

## **SECOND BASE PROSPECTUS SUPPLEMENT**

**MORGAN STANLEY & CO. INTERNATIONAL plc**

*as issuer*

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

### **PROGRAM FOR THE ISSUANCE OF EXCHANGE TRADED WARRANTS AND CERTIFICATES.**

Morgan Stanley & Co. International plc ("**MSI plc**") (the "**Issuer**") has prepared this Second Base Prospectus Supplement (the "**Second Base Prospectus Supplement**") to supplement and be read in conjunction with the base prospectus dated 30 June 2023 (the "**Base Prospectus**") of MSI plc (in its capacity as Issuer) relating to the Program for the Issuance of Exchange Traded Warrants and Certificates as supplemented by the first supplement to the Base Prospectus dated 5 October 2023 (the "**First Base Prospectus Supplement**").

This Second Base Prospectus Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**"), which is the Luxembourg competent authority for the purpose of Regulation (EU) 2017/ 1129 (the "**Prospectus Regulation**") and relevant implementing measures in Luxembourg, as a prospectus supplement issued in compliance with Article 23(1) of the Prospectus Regulation and relevant implementing measures in Luxembourg.

Unless otherwise defined in this Second Base Prospectus Supplement, terms defined in the Base Prospectus (as supplemented by the First Base Prospectus Supplement) shall have the same meaning when used in this Second Base Prospectus Supplement. To the extent that there is any inconsistency between any statement in this Second Base Prospectus Supplement and any other statement in, or incorporated by reference in, the Base Prospectus (as supplemented by the First Base Prospectus Supplement), the statements in this Second Base Prospectus Supplement will prevail.

The purpose of this Second Base Prospectus Supplement is to:

- (a) disclose the publication by MSI plc of its annual report and financial statements for the year ended 31 December 2023 (the "**MSI plc 2023 Annual Report**") and incorporate by reference certain sections of the MSI plc 2023 Annual Report as set out in "Part A" of this Second Base Prospectus Supplement;
- (b) make certain consequential amendments to the Base Prospectus pursuant to the publication of the MSI plc 2023 Annual Report as set out in "Part B" of this Second Base Prospectus Supplement.

In accordance with Article 23(2) of the Prospectus Regulation, where the prospectus relates to an offer of securities to the public, investors who have already agreed to purchase or subscribe for the Securities before the Second Base Prospectus Supplement is published shall have the right, exercisable within two working days after the publication of this Second Base Prospectus Supplement, to withdraw their acceptances, provided that the significant new factor, material mistake or material inaccuracy referred to in Article 23(1) arose or was noted before the closing of the offer period or the delivery of the Securities, whichever occurs first. The final date within which such right of withdrawal must be exercised is 15 May 2024.

The Issuer confirms the following:

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

The Issuer accepts responsibility for the information contained in this Second Base Prospectus Supplement. To the best of the knowledge and belief of the Issuer (who has taken all reasonable care to ensure that such is the case), the information contained in this document is in accordance with the facts and does not omit anything likely to affect the import of such information.

Any information or documents incorporated by reference into the MSI plc 2023 Annual Report is not incorporated by reference into this Second Base Prospectus Supplement as such information or documents are either not relevant for the investor or covered in another part of this Second Base Prospectus Supplement.

This Second Base Prospectus Supplement and the MSI plc 2023 Annual Report are available for viewing, and copies may be obtained from, the offices of the Issuer at 25 Cabot Square, Canary Wharf, London, E14 4QA.

This Second Base Prospectus Supplement is available on Morgan Stanley's website at <https://etp.morganstanley.com/SE/EN/documentation> and on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

The MSI plc 2023 Annual Report is available on Morgan Stanley's website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=b1d01b6c-bdf4-4aca-90ab-4d6c3bdfca9f> and on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

13 May 2024

**MORGAN STANLEY & CO. INTERNATIONAL plc**

## CONTENTS

	<b>Page</b>
PART A Incorporation by Reference: MSI plc 2023 Annual Report .....	4
PART B Consequential Amendments to the Base Prospectus .....	5

**PART A**  
**INCORPORATION BY REFERENCE: MSI PLC 2023 ANNUAL REPORT**

This Second Base Prospectus Supplement incorporates by reference those sections of the document identified in the cross-reference table below and supplements and must be read in conjunction with the section entitled "Incorporation by Reference" contained on pages 34-38 of the Base Prospectus.

The MSI plc 2023 Annual Report is available on Morgan Stanley's website at <https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=b1d01b6c-bdf4-4aca-90ab-4d6c3bdfca9f> and on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

<b>Document filed</b>		<b>Information incorporated by reference</b>	<b>Page</b>
<b>Morgan Stanley &amp; Co. International plc</b>			
Report and Financial Statements for the year ended 31 December 2023  <a href="https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=b1d01b6c-bdf4-4aca-90ab-4d6c3bdfca9f">https://sp.morganstanley.com/EU/Download/GeneralDocument?documentID=b1d01b6c-bdf4-4aca-90ab-4d6c3bdfca9f</a>	(1)	Independent Auditor's Report	47-55
	(2)	Consolidated Income Statement	56
	(3)	Consolidated Statement of Comprehensive Income	57
	(4)	Consolidated and Company Statement of Changes in Equity	58-59
	(5)	Consolidated and Company Statement of Financial Position	60-61
	(6)	Consolidated Statement of Cash Flows	62
	(7)	Notes to the Consolidated and Company Financial Statements	63-144
	(8)	Appendix to the Financial Statements	145

This Second Base Prospectus Supplement expressly does not incorporate by reference the document and/or information identified in the cross-reference table below.

<b>Document filed</b>		<b>Information not incorporated by reference</b>	<b>Page</b>
<b>Morgan Stanley &amp; Co. International plc</b>			
Report and Financial Statements for the year ended 31 December 2023	(1)	Strategic Report	3-41
	(2)	Directors' Report	42-46

## PART B

### CONSEQUENTIAL AMENDMENTS TO THE BASE PROSPECTUS

The Base Prospectus is hereby amended as follows:

1. On page 219 of the Base Prospectus, item (c) shall be deleted in its entirety and substituted with the following:

"(c) Annual Reports of MSI plc for the financial years ended 31 December 2022 and 31 December 2023;"

2. On pages 219 and 220 of the Base Prospectus, all paragraphs in the Section headed "MSI plc" shall be deleted in their entirety and replaced with the following:

"The role of MSI plc as issuer under the Program was authorised by resolutions of the Board of Directors of MSI plc on 26 March 2015.

Deloitte LLP, Chartered Accountants and Registered Auditors (members of the Institute of Chartered Accountants of England and Wales) of 1 New Street Square, London EC4A 3HQ have audited the financial statements of the Issuer for the years ended 2022 and 2023 and unqualified audit reports have been provided thereon.

There are no governmental, legal or arbitration proceedings (including any such proceedings which are pending or threatened of which MSI plc is aware) during the 12-month period before the date of this Base Prospectus, which may have, or have had in the recent past, significant effects on MSI plc's financial position or profitability.

There has been no material adverse change in the prospects of MSI plc, nor any significant change in the financial performance or financial position of MSI plc since 31 December 2023, the date of the latest published annual audited financial statements of MSI plc.

The following tables set out the selected financial information of MSI plc. Such information is derived from the audited financial statements of MSI plc for the year ended 31 December 2023.

The financial information presented below should be read in conjunction with the financial statements.

<i>Consolidated Statement of Financial Position (in USD millions)</i>	<b>31 Dec 2022</b>	<b>31 Dec 2023</b>
<i>Total assets</i>	560,391	550,050
<i>Total liabilities and equity</i>	560,391	550,050

<i>Consolidated Income Statement (in USD millions)</i>	<b>31 Dec 2022</b>	<b>31 Dec 2023</b>
<i>Net gains from financial instruments at fair value through profit or loss</i>	6,001	5,622
<i>Profit before income tax</i>	1,717	1,288
<i>Profit for the year</i>	1,396	1,049