

MIFID II 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 SECURITIES HAS LED TO THE CONCLUSION THAT:

- (A) THE TARGET MARKET FOR THE SECURITIES IS ELIGIBLE COUNTERPARTIES, PROFESSIONAL CLIENTS AND RETAIL CLIENTS, EACH AS DEFINED IN DIRECTIVE 2014/65/EU (AS AMENDED, "MIFID II") MIFID II; AND
- (B) ALL CHANNELS FOR DISTRIBUTION TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE; AND
- (C) THE FOLLOWING CHANNELS FOR DISTRIBUTION OF THE SECURITIES 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 MIFID II, AS APPLICABLE.

ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE SECURITIES (A "DISTRIBUTOR") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURER'S TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES (BY EITHER ADOPTING OR REFINING THE MANUFACTURER'S TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

Final Terms dated 30 January 2023

MORGAN STANLEY B.V.

Legal Entity Identifier (LEI):KG1FTTDCK4KNVM3OHB52

Issue of upto SEK 200,000 Equity Linked Notes due 2029

Guaranteed by Morgan Stanley

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

PART A – CONTRACTUAL TERMS

This document constitutes Final Terms relating to the issue of Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Securities set forth in the Base Prospectus dated 15 July 2022 and the supplements dated 24 August 2022, 14 September 2022, 16 September 2022, 20 September 2022, 5 October 2022, 19 October 2022, 3 November 2022, 17 November 2022, 9 December 2022, 10 January 2023 and 23 January 2023 to the Base Prospectus which together constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation (Regulation (EU) 2017/1129) (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Securities 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 Morgan Stanley & Co. International p]c 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.

- 1. (i) Series Number: EU744
- (ii) Series Designation: Series A
- (iii) Tranche Number: 1
- 2. Specified Currency or Currencies: Swedish Kroner ("SEK")
- 3. Aggregate Nominal Amount of the Securities: Upto SEK 200,000,000
- (i) Series: Upto SEK 200,000,000

	(ii) Tranche:	Upto SEK 200,000,000
4.	Issue Price	94.25 per cent. of par per Security
5.	(i) Type of Securities:	Notes
	(ii) Specified Denomination(s):	SEK 20,000
	(iv) Calculation Amount:	SEK 20,000
6.	(i) Issue Date:	6 April 2023
	(ii) Trade Date:	23 March 2023
	(iii) Interest Commencement Date	Not Applicable
	(iv) 2006 ISDA Definitions	Applicable
	(v) 2021 ISDA Definitions	Not Applicable
	(vi) Strike Date:	24 March 2023
	(vii) Determination Date:	26 March 2029
7.	Maturity Date:	Scheduled Maturity Date is 6 April 2029
8.	Specified Day(s):	Applicable Seven (7) Business Days
9.	(i) Supplementary Provisions for Belgian Securities:	Not Applicable
	(ii) Minimum Redemption Amount:	Not Applicable
10.	Interest Basis:	Not Applicable
11.	Redemption/Payment Basis:	Plateau Booster Redemption 1 Equity-Linked Redemption
12.	Put/Call Options:	
	(i) Redemption at the option of the Issuer:	Not Applicable
	(General Condition 16.5)	
	(ii) Redemption at the option of the Securityholders:	Not Applicable
	(General Condition 16.7)	
13.	Automatic Change of Interest Basis:	Not Applicable
14.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Security Provisions** Not Applicable
(General Condition 5 and Section 2 of the Additional Conditions)
16. **Floating Rate Security Provisions** Not Applicable
(General Condition 6)
17. **Range Accrual Securities:** Not Applicable
(General Conditions 5 and 6 and Paragraph 1.8 of Section 2 of the Additional Conditions)
18. **Barrier Securities:** Not Applicable
(Paragraph 1.9 of Section 2 of the Additional Conditions)
19. **Steepener Securities:** Not Applicable
(Paragraph 1.10 of Section 2 of the Additional Conditions)
20. **Digital Option Securities:** Not Applicable
(Paragraph 1.11 of Section 2 of the Additional Conditions)
21. **Inverse Floater Securities:** Not Applicable
(Paragraph 1.12 of the Additional Conditions)
22. **Switchable Securities:** Not Applicable
(Paragraph 1.13 of Section 2 of the Additional Conditions)
23. **Zero Coupon Security Provisions** Not Applicable
(General Condition 7)
24. **Linked Interest Provisions: Relevant Underlying** Not Applicable
(General Conditions 6.10 and 8)
- (A) **Equity-Linked Interest Securities: Single Share-Linked Interest Securities, Share Basket-Linked Interest Securities:** Not Applicable
- (B) **Equity-Linked Interest Securities: Single Index-Linked Interest** Not Applicable

	Securities/Index Basket-Linked Interest Securities:	
	(General Condition 9)	
(C)	Equity-Linked Interest Securities: Single ETF-Linked Interest Securities, ETF Basket Linked Interest Securities:	Not Applicable
	(General Condition 9)	
(D)	Commodity-Linked Interest Securities	Not Applicable
	(General Condition 10)	
(E)	Currency Linked Interest Securities	Not Applicable
	(General Condition 11)	
(F)	Inflation-Linked Interest Securities	Not Applicable
	(General Condition 12)	
(G)	Fund-Linked Interest Securities	Not Applicable
	(General Condition 13)	
(H)	Futures Contract-Linked Interest Securities	Not Applicable
	(General Condition 15)	
25.	Linked Interest Provisions: Interest Terms	Not Applicable
	(General Condition 6.10 and Section 2 of the Additional Conditions)	
(A)	No Coupon:	Not Applicable
	(Paragraph 1.14 of Section 2 of the Additional Conditions)	
(B)	Regular Coupon:	Not Applicable
	(Paragraph 1.15 of Section 2 of the Additional Conditions)	

- (C) **Barrier Conditional Coupon:** Not Applicable
(Paragraph 1.16 of Section 2 of the Additional Conditions)
- (D) **Memory Double Barrier Conditional Coupon:** Not Applicable
(Paragraph 1.17 of Section 2 of the Additional Conditions)
- (E) **Dual Barrier Conditional Coupon** Not Applicable
(Paragraph 1.18 of Section 2 of the Additional Conditions)
- (F) **Range Barrier Conditional Coupon** Not Applicable
(Paragraph 1.19 of Section 2 of the Additional Conditions)
- (G) **Range Accrual Coupon** Not Applicable
(Paragraph 1.20 of Section 2 of the Additional Conditions)
- (H) **Performance Linked Coupon:** Not Applicable
(Paragraph 1.21 of Section 2 of the Additional Conditions)
- (I) **Participation and Performance Linked Coupon:** Not Applicable
(Paragraph 1.22 of Section 2 of the Additional Conditions)
- (J) **Inflation Linked Coupon:** Not Applicable
(Paragraph 1.23 of Section 2 of the Additional Conditions)
- (K) **Mixto Coupon** Not Applicable
(Paragraph 1.24 of Section 2 of the Additional Conditions)
- (L) **Annual Performance Linked Coupon** Not Applicable
(Paragraph 1.25 of Section 2 of the Additional Conditions)
- (M) **Linked Interest Provisions: Performance Determination Terms for Knock-in Value**
(for determining Relevant Underlying Performance, where used for determining the Knock-in Value)
(Section 5 of the Additional Conditions)

(I) Performance Determination Terms for Securities linked to a Single Underlying: Not Applicable

(for determining "Relevant Underlying Performance")

(II) Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket: Not Applicable

(for determining "Relevant Underlying Performance")

(Section 5 of the Additional Conditions)

PROVISIONS RELATING TO REDEMPTION

26. **Call Option** Not Applicable

(General Condition 16.5)

27. **Put Option** Not Applicable

(General Condition 16.7)

28. **Final Redemption Amount of each Security** As determined in accordance with Sub-Section III (*Redemption at Maturity*) of Section 2 of the Additional Conditions and paragraph 30 (*Linked Redemption Provisions: Final Redemption Amount*) below

(General Condition 16.1)

(i) Final Bonus: Not Applicable

(ii) Final Bonus Amount: Not Applicable

29. **Linked Redemption Provisions: Relevant Underlying**

(General Conditions 9 and 16)

(A) Equity-Linked Redemption Securities: Single Share-Linked Redemption Securities/Share Basket-Linked Redemption Securities: Not Applicable

(General Condition 9)

(B) Equity-Linked Redemption Securities: Single Index-Linked Redemption Securities/Index Basket-Linked Redemption Securities: Applicable

(General Condition 9)

(i) Types of Securities: Single Index-Linked Redemption Securities

(ii)	Index/Indices:	MSCI WORLD HEALTH CARE SELECT ESG TOP 50 Decrement 3.5% EUR (Bloomberg Code MXWOHCE3 Index)
(iii)	Exchange(s):	As specified in General Condition 9.9 (<i>Definitions applicable to Equity-Linked Securities</i>)
(iv)	Related Exchange(s):	All Exchanges
(v)	Determination Agent responsible for calculating Final Redemption Amount:	Morgan Stanley & Co. International plc
(vi)	Determination Time:	As per General Condition 9.9
(vii)	Benchmark Trigger Provisions:	Applicable
(viii)	Alternative Pre-nominated Index	None
(ix)	Additional Disruption Event(s): (General Condition 9.6)	Change in Law, Hedging Disruption and Increased Cost of Hedging
(x)	Correction Cut Off Time: (General Condition 9.2(e))	within one Settlement Cycle after the original publication and prior to the relevant Interest Payment Date
(xi)	Weighting for each Index:	Not Applicable
(C)	Equity-Linked Redemption Securities: Single ETF-Linked Redemption Securities/ETF Basket-Linked Redemption Securities: (General Condition 9)	Not Applicable
(D)	Commodity-Linked Redemption Securities (General Condition 10)	Not Applicable
(E)	Currency-Linked Redemption Securities (General Condition 11)	Not Applicable
(F)	Inflation-Linked Redemption Provisions (General Condition 12)	Not Applicable
(G)	Fund-Linked Redemption Provisions (General 13)	Not Applicable
(H)	Futures Contract-Linked Redemption Provisions (General Condition 15)	Not Applicable

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

(General Condition 17 and Sub-Section III (*Redemption at Maturity*) of Section 2 of the Additional Conditions)

- | | | |
|--------|---|----------------|
| (i) | Fixed Redemption
(Paragraph 3.1 of Section 2 of the Additional Conditions) | Not Applicable |
| (ii) | Capitalised Non-Memory Redemption:
(Paragraph 3.2 of Section 2 of the Additional Conditions) | Not Applicable |
| (iii) | Capitalised Memory Redemption:
(Paragraph 3.3 of Section 2 of the Additional Conditions) | Not Applicable |
| (iv) | Basic Performance Linked Redemption 1:
(Paragraph 3.4 of Section 2 of the Additional Conditions) | Not Applicable |
| (v) | Basic Performance Linked Redemption 2:
(Paragraph 3.5 of Section 2 of the Additional Conditions) | Not Applicable |
| (vi) | Performance-Linked Redemption:
(Paragraph 3.6 of Section 2 of the Additional Conditions) | Not Applicable |
| (vii) | Barrier Redemption 1:
(Paragraph 3.7 of Section 2 of the Additional Conditions) | Not Applicable |
| (viii) | Barrier Redemption 2:
(Paragraph 3.8 of Section 2 of the Additional Conditions) | Not Applicable |
| (ix) | Barrier and Participation Redemption: | Not Applicable |

(Paragraph 3.9 of Section 2 of the Additional Conditions)

- (x) Barrier and Participation Redemption – FX Performance Adjustment: Not Applicable
(Paragraph 3.10 of Section 2 of the Additional Conditions)
- (xi) Single Barrier Final Redemption: Not Applicable
(Paragraph 3.11 of Section 2 of the Additional Conditions)
- (xii) Dual Barrier Final Redemption 1: Not Applicable
(Paragraph 3.12 of Section 2 of the Additional Conditions)
- (xiii) Dual Barrier Final Redemption 2: Not Applicable
(Paragraph 3.13 of Section 2 of the Additional Conditions)
- (xiv) Dual Barrier Final Redemption 3: Not Applicable
(Paragraph 3.14 of Section 2 of the Additional Conditions)
- (xv) Dual Barrier Final Redemption 4: Not Applicable
(Paragraph 3.15 of Section 2 of the Additional Conditions)
- (xvi) Dual Barrier Final Redemption 5: Not Applicable
(Paragraph 3.16 of Section 2 of the Additional Conditions)
- (xvii) Dual Barrier Redemption 6: Not Applicable
(Paragraph 3.17 of Section 2 of the Additional Conditions)
- (xviii) Dual Barrier Redemption – Twin Win Not Applicable

- (Paragraph 3.18 of Section 2 of the Additional Conditions)
- (xix) Performance Redemption: Linked Not Applicable
(Paragraph 3.19 of Section 2 of the Additional Conditions)
- (xx) Mixto Redemption: Not Applicable
(Paragraph 3.20 of Section 2 of the Additional Conditions)
- (xxi) Participation and Performance-Linked Redemption: Not Applicable
(Paragraph 3.21 of Section 2 of the Additional Conditions)
- (xxii) Synthetic Redemption: Zero Not Applicable
(Paragraph 3.22 of Section 2 of the Additional Conditions)
- (xxiii) Lock In Ladder Redemption: Not Applicable
(Paragraph 3.23 of Section 2 of the Additional Conditions)
- (xxiv) Lock In Ladder Barrier Redemption: Not Applicable
(Paragraph 3.24 of Section 2 of the Additional Conditions)
- (xxv) Ranked Underlying Redemption: Not Applicable
(Paragraph 3.25 of Section 2 of the Additional Conditions)
- (xxvi) Multiple Barrier Redemption: Not Applicable
(Paragraph 3.26 of Section 2 of the Additional Conditions)
- (xxvii) Inflation Redemption: Linked Not Applicable
(Paragraph 3.27 of Section 2 of the Additional Conditions)

(xxviii)	Booster Redemption (1): (Paragraph 3.28 of Section 2 of the Additional Conditions)	Not Applicable
(xxix)	Booster Redemption (2): (Paragraph 3.29 of Section 2 of the Additional Conditions)	Not Applicable
(xxx)	Booster Redemption (3): (Paragraph 3.30 of Section 2 of the Additional Conditions)	Not Applicable
(xxx1)	Booster Redemption (4): (Paragraph 3.31 of Section 2 of the Additional Conditions)	Not Applicable
(xxxii)	Booster Redemption (5): (Paragraph 3.32 of Section 2 of the Additional Conditions)	Not Applicable
(xxxiii)	Hybrid Exposure (Paragraph 3.33 of Section 2 of the Additional Conditions)	Not Applicable
(xxxiv)	Plateau Booster Redemption (1) (Paragraph 3.34 of Section 2 of the Additional Conditions)	Applicable
	• Knock-in Value:	Securities are not linked to a Basket
	• Determination Date:	26 March 2029
	• Final Downside Amount 1:	Not Applicable
	• Final Downside Amount 2:	Applicable
	• Geared Put Strike:	Not Applicable
	• Final Redemption Barrier Value:	75 per cent of Initial Reference Value
	• Participation Rate:	A percentage rate to be determined by the Determination Agent before the Issue Date and notified to the Securityholders not more than 15 Business Days thereafter by publication on

<https://www.strivo.se>, **provided that** such percentage rate shall be not less than 320 per cent.

- Specified Percentage (Final Upside Amount): 20 per cent.
- Final Reference Value: Determined in accordance with the Value Determination Terms specified in paragraph xix below.
- Initial Reference Value: Determined in accordance with the Value Determination Terms specified in paragraph.
- Initial Reference Value Determination Date(s): 24 March 2023
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- Relevant Underlying Value: Determined in accordance with the Value Determination Terms specified in paragraph xviii below
- Relevant Underlying Performance: Not Applicable
- Relevant Underlying Average Performance: Not Applicable
- Final Reference Value (Final Redemption): Determined in accordance with the Value Determination Terms specified in paragraph xix below
- Averaging Dates: Not Applicable

(xxxv) Plateau Booster Redemption (2)
(Paragraph 3.35 of Section 2 of the Additional Conditions) Not Applicable

(xxvi) MXN Denominated UDI Linked Redemption:
• (Paragraph 3.36 of Section 2 of the Additional Conditions) Not Applicable

(xxvii) UDI Final Linked Redemption:
• (Paragraph 3.37 of Section 2 of the Additional Conditions) Not Applicable

(xviii)	Value Determination Terms for Initial Reference Value as of Strike Date: (Section 4 of the Additional Conditions)	Closing Value
(xix)	Value Determination Terms for Final Reference Value as of the Determination Date <ul style="list-style-type: none"> • Averaging Dates in relation to Determination Date: 24 March 2028, 24 April 2028, 24 May 2028, 26 June 2028, 24 July 2028, 24 August 2028, 25 September 2028, 24 October 2028, 24 November 2028, 27 December 2028, 24 January 2029, 26 February 2029 and 26 March 2029 • Averaging Date Disruption: Modified Postponement 	Closing Value
(xx)	Value Determination Terms for Relevant Underlying Value as of the relevant date or period: (Section 4 of the Additional Conditions)	Closing Value
(xxi)	Linked Redemption Provisions: Performance Determination Terms for Final Redemption Amount (for determining Relevant Underlying Performance and Relevant Underlying Performance (Autocall) where used for determining the Final Redemption Amount) (Section 5 of the Additional Conditions)	
(A)	Performance Determination Terms for Securities linked to a Single Underlying: (for purposes of determining Final Redemption Amount in accordance with all provisions except Paragraph 3.17(b) of Section 2 of the Additional Conditions)	Not Applicable
(B)	Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket:	Not Applicable

- (for determining "Relevant Underlying Performance")
(Section 5 of the Additional Conditions)
- (A) **Performance Determination Terms for Securities linked to a Single Underlying:** Not Applicable
(for determining "Relevant Underlying Performance")
- (B) **Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket:** Not Applicable
(for determining "Relevant Underlying Performance")
(Section 5 of the Additional Conditions)
31. **Early Redemption**
- (A) **Autocall 1:** Not Applicable
(Paragraph 2.1 of Section 2 of the Additional Conditions)
- (B) **Autocall 2:** Not Applicable
(Paragraph 2.2 of Section 2 of the Additional Conditions)
- (C) **Autocall 3:** Not Applicable
(Paragraph 2.3 of Section 2 of the Additional Conditions)
- (D) **Autocall 4:** Not Applicable
(Paragraph 2.4 of Section 2 of the Additional Conditions)
- (E) **Autocall 5:** Not Applicable
(Paragraph 2.5 of Section 2 of the Additional Conditions)
- (F) **Autocall 6:** Not Applicable
(Paragraph 2.6 of Section 2 of the Additional Conditions)
- (G) (i) **Early Redemption Amount upon Event of Default** (General Condition 21): Qualified Financial Institution Determination. The Determination Agent will determine the amount a Qualified Financial Institution would charge to assume all of the Issuer's payment and other obligations with respect to such Securities as if no such Event of Default had occurred or to undertake obligations that would have the effect of preserving the economic equivalent of any payment by the Issuer to the Securityholder with respect to the Securities
- (ii) **Early Redemption Amount (Tax) upon redemption pursuant** Early Redemption Amount (Tax) – Fair Market Value

**to Condition 16.3 (Tax Redemption
– MSI plc and MSBV Securities).**

(H) Inconvertibility Event Provisions: Not Applicable
(General Condition 33)

32. **Automatic Early Redemption Event** Not Applicable
(General Condition 16.11)

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

33. Form of Securities: Swedish Securities
(General Condition 3)

34. Additional Business Centre(s) or other special provisions relating to Payment Dates: Stockholm

35. Record Date: The Record Date is 5 clearing system business day before the relevant due date for payment

36. Redenomination, renominatisation and reconventioning provisions: Not Applicable

37. Taxation:

(i) General Condition 20.1: "Additional Amounts" is Not Applicable

(ii) General Condition 20.3: Implementation of Financial Transaction Tax Event is Not Applicable

38. CNY Centre: Not Applicable

39. Illegality and Regulatory Event (General Condition 22): Applicable

40. Early Redemption Amount (Illegality and Regulatory Event): Early Redemption Amount (Illegality and Regulatory Event) – Fair Market Value

41. Relevant Rates Benchmark Discontinuance or Prohibition on Use (General Condition 6.20) Not Applicable

42. CMS Reference Rate – Effect of Index Cessation Event (General Condition 6.21) Administrator/Benchmark Event: applicable for General Condition 6.21(d); Not Applicable
Alternative Pre-nominated Reference Rate: None

43. Index Cancellation or Administrator/ Benchmark Event (General Condition 9.2(b)) Benchmark Trigger Provisions are Applicable
Alternative Pre-nominated Index: None

44. Redemption for Index Adjustment Event: Benchmark Trigger Provisions are Applicable
Alternative Pre-nominated Index: None
(General Condition 9.2(d))
Early Redemption Amount (Index Cancellation) – Fair Market Value shall apply

45.	Merger Event or Tender Offer: (General Condition 9.4(a))	Merger Event Settlement Amount –Not Applicable Tender Offer Settlement Amount –Not Applicable
46.	Nationalisation, Insolvency and Delisting: (General Condition 9.4(b))	Early Redemption Amount (Nationalisation, Insolvency and Delisting) –Not Applicable
47.	Extraordinary ETF Events: (General Condition 9.5)	Early Redemption Amount (Extraordinary ETF Event) -Not Applicable
48.	Additional Disruption Events: (General Condition 9.6)	Early Redemption Amount (Additional Disruption Event) – Fair Market Value shall apply
49.	Partial Lookthrough Depository Receipt Provisions: (General Condition 9.7)	Early Redemption Amount (Potential Adjustment Event) –Not Applicable
50.	Full Lookthrough Depository Receipt Provisions: (General Condition 9.8)	Early Redemption Amount (Potential Adjustment Event) –Not Applicable
51.	Administrator/Benchmark Events (General Condition 10.4)	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None Early Redemption Amount (Administrator/Benchmark Event) – Not Applicable
52.	Commodity Disruption Events (General Condition 10.6)	Early Redemption Amount (Commodity Index Disruption Event) –Not Applicable
53.	Commodity Index Cancellation or Administrator/Benchmark Event Date (General Condition 10.7(b))	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None
54.	Redemption for Commodity Index Adjustment Event (General Condition 10.7(d))	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None Early Redemption Amount (Commodity Index Adjustment Event) –Not Applicable
55.	Additional Disruption Events: (General Condition 10.8)	Early Redemption Amount (Additional Disruption Event) –Not Applicable
56.	Administrator/Benchmark Events (General Condition 11.5)	Early Redemption Amount (Administrator/Benchmark Event) – Not Applicable
57.	Additional Disruption Events: (General Condition 11.6)	Early Redemption Amount (Additional Disruption Event) –Not Applicable
58.	Cessation of Publication (General Condition 12.2)	Early Redemption Amount (Inflation Index Cessation) –Not Applicable

59.	Additional Disruption Events: (General Condition 12.8)	Early Redemption Amount (Additional Disruption Event) –Not Applicable
60.	CNY Disruption Events: (General Condition 34)	Not Applicable
61.	Substitution of Issuer or Guarantor with non Morgan Stanley Group entities: (General Condition 35.2)	Applicable
62.	FX _{Final} Determination Date:	Not Applicable
63.	FX _{Initial} Determination Date:	Not Applicable

DISTRIBUTION

64.	(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
65.	If non-syndicated, name and address of dealer:	Morgan Stanley & Co. International plc
66.	Non-exempt Offer and Offer Period:	An offer of the Securities may be made by the Strivo AB other than pursuant to Article 1(4) of the Prospectus Regulation in Sweden (" Public Offer Jurisdictions ") during the period from, and including, 30 January 2023 to, and including, 10 March 2023 (" Offer Period ") See further paragraph 7 of Part B below.
67.	Swiss Non-exempt Offer and Swiss Offer Period	Not Applicable
68.	Total commission and concession:	No fees will be paid by the Issuer or Morgan Stanley & Co. International plc, directly or indirectly, in connection with any advised sale of Securities.

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 Securities. 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 also expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to listing and/or trading on NASDAQ OMX 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 Securities on the relevant stock exchange(s) over their entire lifetime.

Last day of Trading: 26 March 2029

2. RATINGS

Ratings: The Securities 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 Securities 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: SEK 188,500,000

(iii) Estimated total expenses: None

5. *Fixed Rate Securities only* – YIELD

Indication of yield: Not Applicable

6. *Floating Rate Securities/Range accrual Securities/Barrier Securities only* – HISTORIC INTEREST RATES

Details of historic EURIBOR/other rates can be obtained from Reuters. Not Applicable

7. *Linked Securities only* – PERFORMANCE OF UNDERLYING /EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

The value of the Securities is linked to the positive or negative performance of the [specify Underlying]. An increase in the level of the MSCI World Health Care Select ESG TOP 50 Decrement 3.5% EUR will have a positive effect on the value of the Securities, and a decrease in the level of the MSCI World Health Care Select ESG TOP 50 Decrement 3.5% EUR will have a positive effect on the value of the Securities.

The redemption amounts payable on the Securities is dependent on the value or performance of the Relevant Underlying reaching a threshold or barrier and a small increase or decrease in the value or performance of the Relevant Underlying near to the threshold or barrier may lead to a significant increase or decrease in the return of the Securities.

The Final Redemption Amount payable on the Securities is linked to the performance of the Relevant Underlying and Securityholders may not receive the amount initially invested, and may receive a significantly lesser amount.

The market price or value of the Securities at any time is expected to be affected by changes in the value of the Relevant Underlying to which the Securities are linked.

The Issuer does not intend to provide post-issuance information.

8. OPERATIONAL INFORMATION

ISIN Code: SE0019761818

Common Code: Not Applicable

SEDOL: Not Applicable

CFI: DEMYRI

FISN: MORGANSBV/ZERO DEBT 20290406

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking *société anonyme* and the relevant identification number(s): *Swedish Securities:* Swedish CSD: Euroclear Sweden AB, Klarabergsviadukten 63, Box 191, SE 101 23, Stockholm, Sweden

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): Swedish CSD: Euroclear Sweden AB, Klarabergsviadukten 63, Box 191, SE 101 23, Stockholm, Sweden

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

Whilst the designation is specified as "**no**" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Securities are capable of meeting them the Securities may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

9. TERMS AND CONDITIONS OF THE OFFER

Offer Price: Issue Price

Conditions to which the offer is subject: Not Applicable

Description of the application process: The Securities are being offered to retail investors in Sweden. A prospective investor should contact the Distributor (as defined below) during the Offer Period. The Distributor has the right to close the Offer Period early. A prospective investor will acquire the Securities in accordance with the arrangements existing between the Distributor and its

customers relating to the subscription of securities generally and not directly with the Issuer or the Dealer.

Persons interested in purchasing Securities should contact their financial adviser. If an investor in any jurisdiction other than Sweden wishes to purchase Securities, such investor should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial adviser, bank or financial intermediary for more information.

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 Securities:	The Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys
Manner in and date on which results of the offer are to be made public:	The Issuer will arrange for the results of the offer to be published on the website of the Luxembourg Stock Exchange (www.bourse.lu) on or around the Issue Date.
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. There are no estimated expenses charged to the investor by the Issuer or the Authorised Offeror.
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

10. **PLACING AND UNDERWRITING**

Name and address of the co-ordinator(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: Distributor: Strivo AB of Stora Badhusgatan 18-20, 411 21 Göteborg, Sweden (the “**Distributor**”) will be the sole placer of the Securities

Name and address of any paying agents and depository agents in each country: SEB

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: The Distributor

11. **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

12. **POTENTIAL SECTION 871(m) TRANSACTION** The Issuer has determined that the Securities should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no such withholding is required, unless such agent or withholding agent knows or has reason to know otherwise.

13. **Prohibition of Sales to EEA Retail Investors:** Not Applicable

14. **Prohibition of Sales to UK Retail Investors:** Applicable

15. **Prohibition of Offer to Private Clients in Switzerland:** Applicable

16. **Swiss withdrawal right pursuant to Article 63(5) of the Swiss Financial Services Ordinance:** Not Applicable

17. **Details of benchmarks administrators and registration under the EU Benchmark Regulation:** Applicable
MSCI World Health Care Select ESG TOP 50 Decrement 3.5% EUR is administered by MCI, Inc, who as at the Issue Date, who as at the Issue Date, does not appear on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks (Regulation (EU) 2016/2011) (the "**EU Benchmark Regulation**"). As far as the Issuer is aware MSCI, Inc, is not required to be registered by virtue of Article 2 of the EU Benchmark Regulation.

18. **Details of benchmarks administrators and registration under the UK Benchmarks Regulation:** Applicable
- MSCI World Health Care Select ESG TOP 50 Decrement 3.5% EUR is administered by MSCI, Inc., who as at the Issue Date, appears on the register of administrators and benchmarks established and maintained by the United Kingdom Financial Conduct Authority pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/2011) as it forms part of domestic law by virtue of the EUWA (the **"UK Benchmark Regulations"**)

ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

SUMMARY	
A. INTRODUCTION AND WARNINGS	
A.1.1	<i>Name and international securities identifier number (ISIN) of the Securities</i>
Tranche 1 of Series A Issue of upto SEK 200,000,000 Equity Linked Notes due 2029(the “Securities”). ISIN Code: SE0019761818.	
A.1.2	<i>Identity and contact details of the issuer, including its legal entity identifier (LEI)</i>
Morgan Stanley B.V. (the “ Issuer ” or “ MSBV ”) 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	
A.1.3	<i>Identity and contact details of the competent authority approving the Base Prospectus</i>
The Base Prospectus has been approved by the Commission de Surveillance du Secteur Financier (CSSF) as competent authority, whose postal address is 283, Route, d’Arlon, L-2991 Luxembourg, telephone number (+352) 26 251 - 2601, in accordance with Regulation (EU) 2017/1129 (the “ Prospectus Regulation ”).	
A.1.4	<i>Date of approval of the Base Prospectus</i>
The Base Prospectus was approved on 15 July 2022.	
A.1.5	<i>Warning</i>
This summary has been prepared in accordance with Article 7 of the Prospectus Regulation and should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities 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 and, where any investor’s liability is not limited to the amount of the investment, it could lose more than the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. 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 Securities.	
B. KEY INFORMATION ON THE ISSUER	
B.1	<i>Who is the issuer of the Securities?</i>
B.1.1	<i>Domicile, legal form, LEI, jurisdiction of incorporation and country of operation</i>
MSBV was incorporated as a private company with limited liability (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) under the laws of The Netherlands. MSBV is registered at the commercial register of the Chamber of Commerce (<i>Kamer van Koophandel</i>). It has its corporate seat at Amsterdam. MSBV’s legal entity identifier (LEI) is KG1FTTDCK4KNVM3OHB52	
B.1.2	<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.1.3	<i>Major Shareholders</i>
MSBV is ultimately controlled by Morgan Stanley	
B.1.4	<i>Key managing directors</i>
H. Hermann, S. Ibanez, P.J.G. de Reus, TMF Management B.V., A Doppenberg	
B.1.5	<i>Identity of the statutory auditors</i>
Deloitte Accountants B.V.	
B.2	<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>	2021	2020	Six months ended 30 June 2022 (unaudited)	Six months ended 30 June 2021 (unaudited)
Profit before income tax	2.825	4.031	0.847	1.167

Balance Sheet

<i>In EUR (million)</i>	31 December 2021	31 December 2020	Six months ended 30 June 2022 (unaudited)	Six months ended 30 June 2021 (unaudited)
Net financial debt (debt and other borrowings plus bank loans and overdrafts minus cash)	9,759	8,392	10,699	9,321
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	332:1	307:1

Cash flow statement

<i>In EUR (million)</i>	2021	2020	Six months ended 30 June 2022 (unaudited)	Six months ended 30 June 2021 (unaudited)
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?

Risk Relating to the Issuer and Guarantor

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.

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 may 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, has no operations and depends on dividends, distributions and other payments from its subsidiaries. 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. Further, expected 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 to 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 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. KEY INFORMATION ON THE SECURITIES

C.1	<i>What are the main features of the Securities?</i>
C.1.1	<i>Type, class and ISIN</i>
	<i>Insert whether issued in the form of Notes or Certificates</i>

The Securities are issued in dematerialised and uncertificated book-entry form with a Nordic central securities depository ("**Nordic Securities**"). The ISIN Code of the Securities is SE0019761818.

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

Redemption amounts payable in respect of the Securities are linked to the value or performance of an equity index (" Equity-Linked Redemption Securities ")	
C.1.2	<i>Currency, denomination, par value, number of Securities issued and duration</i>
The specified currency of the Securities is Swedish Kroner (SEK). The specified denomination of the Securities is SEK 20,000 aggregate nominal amount of the Notes upto SEK 200,000,000 and the issue price per Security is 94.25 per cent. of par. The Securities issued on 6 April 2023 and are scheduled to mature on 6 April 2029. The Securities may redeem earlier if an early redemption event occurs.	
C.1.3	<i>Rights attached to the Securities</i>
<p>Securities are not ordinary debt securities and redemption amount is linked to the performance of the index identified as the Relevant Underlying.</p> <p>Relevant Underlying: MSCI World Health Care Select ESG TOP 50 Decrement 3.5% EUR</p> <p>PLATEAU BOOSTER REDEMPTION (1)</p> <p>The Securities will be redeemed on the Maturity Date at an amount per Calculation Amount equal to the Calculation Amount minus the Final Downside Amount plus the Final Upside Amount</p>	
<p>Defined Terms:</p> <p>Final Downside Amount means if the Final Reference Value is equal to or greater than Barrier, 0 otherwise an amount calculated by the product of the Calculation Amount and 1 minus Final Reference Value divided by Initial Reference Value;</p> <p>Final Upside Amount means an amount calculated by the product of Par and [Participation Rate multiplied by min of Specified Percentage or max of 0 or (Final Average Level Initial Reference Value divided by Initial Reference Value) plus max of 0 or (Final Average Level minus Initial Reference Value divided by Initial Reference Value) minus Participation Rate multiplied by 20 per cent].</p> <p>Defined Terms:</p> <p>Barrier means 75% of Initial Reference Value;</p> <p>Final Reference Value means the Relevant Underlying Value as of the Determination Date;</p> <p>Final Average Level means the arithmetic means of the closing levels on the Averaging Date;</p> <p>Averaging Dates means 24 March 2028, 24 April 2028, 24 May 2028, 26 June 2028, 24 July 2028, 24 August 2028, 25 September 2028, 24 October 2028, 24 November 2028, 27 December 2028, 24 January 2029, 26 February 2029 and 26 March 2029;</p> <p>Initial Reference Value is the Relevant Underlying Value as of the Initial Reference Value Determination Date;</p> <p>Initial Reference Value Determination Date 24 March 2023</p> <p>Participation Rate will be a percentage rate, not lower than 320% determined by the Determination Agent at the end of the offer period in respect of the Securities in accordance with market conditions at such time, and which shall be notified to the Securityholder thereafter by publication on https://www.strivo.se</p> <p>Specified Percentage (Final Upside Amount) is 20%</p> <p>Value Determination Terms:</p> <p>For determining Initial Reference Value, Final Reference Value The Determination Agent will determine the value of the Relevant Underlying as of the time at which the official closing level of the Index is calculated and published by the Index Sponsor</p> <p>Disruption Events: The following disruption events apply in relation to the Relevant Underlying: Change in Law, Hedging Disruption, Increased Cost of Hedging</p> <p>Disruption Events can affect the Relevant Underlying and lead to adjustments and/or early redemption of the Securities. The Determination Agent shall determine whether the Securities or any exchanges or price sources are affected by such events on a relevant date of valuation, and may make adjustments to the Securities, or take any other appropriate action, to account for relevant adjustments or events in relation to the Relevant Underlying. In addition, in certain circumstances, the Issuer may redeem or terminate the Securities early following any such event. In this case, in relation to each Security, the Issuer will pay an amount (which amount may, in certain circumstances, be the fair market value of the Securities which may be less than the nominal value or face value).</p> <p>Tax Redemption: The Securities may be redeemed early for tax reasons at an amount (determined by the Determination Agent, acting in good faith and in a commercially reasonable manner) equal to the fair market value</p>	

of such Security on such day as is selected by the Determination Agent acting in good faith and in a commercially reasonable manner.

Events of Default: If an Event of Default occurs, the Securities may be redeemed prior to their Maturity Date at the Early Redemption Amount if the Securityholders of not less than 25% in aggregate [principal amount of such Notes]/[specified unit value of such Certificates] give written notice to the Issuer declaring the Securities to be immediately due and payable.

The Events of Default applicable to the Securities 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 Securities; 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 Early Redemption Amount will be determined by the Determination Agent to be the amount a qualified financial institution (being a financial institution organised under the laws of any jurisdiction in the USA, European Union or Japan and which satisfies certain credit ratings requirements, which the Determination Agent selects for this purposes at the time when the Early Redemption Amount is to be determined) would charge to assume all of the Issuer's obligations in respect of the Securities or to undertake obligations that would have the effect of preserving the economic equivalent of any payments by the Issuer to the Securityholder with respect to the Securities

Governing Law: The Securities will be governed by English law.

Limitations to the rights:

Prescription. Claims for principal and interest on redemption in respect of the Securities shall become void unless, in the case of claims for principal, within a period of 10 years after the due date for payment, and in the case of claims for interest made within three years after the due date for payment

C.1.4	<i>Rank of the Securities in the Issuer's capital structure upon insolvency</i>
The Securities constitute direct and general obligations of the Issuer ranking <i>pari passu</i> among themselves.	
C.1.5	<i>Restrictions on free transferability of the Securities</i>
Interests in the Securities will be transferred in accordance with the procedures and regulations of the relevant clearing system, subject to restrictions on sale of the Securities into certain jurisdictions. The Securities 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 Securities 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..	
C.2	<i>Where will the Securities be traded?</i>
Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the Luxembourg Stock Exchange.	
C.3	<i>Is there a guarantee attached to the Securities?</i>
C.3.1	<i>Nature and scope of the Guarantee</i>
The payment obligations of MSBV in respect of the Securities are unconditionally and irrevocably guaranteed by Morgan Stanley (the " Guarantor " or " Morgan Stanley ") pursuant to a guarantee dated as of 15 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.	

C.3.2	<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.				
C.3.3	<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 September 2022.				
The information in respect of the nine months ended 30 September 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 September 2022:				
Consolidated Income Statement				
In USD (million)	2021	2020	Nine months ended 30 September 2022 (unaudited)	Nine months ended 30 September 2021 (unaudited)
<i>Income before provision for income taxes</i>	19,668	14,418	5,967	8,842
Balance Sheet				
In USD (million)	31 December 2021	31 December 2020	Ninth months ended 30 September 2022 (unaudited)	Ninth months ended 30 September 2021 (unaudited)
<i>Borrowings</i>	233,127	217,079	160,769	229,762
Cash Flow Statement				
In USD (million)	2021	2020	Nine months ended 30 September 2022 (unaudited)	Nine months ended 30 September 2021 (unaudited)
<i>Net cash provided by (used for) operating activities</i>	33,971	(25,231)	7,599	33,622
<i>Net cash provided by (used for) financing activities</i>	41,547	83,784	(3,261)	21,832
<i>Net cash provided by (used for) investing activities</i>	(49,897)	(37,898)	(12,530)	(34,591)
C.3.4	<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 " <i>What are the key risks that are specific to the Issuer?</i> " above.				
C.4	<i>What are the key risks that are specific to the Securities?</i>			
The Securities 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.				
<ul style="list-style-type: none"> The terms of certain Securities differ from those of ordinary debt securities because the Securities 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. An Issuer may amend the terms and condition of the Securities, the Guarantee and the deed of covenant dated 17 July 2013 (as amended or supplemented from time to time) in relation to, amongst others, the 				

Securities, without Securityholder consent if, in its opinion, such amendments are not materially prejudicial to Securityholders.

- The market price of Securities may be very volatile. Further, investors in Securities 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.
- 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 Securities or exchange rates will influence the price investors will receive if an investor sells its Securities prior to maturity.
- *"Benchmarks" are subject to recent national, international and other regulatory reforms, which could have a material impact on any Securities linked to a "benchmark" index, including in any of the following circumstances: (A) (i) certain "benchmarks" may be discontinued, or (ii) the administrator(s) of a "benchmark" may not obtain authorisation/registration or not be able to rely on one of the regimes available to non-EU benchmarks. Depending on the particular "benchmark" and the applicable terms of the Securities, the occurrence of such a circumstance may lead to such benchmark being deemed replaced with an alternative benchmark selected by the Determination Agent (or, in the case of U.S. dollar-denominated Securities where the "benchmark" is SOFR, with an interpolated benchmark or a benchmark selected by the Issuer, its designee, a governmental body (such as the Alternative Reference Rates Committee convened by the Federal Reserve Board and the Federal Reserve Bank of New York) or ISDA) (or any alternative pre-nominated index), adjustment to the terms and conditions of the Securities or early redemption of the Securities. Any of the above consequences could have a material adverse effect on the value of and return on any such Securities*
- Indices are comprised of a synthetic portfolio of other assets, and its performance may be dependent on the performance of such assets. Returns on the Securities do not reflect a direct investment in underlying shares or other assets comprising the Index. A change in the composition or discontinuance of an Index could adversely affect the market value of the Securities. Securities are not sold or promoted by an Index or the sponsor of such Index. The Issuer or its affiliates are not liable for the actions or omissions of the sponsor of an Index, any information concerning an Index, the performance of such Index or use thereof in connection with the Securities.
- Payment of redemption amounts on the Securities is conditional on the value or performance of the Relevant Underlying being greater than or equal to a specified barrier value, and if such condition (a "barrier condition") is not satisfied, then a lower amount is payable than would otherwise have been payable on the securities.

D. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

D.1

Under which conditions and timetable can I invest in the Securities?

The Offer Period is the period from, and including, 30 January 2023 to, and including, 10 March 2023

Plan of distribution and allotment

The Securities are offered to retail investors in Sweden

Pricing

The Securities will be offered at the Issue Price, being 94.25 per cent.

Indicative amounts: If the Securities are being offered by way of a public offer and any specified product values are not fixed or determined at the commencement of the Offer Period, these specified product values will specify an indicative amount, indicative minimum amount, an indicative maximum amount or any combination thereof. In such case, the relevant specified product value(s) shall be the value determined based on market conditions by the Issuer on or around the end of the Offer Period. Notice of the relevant specified product value will be published <https://www.strivo.se/> prior to the Issue Date.

Placing and Underwriting

Name and address of the co-ordinator of the global offer: Strivo AB, Stora Badhusgatan 18-20, 411 21 Göteborg, Sweden (the "Distributor")

Paying Agents: Skandinaviska Enskilda Banken AB ("SEB"), Kungstradgardsgatan 8, SE-106 40 Stockholm Sweden

Calculation Agent: Morgan Stanley & Co International plc

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

Reasons for offer, use and estimated net amount of proceeds

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

Underwriting agreement on a firm commitment basis

The offer of the Securities 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 Securities, may make such adjustments to the Securities as it considers appropriate as a consequence of certain events affecting the relevant Inflation Index, and in doing so, is entitled to exercise substantial discretion..

EMISSIONSSPECIFIK SAMMANFATTNING AV VÄRDEPAPPEREN

SAMMANFATTNING	
A. INTRODUKTION OCH VARNINGAR	
A.1.1	<i>Namn och Internationellt Identifikationsnummer (ISIN) för Värdepapperen</i>
Tranche 1 av Serie A upp till SEK 200 000 000 Aktierelaterade Obligationer med förfall 2029 (" Värdepapperen "). ISIN: SE0019761818.	
A.1.2	<i>Identitet och kontaktuppgifter till emittenten, inklusive dess identifieringskod för juridiska personer (LEI)</i>
Morgan Stanley B.V. (" Emittenten " eller " MSBV ") bildat enligt lagstiftningen i Nederländerna och har sitt säte på Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, Nederländerna. MSBV:s identifieringskod för juridiska personer (LEI) är KG1FTTDCK4KNVM3OHB52	
A.1.3	<i>Identitet och kontaktuppgifter till den behöriga myndighet som godkänner Grundprospektet</i>
Grundprospektet har godkänts av Commission de Surveillance du Secteur Financier (CSSF) som behörig myndighet, vars postadress är 283, Route, d'Arlon, L-2991 Luxemburg, telefonnummer (+352) 26 251 - 2601, i enlighet med Förordning (EU) 2017/1129 (" Prospektförordningen ").	
A.1.4	<i>Dag för godkännande av Grundprospektet</i>
Grundprospektet godkändes den 15 juli 2022.	
A.1.5	<i>Varning</i>
Denna sammanfattning har upprättats i enlighet med Artikel 7 i Prospektförordningen och ska läsas som en introduktion till Grundprospektet. Varje beslut att investera i Värdepapperen ska ske med beaktande av Grundprospektet i dess helhet utav investeraren. En investerare kan förlora hela eller delar av sitt investerade kapital och, där en investerares ansvar inte är begränsat till investeringens belopp, kan denne förlora mer än det investerade beloppet. Om krav med bäring på informationen i Grundprospektet framställs i domstol kan käranden, enligt nationell rätt i Medlemsstaterna, vara skyldig att stå för kostnaden för att översätta Grundprospektet innan den juridiska processen inleds. Civilrättsligt ansvar kan uppkomma för de personer som har lagt fram denna Sammanfattning, inklusive varje översättning härav, men endast om Sammanfattningen är missvisande, felaktig eller oförenlig när den läses tillsammans med övriga delar av Grundprospektet eller om den inte, tillsammans med andra delar av Grundprospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i Värdepapperen.	
B. NYCKELINFORMATION OM EMITTENTEN	
B.1	<i>Vem är Emittent av Värdepapperen?</i>
B.1.1	<i>Hemvist, juridisk form, identifieringskod för juridiska personer (LEI), enligt vilken lagstiftning Emittenten bedriver verksamhet och i vilket land bolaget har bildats</i>
MSBV bildades som ett privat bolag med begränsat ägaransvar (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) underkastat lagstiftningen i Nederländerna. MSBV är registrerat i handelsregistret hos handelskammaren (<i>Kamer van Koophandel</i>). Dess säte är i Amsterdam. MSBV:s identifieringskod för juridiska personer (LEI) är KG1FTTDCK4KNVM3OHB52	
B.1.2	<i>Huvudsaklig verksamhet</i>
MSBV:s huvudsakliga verksamhet är emission av finansiella instrument och hedgning av åtaganden med anledning av sådana emissioner	
B.1.3	<i>Stora aktieägare</i>
MSBV kontrolleras ytterst av Morgan Stanley.	
B.1.4	<i>De viktigaste befattningshavarna</i>
H. Hermann, S. Ibanez, P.J.G. de Reus, TMF Management B.V., A Doppenberg	
B.1.5	<i>De lagstadgade revisorernas identitet</i>
Deloitte Accountants B.V.	
B.2	<i>Vad är Emittentens finansiella nyckelinformation?</i>

Informationen avseende åren som slutade den 31 december 2020 och den 31 december 2021 angiven nedan är hämtad från de reviderade finansiella räkenskaperna inkluderad i MSBV:s Årsredovisning för åren som slutade den 31 december 2020 och den 31 december 2021.

Informationen avseende de sex månaderna som slutade den 30 juni 2021 och den 30 juni 2022 angiven nedan är hämtad från de oreviderade finansiella räkenskaperna inkluderad i MSBV:s finansiella delårsrapport för de sex månaderna som slutade den 30 juni 2021 och den 30 juni 2022.

Konsoliderad resultaträkning

I miljoner EUR	2021	2020	Sex månader som slutade den 30 juni 2022 (oreviderad)	Sex månader som slutade den 30 juni 2021 (oreviderad)
Vinst innan inkomstskatt	2,825	4,031	0,847	1,167

Balansräkning

I miljoner EUR	31 december 2021	31 december 2020	Sex månader som slutade den 30 juni 2022 (oreviderad)	Sex månader som slutade den 30 juni 2021 (oreviderad)
Finansiell nettoskuld (långfristig plus kortfristig skuld minus kontanta medel)	9 759	8 392	10 699	9 321
Balanslikviditet (omsättningstillgångar/kortfristiga skulder)	1,009:1	1,012:1	1,008:1	1,009:1
Skuldsättningsgrad (totala skulder/totalt eget kapital)	309:1	285:1	332:1	307:1

Kassaflödesanalys

I miljoner EUR	2021	2020	Sex månader som slutade den 30 juni 2022 (oreviderad)	Sex månader som slutade den 30 juni 2021 (oreviderad)
Kassaflöde från (som används i) verksamhetsaktiviteter, löpande verksamhet	(5,0)	17,5	0,08	(4,954)
Kassaflöde från (som används i) finansieringsaktiviteter, löpande verksamhet	(11,2)	(25,4)	(8,938)	(11,172)
Kassaflöde från (som används i) investeringsaktiviteter, löpande verksamhet	11,2	10,4	8,938	11,172

B.3

Vilka nyckelrisker är specifika för Emittenten?

- Risker relaterade till Emittenten och Garanten**

Samtliga betydande tillgångar för MSBV är åtaganden för (eller värdepapper emitterade av) ett eller flera företag inom Morgan Stanley-Koncernen. Om något av dessa företag inom Morgan Stanley-Koncernen drabbas av förluster avseende någon av dess verksamheter (oavsett om dessa verksamheter är relaterade till MSBV eller inte) kan förmågan hos sådant företag att fullgöra sina åtaganden gentemot MSBV, försämrans och därigenom exponera innehavare av värdepapper emitterade av MSBV mot risk för förlust.

De följande nyckelriskerna påverkar Morgan Stanley, och eftersom Morgan Stanley är det yttersta holdingmoderbolaget för MSBV, påverkar de även MSBV:

- Risker relaterade till Morgan Stanleys finansiella ställning**

Morgan Stanleys verksamhetsresultat kan väsentligen påverkas av marknadsfluktuationer och av globala och ekonomiska händelser och andra faktorer, inklusive förändringar i tillgångsvärdering. Att inneha stora och koncentrerade positioner exponerar Morgan Stanley för stora förluster. Dessa faktorer kan resultera i

förluster för en position eller portfölj som ägs av Morgan Stanley. Morgan Stanleys verksamhetsresultat kan påverkas negativt av COVID-19-pandemin.

Morgan Stanley är exponerat för risken att tredje parter som är skuldsatta till företaget inte kommer uppfylla sina åtaganden, såväl som att ett förfall av en stor finansiell institution negativt kan påverka finansiella marknader. Sådana faktorer ger upphov till risken för förlust som uppstår när en låntagare, motpart eller emittent inte uppfyller sina finansiella åtaganden gentemot Morgan Stanley.

Likviditet är essentiellt för Morgan Stanleys verksamhet och Morgan Stanley förlitar sig på externa källor för att finansiera en betydande del av sin verksamhet. Morgan Stanleys lånekostnader och tillgång till skuldkapitalmarknader är beroende av dess kreditbetyg. Morgan Stanley är ett holdingbolag, har ingen verksamhet och är beroende av dess utdelning, distribution och andra betalningar från dess dotterföretag. Vidare har Morgan Stanleys likviditet och finansiella ställning historiskt varit, och kan i framtiden vara, negativt påverkad av amerikanska och internationella marknader och ekonomiska händelser. Som en följd av det föregående, finns det en risk att Morgan Stanley kan vara oförmöget att finansiera sin verksamhet på grund av förlorad tillgång till kapitalmarknaderna eller svårigheter att avyttra sina tillgångar.

- **Risker relaterade till bedrivandet av Morgan Stanleys verksamhet**

Morgan Stanley är föremål för operationella risker, inklusive misslyckande, avbrott eller annan störning av dess verksamhet eller säkerhetssystem eller de för Morgan Stanleys tredje parter (eller dess tredje parter), vilket negativt kan påverka dess verksamhet eller rykte. En cyberattack, informations- eller säkerhetsavbrott eller teknisk störning kan negativt påverka Morgan Stanleys förmåga att utöva sin verksamhet, hantera sin riskexponering eller resultera i avslöjande eller olaglig användning av konfidentiell eller proprietär information och i övrigt negativt påverka dess verksamhetsresultat, likviditet och finansiella ställning, såväl som orsaka en skada på dess rykte.

Morgan Stanleys riskhanteringsstrategier, modeller och processer kanske inte är till fullo effektiva vad avser lindring av dess riskexponering i alla marknadsmiljöer eller mot alla typer av risk. Vidare kan förväntat utbyte av London Interbank Offered Rate och utbyte eller reformering av andra räntesatser negativt påverka Morgan Stanleys verksamhet, finansiella ställning och verksamhetsresultat.

- **Juridisk, regulatorisk och regelefterlevnadsrisk**

Morgan Stanley är föremål för risker avseende juridiska eller regulatoriska sanktioner, betydande finansiella förluster inklusive böter, straff, domar, skadestånd och/eller förlikning, eller förlust av rykte som det kan lida som ett resultat av dess oförmåga att efterleva lagar, förordningar och regler, relaterade till självregleringsorganisationers standarder och uppförandekoder tillämpliga på dess verksamhet. Morgan Stanley är även föremål för kontraktuell och kommersiell risk, såsom risken att en motparts prestationsåtaganden inte kommer vara möjliga att verkställa. Vidare är Morgan Stanley föremål för regler och förordningar för att motverka penningtvätt, korruption och terroristfinansiering.

- **Andra risker relaterade till Morgan Stanleys verksamhet**

Morgan Stanley möter stark konkurrens från andra bolag som erbjuder finansiella tjänster, vilket kan leda till prissättningspress som kan påverka dess avkastning och lönsamhet betydande negativt. Vidare kan automatiserade handelsplatser negativt påverka Morgan Stanleys verksamhet och kan öka konkurrensen.

Morgan Stanley är föremål för åtskilliga politiska, legala, skatterättsliga, franchise och andra risker som ett resultat av dess internationella verksamhet (inklusive risker avseende nationalisering, expropriation, priskontroller, kapitalkontroller, börskontroller, ökad beskattning och avgifter samt andra restriktiva myndighetsåtgärder, såväl som utbrott av fientlighet eller politiskt och myndighetsrelaterad instabilitet) vilken negativt kan påverka dess verksamhet på många sätt. Storbritanniens utträde ur EU kan negativt påverka Morgan Stanley.

Morgan Stanley kan vara oförmöget att till fullo fånga det förväntade värdet från avyttringar, joint ventures, minoritetsposter eller strategiska allianser.

Tillämpligheten av regulatoriska krav och strategier i USA eller andra jurisdiktioner för att främja en ordnad upplösning av stora finansiella institutioner kan utgöra en större risk för förlust för Morgan Stanleys Värdepappersinnehavare och för Morgan Stanley för andra restriktioner.

C. NYCKELINFORMATION OM VÄRDEPAPPERN

C.1	Vilka är Värdepapperens viktigaste egenskaper?
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C.1.1	<i>Typ, klass och ISIN</i>
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Infoga huruvida Värdepapperen emitteras i form av Obligationer eller Certifikat

Värdepapperen är emitterade i dematerialiserad och icke-certifierad kontobaserad form hos en nordisk central värdepappersförvarare ("**Nordiska Värdepapper**"). Värdepapperens ISIN är SE0019761818.

Värdepapperen är inte Värdepapper avseende vilka fysisk avveckling kan tillämpas för eller kan välja att tillämpas för ("**Kontant Avvecklade Värdepapper**").

Inlösenbelopp som ska betalas avseende Värdepapperen är relaterade till värdet på eller utvecklingen för ett aktieindex ("**Värdepapper med Aktierelaterad Inlösen**").

C.1.2 Valuta, denominering, parvärde, antal Värdepapper som emitteras och löptid

Den angivna valutan för Värdepapperen är svenska kronor (SEK). Den angivna valören för Värdepapperen är SEK 20 000, det sammanlagda nominella beloppet är upp till SEK 200 000 000 och emissionskursen per Värdepapper är 94,25 procent av par. Värdepapperen kommer att emitteras den 6 april 2023 och är planerade att förfalla den 6 april 2029. Värdepapperen kan lösas in i förtid om en händelse för förtida inlösen inträffar.

C.1.3 Rättigheter förknippade med Värdepapperen

Värdepapperen är inte vanliga skuldvärdepapper och inlösenbeloppet är relaterat till utvecklingen för det index som identifieras som Relevant Underliggande Tillgång.

Relevant Underliggande Tillgång: MSCI WORLD HEALTH CARE SELECT ESG TOP 50 Decrement 3.5% EUR (Bloomberg Code MXWOHCE3 Index)

FÖRSTÄRKT INLÖSEN (PLATÅ 1)

Värdepapperen kommer att lösas in på Förfallodagen till ett belopp per Beräkningsbelopp motsvarande Beräkningsbeloppet minus det Slutliga Nedsidesbeloppet plus det Slutliga Uppsidesbeloppet.

DEFINIERADE TERMER

Slutligt Nedsidesbelopp betyder, om det Slutliga Referensvärdet är lika med eller större än Barriären, 0, annars ett belopp beräknat som produkten av Beräkningsbeloppet och 1 minus det Slutliga Referensvärdet dividerat med det Initiala Referensvärdet;

Slutligt Uppsidesbelopp betyder ett tal beräknat som produkten av par och [Deltagandegraden multiplicerat med det mindre av den Angivna Procentsatsen, eller det större av 0 eller (den Slutliga Genomsnittsnivån Initialt Referensvärde dividerat med Initialt Referensvärde) plus det större av 0 eller (den Slutliga Genomsnittsnivån minus Initialt Referensvärde dividerat med Initialt Referensvärde) minus Deltagandegraden multiplicerat med 20 procent].

Definierade termer:

Barriär betyder 75% av Initialt Referensvärde;

Slutligt Referensvärde betyder Värdet för den Relevant Underliggande Tillgången per Fastställsedagen;

Slutlig Genomsnittsnivå betyder det aritmetiska genomsnittet av stängningsnivåerna på Genomsnittsdagarna;

Genomsnittsdagar betyder 24 mars 2028, 24 april 2028, 24 maj 2028, 26 juni 2028, 24 juli 2028, 24 augusti 2028, 25 september 2028, 24 oktober 2028, 24 november 2028, 27 december 2028, 24 januari 2029, 26 februari 2029 och 26 mars 2029;

Initialt Referensvärde är Värdet för Relevant Underliggande Tillgång per Fastställsedagen för Initialt Referensvärde;

Fastställsedag för Initialt Referensvärde den 24 mars 2023;

Deltagandegraden kommer att vara en procentsats, inte lägre än 320% fastställd av Fastställseagenten vid slutet av erbjudandeperioden i enlighet med marknadsförhållandena vid sådan tidpunkt och som ska meddelas Värdepappersinnehavarna därefter genom publicering på <https://www.strivo.se>;

Angiven Procentsats (Slutligt Uppsidesbelopp) är 20%.

VILLKOR FÖR FASTSTÄLLANDE AV VÄRDE

För fastställande av Initialt Referensvärde, Slutligt Referensvärde:

Fastställseagenten kommer fastställa värdet för den Relevanta Underliggande per tidpunkten vid vilken den officiella stängningsnivån för Index beräknas och publiceras av Indexsponsorn.

Avbrottshändelser: De följande avbrottshändelserna är tillämpliga avseende den Relevanta Underliggande: Förändring i Lag, Hedgningsavbrott och Ökad Kostnad för Hedgning.

Avbrottshändelser kan påverka den Relevanta Underliggande och kan leda till justeringar och/eller förtida inlösen av Värdepapperen. Fastställelseagenten ska fastställa huruvida Värdepapperen eller några börser eller priskällor påverkas av sådana händelser på en relevant dag för värdering och kan komma att göra justeringar i Värdepapperen eller vidta andra lämpliga åtgärder, för att beakta relevanta justeringar eller händelse avseende den Relevanta Underliggande. Dessutom, under vissa omständigheter, kan Emittenten lösa in eller avsluta Värdepapperen i förtid efter varje sådan händelse. I sådant fall, avseende varje Värdepapper, kommer Emittenten att erlægga ett belopp (vilket belopp kan, under visa omständigheter, vara det rimliga marknadsvärdet för Värdepapperen vilket kan vara mindre än det nominella värdet eller värdet angivet därpå).

Skatteinlösen: Värdepapperen kan lösas in i förtid av skatteskal vid ett belopp (fastställt av Fastställelseagenten, agerandes i god tro och på ett kommersiellt försvarbart sätt) motsvarande det rimliga marknadsvärdet för sådant Värdepapper på sådan dag så som utvald av Fastställelseagenten i god tro och på ett kommersiellt försvarbart sätt.

Uppsägningsgrundande Händelser: Om en Uppsägningsgrundande Händelse inträffar, kan Värdepapperen lösas in före dessas Förfalldag till Inlösenbeloppet vid Förtida Inlösen om Värdepappersinnehavare representerande inte mindre än 25% av det sammanlagda kapitalbeloppet för Värdepapperen ger skriftligt meddelande till Emittenten med förklaring att Värdepapperen är omedelbart förfallna till betalning.

Uppsägningsgrundande Händelser tillämpliga på Värdepapperen är som följer:

- (1) utebliven betalning av något belopp av kapital (inom 30 dagar från förfalldagen) eller något belopp av ränta (inom 30 dagar från förfalldagen) avseende Värdepapperen; och
- (2) Emittenten blir insolvent eller oförmögen att betala sina skulder när dessa förfaller, eller en förvaltare eller likvidator utsedd avseende Emittenten, eller helheten av eller en betydande del av dess företag, tillgångar eller intäkter (förutom när det gäller för att genomföra eller som ett led i genomförandet av en sammanslagning, rekonstruktion eller omorganisering medan den är solvent) eller Emittenten vidtar någon åtgärd för att ingå ett ackord med eller till förmån för sina borgenärer i allmänhet, eller en order ges eller ett effektivt beslut fattas om att Emittenten ska upplösas, likvideras eller upplösas (förutom när det gäller för att genomföra eller som ett led i genomförandet av en sammanslagning, rekonstruktion eller omorganisering medan den är solvent) och sådan order ges eller ett effektivt beslut är fortsatt i kraft och har inte upphävts, återkallats eller åsidosatts under 60 dagar efter det datum då sådan order gavs eller effektivt beslut fattades.

Förtida Inlösenbelopp: Det Förtida Inlösenbeloppet kommer fastställas av Fastställelseagenten som det belopp som en kvalificerad finansiell institution (som är en finansiell institution organiserad under lagarna i någon av följande jurisdiktioner: USA, Europeiska Unionen eller Japan och som uppfyller vissa kreditvärderingskriterier, som Fastställelseagenten utser för detta ändamål vid tidpunkten när det Förtida Inlösenbeloppet ska fastställas) skulle ta ut för att överta samtliga av Emittentens åtaganden under Värdepapperen eller att ikläda sig förpliktelser som skulle få effekten att bevara den ekonomiska motsvarigheten av varje betalning av Emittenten till Värdepappersinnehavarna avseende Värdepapperen.

Tillämplig rätt: Värdepapperen kommer vara underkastade engelsk rätt.

Begränsning av rättigheterna

Preskription. Anspråk på kapitalbelopp och ränta vid inlösen avseende Värdepapperen ska bli ogiltiga, såvida inte de görs, beträffande kapitalbelopp, inom en period om 10 år från förfalldagen för betalning och, beträffande anspråk på ränta, görs inom tre år från förfalldagen för betalning.

C.1.4	<i>Värdepapperens rangordning i Emittentens kapitalstruktur vid insolvens</i>
Värdepapperen utgör direkta och generella förpliktelser för Emittenten och rangordnas lika sinsemellan (<i>pari passu</i>).	
C.1.5	<i>Begränsningar av Värdepapperens fria överlåtbarhet</i>
Ränta i Värdepapperen kommer att överföras i enlighet med det relevanta clearingsystemets förfaranden och förordningar, med förbehåll för restriktioner i försäljningen av Värdepapperen till vissa jurisdiktioner. Värdepapperen kan inte erbjudas eller säljas i USA eller till Amerikanska Personer, och kan inte heller innehas i USA eller av någon Amerikansk Person, vid någon tidpunkt. Värdepapperen får inte köpas eller innehas av, eller köpas med tillgångar av, någon förmånsplan för anställda som är föremål för <i>Title I United States Employee Retirement Income Security Act of 1974</i> , så som förändrad (" ERISA "), något individuellt pensionskonto eller pensionsplan som är föremål för <i>Section 4975 i United States Internal Revenue Code of 1986</i> eller någon enhet vars underliggande tillgångar inkluderar "plantillgångar" enligt innebörden av <i>Section 3(42)</i> i ERISA pga. något sådant konto för förmånsplan för anställda eller investeringsplan däri.	
C.2	<i>Var kommer Värdepapperen att handlas?</i>

Ansökan förväntas göras av Emittenten (eller å dess vägnar) för att ta upp Värdepapperen till handel på den reglerade marknaden hos Luxembourg Stock Exchange.

C.3 *Omfattas Värdepapperen av en garanti?*

C.3.1 *Garantins art och omfattning*

Betalningsförpliktelseerna för MSBV avseende Värdepapperen är ovillkorligen och oåterkalleligen garanterade av Morgan Stanley ("**Garanten**" eller "**Morgan Stanley**") i enlighet med en garanti daterad den 15 juli 2022 ("**Garantin**"), vilken är underkastad New York-rätt. Garantens förpliktelser under Garantin utgör direkta, generella och icke säkerställda förpliktelser för Garanten som kommer rangordnas utan företräde sinsemellan och lika med alla andra utestående, icke säkerställda och icke efterställda förpliktelser för Garanten, nutida och framtida, men i händelse av konkurs, endast i den utsträckning som tillåts enligt lagar som påverkar borgenärers rättigheter.

C.3.2 *Kort beskrivning av Garanten*

Morgan Stanley är bildat i och har sitt säte i USA. Dess identifieringskod för juridiska personer (LEI) är IGJSJL3JD5P30I6NJZ34. Emittenten är ett finansiellt holdingbolag och är reglerat av The Board of Governors of the Federal Reserve System i enlighet med the Bank Holding Company Act av 1956, så som ändrad.

C.3.3 *Garantens finansiella nyckelinformation*

Den följande utvalda finansiella nyckelinformationen hänförlig till Morgan Stanley är hämtad från Morgan Stanleys Årsrapport på Form 10-K för året som slutade den 31 december 2021 och Morgan Stanleys Kvartalsrapport på Form 10-Q för kvartalet som slutade den 30 september 2022. Informationen avseende niomånadersperioden som slutade den 30 september 2022 angiven nedan är hämtad från de oreviderade finansiella räkenskaper som inkluderat i Morgan Stanleys Kvartalsrapport på Form 10-Q för kvartalet som slutade den 30 september 2022:

Konsoliderad resultaträkning

I miljoner USD	2021	2020	Nio månader som slutade den 30 september 2022 (oreviderad)	Nio månader som slutade den 30 september 2021 (oreviderad)
<i>Intäkter före inkomstskatt</i>	19 668	14 418	5 967	8 842

Balansräkning

I miljoner USD	31 december 2021	31 december 2020	Nio månader som slutade den 30 september 2022 (oreviderad)	Nio månader som slutade den 30 september 2021 (oreviderad)
<i>Lån</i>	233 127	217 079	160 769	229 762

Kassaflödesanalys

I miljoner USD	2021	2020	Nio månader som slutade den 30 september 2022 (oreviderad)	Nio månader som slutade den 30 september 2021 (oreviderad)
<i>Kassaflöde från (som används i) verksamhetsaktiviteter, löpande verksamhet</i>	33 971	(25 231)	7 599	33 622
<i>Kassaflöde från (som används i) finansieringsaktiviteter, löpande verksamhet</i>	41 547	83 784	(3 261)	21 832
<i>Kassaflöde från (som används i) investeringsaktiviteter, löpande verksamhet</i>	(49 897)	(37 898)	(12 530)	(34 591)

C.3.4 *De mest väsentliga riskfaktorerna som hänför sig till Garanten*

De mest väsentliga riskfaktorerna som hänför sig till Morgan Stanley finns angivna i avsnitt B.3 "Vilka nyckelrisker är specifika för Emittenten?" ovan.

C.4 *Vilka nyckelrisker är specifika för Värdepapperen?*

- Värdepapperen är inte insättningar eller sparkonton och är inte försäkrade av vare sig det amerikanska bolaget för insättningsförsäkring (U.S. Federal deposit insurance corporation) UK Financial Services (Compensation Scheme) eller något annat regeringsorgan eller -funktion eller insättningsskyddsarrangemang någonstans. Värdepapperen utgör inte heller något åtagande för, och garanteras inte heller, av någon bank.
- Villkoren för vissa Värdepapper kan skilja sig från de för vanliga skuldinstrument eftersom Värdepapperen kanske inte betalar ränta och, vid förfallodagen, beroende på utvecklingen för den Relevanta Underliggande Tillgången, kan återbetala mindre än det investerade beloppet eller ingenting, eller kan återbetala tillgångar eller värdepapper från en emittent som inte är förknippad med Emittenten, vars värde kan vara mindre än det investerade beloppet.
- En Emittent kan justera villkoren för Värdepapperen, Garantin och *deed of covenant* daterad den 17 juli 2013 (så som justerad eller förändrad från en tid till en annan) avseende, bl.a., Värdepapperen utan Värdepappersinnehavarens samtycke om, enligt dess uppfattning, sådana justeringar som inte är betydande till nackdel för Värdepappersinnehavare.
- Värdepapperen marknadskurs kan vara mycket volatilt. Vidare kan investerare i Värdepapperen få ingen ränta och betalning eller betalning av kapital eller ränta, om tillämpligt, kan inträffa vid en annan tidpunkt eller i en annan valuta än väntat. Den Relevanta Underliggande Tillgången kan vara föremål för betydande fluktuationer som kanske inte korrelerar med förändringar i räntesatser, valutor eller andra index. Tidpunkten för förändringar i en Relevant Underliggande Tillgång kan påverka den faktiska avkastningen till investerare, även om den genomsnittliga nivån överensstämmer med deras förväntningar. Generellt sett, desto större förändring i Relevant Underliggande Tillgång desto större är effekten på avkastningen.
- Det är omöjligt att förutsäga hur nivån på den Relevanta Underliggande Tillgången kommer att variera över tid. Det historiska utvecklingsvärdet (om det finns någon) för den Relevanta Underliggande Tillgången indikerar inte det framtida resultatet för den Relevanta Underliggande Tillgången. Faktorer som volatilitet, fördelningar på den Relevanta Underliggande Tillgången, räntesatser, återstående löptid för Värdepapperen eller växelkurser kommer att påverka priset som investerarna får om en investerare säljer sina Värdepapper före förfallodagen.
- "Referensvärden" är föremål för nyligen genomförda nationella, internationella och andra regleringsreformer, som kan ha en väsentlig påverkan på Värdepapper relaterade till ett "referensvärdes"-index, inklusive i någon av följande omständigheter: (A) (i) vissa "referensvärden" kan avslutas, eller (ii) administratörerna för ett "referensvärde" kanske inte får tillstånd/registrering eller kan inte lita på ett av de system som är tillgängliga för icke-EU-referensvärden. Beroende på det specifika "referensvärdet" och de tillämpliga villkoren för Värdepapperen kan förekomsten av en sådan omständighet leda till att ett sådant referensvärde bedöms ersatt med ett alternativt referensvärde valt av Fastställelseagenten (eller i fall av Värdepapper i US-dollar där "referensvärde" är SOFR, med ett interpolerat referensvärde eller ett referensvärde som har valts av Emittenten, dess utvalda, ett statligt organ (t.ex. Alternative Reference Rates Committee sammankallat av Federal Reserve Board och Federal Reserve Bank of New York) eller ISDA) (eller vilket som helst alternativt för-nominerat index), anpassning till villkoren för Värdepapperen eller förtida inlösen av Värdepapperen. Några av ovanstående konsekvenserna kan ha en väsentlig negativ inverkan på värdet på och avkastningen på sådana Värdepapper.
- Index består av en syntetisk portfölj med andra tillgångar, och dess utveckling kan vara beroende av utvecklingen för sådana tillgångar. Avkastning på Värdepapper speglar inte en direktinvestering i underliggande aktier eller andra tillgångar som ingår i index. En förändring av sammansättningen av index eller nedläggande av ett index kan negativt påverka marknadsvärdet på Värdepapperen. Värdepapperen säljs inte och marknadsförs inte av något index eller av någon sponsor till sådant index. Emittenten och dess närstående är inte ansvariga för åtgärder eller försummelser från sponsorn av ett index, någon information avseende index, utvecklingen för sådant index eller användningen av indexet i samband med Värdepapperen.
- Betalning av inlösenbelopp för Värdepapperen är villkorade av att värdet på eller utvecklingen för den Relevanta Underliggande Tillgången är större än eller lika med ett angivet barriärvärde, och om sådant villkor (ett "barriärvillkor") inte uppfylls, då ska ett lägre belopp förfalla till betalning än vad som annars skulle ha erlagts för Värdepapperen.

D. NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH/ELLER UPPTAGANDET TILL HANDEL PÅ EN REGLERAD MARKNAD	
D.1	<i>På vilka villkor och enligt vilken tidplan kan jag investera i Värdepapperen?</i>
<p>Erbjudandeperioden är perioden från, och inklusive, den 30 januari 2023 till, och inklusive, den 10 mars 2023.</p> <p>Plan för distribution och tilldelning: Värdepapperen erbjuds till icke-professionella investerare i Sverige.</p> <p>Kurssättning: Värdepapperen kommer erbjudas till Emissionskursen, som är 94,25 procent.</p> <p>Indikativa belopp: Om Värdepapperen erbjuds genom ett erbjudande till allmänheten och något särskilt produktvärde inte är fast eller fastställt vid inledningen av Erbjudandeperioden, kommer dessa särskilda produktvärden ange ett indikativt belopp, indikativt minimibelopp, indikativt maxbelopp eller kombination därav. I sådana fall ska de(t) relevanta särskilda produktvärdet(ena) vara värdet fastställt baserat på marknadsförhållanden av Emittenten på eller omkring slutet av Erbjudandeperioden. Meddelande om relevant särskilt produktvärde kommer publiceras på www.strivo.se före Emissionsdagen.</p> <p>Placering och teckningsavtal</p> <p>Namn och adress till koordinatör av det globala erbjudandet: Strivo AB, Stora Badhusgatan 18-20, 411 21 Göteborg, Sverige ("Distributören").</p> <p>Betalningsagent: Skandinaviska Enskilda Banken AB (publ) ("SEB"), Kungsträdgårdsgatan 8, SE-106 40 Stockholm, Sverige.</p> <p>Beräkningsagent: Morgan Stanley & Co. International plc.</p> <p>Fastställelseagent: Morgan Stanley & Co. International plc.</p> <p>Förväntade Kostnader som debiteras investeraren av Emittenten eller erbjudaren</p> <p>Ej tillämpligt. Det finns inga uppskattade kostnader som debiteras investeraren av Emittenten eller den Auktoriserade Erbjudaren.</p>	
D.2	<i>Varför upprättas detta prospekt?</i>
<p>Syfte med erbjudandet, användning av och uppskattade nettointäkter</p> <p>Nettointäkterna från emissionen av Värdepapperens kommer användas av Emittenten för generella bolagsändamål.</p> <p>Teckningsavtal med fast åtagande</p> <p>Erbjudandet av Värdepapperen är inte föremål för ett teckningsavtal med fast åtagande.</p> <p>Intressekonflikter</p> <p>Potentiella intressekonflikter kan finnas mellan investeraren och Fastställelseagenten, som, under villkoren för Värdepapperen, kan göra sådana justeringar för Värdepapperen som den finner lämpliga som en konsekvens av vissa händelser som påverkar det relevanta inflationsindexet och genom att göra så, har rätt att utöva betydande gottfinnande.</p>	