, 27 January 2032, 27 April 2032, 27 July 2032 and 27 October 2032

#### VALUE DETERMINATION TERMS

##### **Value Determination Terms Reasons for offer, use and estimated net amount of proceeds**

The net proceeds of the issue of the Notes will be used by the Issuer for general corporate purposes.

##### **Underwriting agreement on a firm commitment basis**

The offer of the Notes is not subject to an underwriting agreement on a firm commitment basis.

##### **Conflicts of interest**

Potential conflicts of interest may exist between the investor and the Determination Agent, who, under the terms of the Notes, may make such adjustments to the Notes as it considers appropriate as a consequence of certain events affecting the payment currency for the Notes, and in doing so, is entitled to exercise substantial discretion

**Events of Default:** If an Event of Default occurs, the Notes may be redeemed prior to their Maturity Date at the Early Redemption Amount if the Noteholders of not less than 25% in aggregate principal amount of the Notes give written notice to the Issuer declaring the Notes to be immediately due and payable.

The Events of Default applicable to the Notes are as follows:

(1) non-payment of any amount of principal or any amount of interest (in each case, within 30 days of the due date) in respect of the Notes; and

(2) the Issuer becomes insolvent or is unable to pay its debts as they fall due, or an administrator or liquidator is appointed in respect of the Issuer or the whole or a substantial part of its undertaking, assets and revenues (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent), or the Issuer takes any action for a composition with or for the benefit of its creditors generally, or an order is made or an effective resolution is passed for the winding up, liquidation or dissolution of the Issuer (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent) and such order or effective resolution has remained in force and has not been rescinded, revoked or set aside for 60 days after the date on which such order is made or effective resolution is passed.

**Early Redemption Amount:** The Notes are Preference Share-Linked Notes and the Early Redemption Amount will be an amount per Calculation Amount equal to the product of (i) the Calculation Amount, (ii) the Participation Rate (which is 100%) and (iii) the Preference Share Value on the Early Redemption Valuation Date divided by the Preference Share Value on the Initial Valuation Date.

**Governing Law:** The Notes will be governed by English law.

##### **Limitations to the rights:**

**Prescription.** Claims for principal and interest on redemption in respect of the Notes shall become void the relevant note certificates are surrendered for payment within 10 years of the due date for payment.

|   |  |  |                             |                             |
|---|--|--|-----------------------------|-----------------------------|
| <b>C.1.4</b>  | <i>Rank of the Notes in the Issuer's capital structure upon insolvency</i> |  |                             |                             |
| The Notes constitute direct and general obligations of the Issuer ranking <i>pari passu</i> among themselves.   |  |  |                             |                             |
| <b>C.1.5</b>  | <i>Restrictions on free transferability of the Notes</i>                   |  |                             |                             |
| Interests in the Notes will be transferred in accordance with the procedures and regulations of the relevant clearing system, subject to restrictions on sale of the Notes into certain jurisdictions. The Notes cannot be offered or sold in the U.S. or to U.S. persons, nor held in the U.S. or by U.S. Persons at any time. The Notes may not be acquired or held by, or acquired with the assets of, any employee benefit plan subject to Title I of the United States Employee Retirement Income Security Act of 1974, as amended ("ERISA"), any individual retirement account or plan subject to Section 4975 of the United States Internal Revenue Code of 1986, or any entity whose underlying assets include "plan assets" within the meaning of Section 3(42) of ERISA by reason of any such employee benefit plan's account's or plan's investment therein. |  |  |                             |                             |
| <b>C.2</b>  | <i>Where will the Notes be traded?</i>                                     |  |                             |                             |
| Application is expected to be made by the Issuer (or on its behalf) for the Notes to be listed on the EURO MTF Market of the Luxembourg Stock Exchange  |  |  |                             |                             |
| <b>C.3</b>  | <i>Is there a guarantee attached to the Notes?</i>                         |  |                             |                             |
| <b>C.3.1</b>  | <i>Nature and scope of the Guarantee</i>                                   |  |                             |                             |
| The payment obligations of MSBV in respect of the Notes are unconditionally and irrevocably guaranteed by Morgan Stanley (the "Guarantor" or "Morgan Stanley") pursuant to a guarantee dated as of 7 July 2022 (the "Guarantee") which is governed by New York law. The Guarantor's obligations under the Guarantee constitute direct, general and unsecured obligations of the Guarantor which rank without preference among themselves and <i>pari passu</i> with all other outstanding, unsecured and unsubordinated obligations of the Guarantor, present and future, but in the event of insolvency only to the extent permitted by laws affecting creditors' rights.  |  |  |                             |                             |
| <b>C.3.2</b>  | <i>Brief description of the Guarantor</i>                                  |  |                             |                             |
| Morgan Stanley is incorporated and has its registered address in the U.S.A. Its legal entity identifier is IGJSJL3JD5P30I6NJZ34. The Issuer is a financial holding company and is regulated by the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended.   |  |  |                             |                             |
| <b>C.3.3</b>  | <i>Key financial information of the Guarantor</i>                          |  |                             |                             |
| The following selected key financial information relating to Morgan Stanley is extracted from Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2021 and Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2022.   |  |  |                             |                             |
| The information in respect of the six months ended 30 June 2022 set out below is derived from the unaudited financial statements included in Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2022:  |  |  |                             |                             |
| <b>Consolidated Income Statement</b>  |  |  |                             |                             |
| <b>In USD (million)</b>   | <b>Six months ended<br/>30 June 2022<br/>(unaudited)</b>                   | <b>Six months ended<br/>30 June 2021<br/>(unaudited)</b> | <b>2021</b>                 | <b>2020</b>                 |
| <i>Income before provision for<br/>income taxes</i>   | 7,907  | 9,910  | 19,668                      | 14,418                      |
| <b>Balance Sheet</b>  |  |  |                             |                             |
| <b>In USD (million)</b>   | <b>Six months ended<br/>30 June 2022<br/>(unaudited)</b>                   | <b>Six months ended<br/>30 June 2021<br/>(unaudited)</b> | <b>31 December<br/>2021</b> | <b>31 December<br/>2020</b> |
| <i>Borrowings</i>   | 226,177  | 224,142  | 233,127                     | 217,079                     |
| <b>Cash Flow Statement</b>  |  |  |                             |                             |
| <b>In USD (million)</b>   | <b>Six months ended<br/>30 June 2022<br/>(unaudited)</b>                   | <b>Six months ended<br/>30 June 2021<br/>(unaudited)</b> | <b>2021</b>                 | <b>2020</b>                 |

|  |  |         |          |          |          |
|--|--|---------|----------|----------|----------|
|  | <i>Net cash provided by (used for) operating activities</i>            | 15,152  | 31,494   | 33,971   | (25,231) |
|  | <i>Net cash provided by (used for) financing activities</i>            | 1,306   | 10,049   | 41,547   | 83,784   |
|  | <i>Net cash provided by (used for) investing activities</i>            | (8,369) | (19,444) | (49,897) | (37,898) |
| <b>C.3.4</b>   | <i>Most material risk factors pertaining to the Guarantor</i>          |         |          |          |          |
| The most material risk factors pertaining to Morgan Stanley are listed under section B.3 "What are the key risks that are specific to the Issuer?" above.  |  |         |          |          |          |
| <b>C.4</b>   | <i>What are the key risks that are specific to the Notes?</i>          |         |          |          |          |
| <p>The Notes are not deposits or savings accounts and are not insured by the U.S. Federal deposit insurance corporation, the UK Financial Services Compensation Scheme, or any other governmental agency or instrumentality or deposit protection scheme anywhere, nor are they obligations of, or guaranteed by, a bank.</p> <p>Investors may lose all or a substantial portion of their investment if the value/performance of the Relevant Underlying does not move in the anticipated direction.</p> <p>The terms of certain Notes differ from those of ordinary debt securities because the Notes may not pay interest and, on maturity, depending on the performance of the Relevant Underlying, may return less than the amount invested or nothing, or may return assets or securities of an issuer that is not affiliated with the Issuer, the value of which is less than the amount invested. The price of the Notes may fall in value as rapidly as it may rise, and investors in the Notes may potentially lose all of their investment.</p> <p>Secondary trading of the Notes may be limited. Further, if the Notes are traded via one or more electronic trading systems and these systems become partially or completely unavailable, this would affect the investor's ability to trade the Notes.</p> <p>An Issuer may amend the terms and condition of the Notes and the deed of covenant dated 17 July 2013 (as amended or supplemented from time to time) in relation to, amongst others, the Notes, without Noteholder consent if, in its opinion, such amendments are not materially prejudicial to Noteholders.</p> <p>An investment in the Notes bears the risk that the Issuer is not able to fulfil its obligations in respect of such Notes at maturity or before maturity of the Notes. In certain circumstances, holders may lose all or a substantial portion of their principal or investment. The Issuer has the right to withdraw the offering of the Notes and cancel the issuance of the Notes prior to the end of the subscription period for any reason. Reasons for the cancellation of the offer include, in particular: (i) adverse market conditions, as determined by the Issuer in its reasonable discretion (such as, for example, increased equity market volatility and increased currency exchange rate volatility); or (ii) that the number of applications received at that time is insufficient, in the Issuer's opinion, to make an economically viable issuance.</p> <p>The market price of Notes may be very volatile. Further, investors in Notes may receive no interest and payment or payment of principal or interest, if applicable, may occur at a different time or in a different currency than expected. The Relevant Underlying may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices. The timing of changes in a Relevant Underlying may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Underlying the greater the effect on yield.</p> <p>It is impossible to predict how the level of the Relevant Underlying will vary over time. The historical performance value (if any) of the Relevant Underlying does not indicate the future performance of the Relevant Underlying. Factors such as volatility, interest rates, remaining term of the Notes or exchange rates will influence the price investors will receive if an investor sells its Notes prior to maturity.</p> <p>The value of the Preference Shares may fluctuate up or down depending on the performance of the relevant underlying asset(s) or basis of reference to which Preference Shares are linked. The value of the Preference Share Linked Notes is dependent on the value of the Preference Shares, which will depend in part on the creditworthiness of Preference Share Issuer. If the Preference Shares become subject to redemption pursuant to the "underlying determination event" provisions contained in their terms and conditions, the Maturity Date of the Notes and thereby valuation of the Preference Shares, will be brought forward and fall earlier than would otherwise have been the case.</p> |  |         |          |          |          |
| <b>D. KEY INFORMATION ON THE OFFER OF NOTES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET</b>   |  |         |          |          |          |
| <b>D.1</b>   | <i>Under which conditions and timetable can I invest in the Notes?</i> |         |          |          |          |
| The total amount of the offer is up to GBP 10,000,000  |  |         |          |          |          |

The Offer Period is the period from, and including 9 November 2022 to, and including 27 January 2023

*Pricing*

The Notes will be offered at the Issue Price, being 100 per cent.

***Placing and Underwriting***

Name and address of the co-ordinator of the global offer: Mariana Capital Markets are the placers in respect of the Notes in United Kingdom

Paying Agents: Computershare Investor Services (Guernsey) Limited

Calculation Agent: Computershare Investor Services (Guernsey) Limited

Determination Agent: Morgan Stanley & Co. International plc

***Estimated Expenses charged to the investor by the Issuer or the offeror***

Not applicable. There are no estimated expenses charged to the investor by the Issuer or the Authorised Offeror

**D.2**

*Why has the prospectus been produced?*

***Reasons for offer, use and estimated net amount of proceeds***

The net proceeds of the issue of the Notes will be used by the Issuer for general corporate purposes.

***Underwriting agreement on a firm commitment basis***

The offer of the Notes is not subject to an underwriting agreement on a firm commitment basis.

***Conflicts of interest***

Potential conflicts of interest may exist between the investor and the Determination Agent, who, under the terms of the Notes, may make such adjustments to the Notes as it considers appropriate as a consequence of certain events affecting the payment currency for the Notes, and in doing so, is entitled to exercise substantial discretion.