

**SEVENTH SUPPLEMENT TO THE REGISTRATION
DOCUMENT**

Morgan Stanley

*(incorporated under the laws of the State of Delaware in the United States of
America)*

MORGAN STANLEY & CO. INTERNATIONAL PLC

(incorporated with limited liability in England and Wales)

MORGAN STANLEY B.V.

(incorporated with limited liability in the Netherlands)

and

MORGAN STANLEY FINANCE LLC

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

Morgan Stanley, Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”) and Morgan Stanley Finance LLC (“**MSFL**”) have prepared this seventh supplement to the registration document (the “**Seventh Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 9 December 2022 (as supplemented by the first supplement to the Registration Document dated 19 January 2023, the second supplement to the Registration Document dated 7 March 2023, the third supplement to the Registration Document dated 26 April 2023, the fourth supplement to the Registration Document dated 11 May 2023, the fifth supplement to the Registration Document dated 26 July 2023, and the sixth supplement to the Registration Document dated 10 August 2023, the “**Registration Document**”).

This Seventh Registration Document Supplement has been approved by the Luxembourg Commission de Surveillance du Secteur Financier (the “**CSSF**”) as competent authority under Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), as a supplement to the Registration Document issued in compliance with Article 10(1) and Article 23(1) of the Prospectus Regulation of the Prospectus Regulation for the purposes of providing information concerning certain risk factors with regard to Morgan Stanley, MSI plc, MSBV and MSFL as issuers or obligors in respect of debt or derivative securities.

The CSSF only approves this Seventh Registration Document Supplement as meeting the standard of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and the CSSF gives no undertaking as to the economic and financial soundness of any transaction or the quality or solvency of the issuers. Such approval should not be considered as an endorsement of the issuers that are the subject of this Seventh Registration Document Supplement.

Unless otherwise defined in this Seventh Registration Document Supplement, terms defined in the Registration Document shall have the same meaning when used in this Seventh Registration Document Supplement. To the extent that there is any inconsistency between any statement in, or incorporated by reference in, this Seventh Registration Document Supplement and any other statement in, or incorporated by reference in, the Registration Document, the statements in this Seventh Registration Document Supplement will prevail.

This Seventh Registration Document Supplement constitutes a supplement to and should be read in conjunction with, the Registration Document.

The Registration Document is intended to form part of a prospectus prepared in compliance with the Prospectus Regulation and should be read and construed with this Seventh Registration Document Supplement, and any supplement hereto, together with all documents incorporated by reference into it, the other parts of such relevant

prospectus or, as the case may be, securities note containing disclosure in relation to any issue of debt or derivative securities by any of Morgan Stanley, MSI plc, MSBV or MSFL (or for which any of Morgan Stanley, MSI plc, MSBV or MSFL is an obligor) and, where appropriate, the final terms containing information with respect to such debt or derivative securities. This includes, without limitation: (i) the Regulation S / 144A Program for the Issuance of Notes, Series A and B, Warrants and Certificates pursuant to an offering circular dated 26 June 2023; (ii) the Base Prospectus for Fixed Income Notes under the German Programme for Medium Term Securities dated 24 November 2022; (iii) the French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 22 June 2023; and (iv) the Regulation S Program for the Issuance of Notes and Certificates, Series A and Series B, and Warrants pursuant to a base prospectus dated 14 July 2023.

The purpose of this Seventh Registration Document Supplement is to:

- (a) disclose the publication by MSI plc of its half-yearly financial report for the six months ended 30 June 2023 (the **“MSI plc June 2023 Interim Accounts”**) and incorporate by reference into the Registration Document, as set out in “Part A” of this Seventh Registration Document Supplement;
- (b) disclose the publication by MSBV of its half-yearly financial report for the six months ended 30 June 2023 (the **“MSBV June 2023 Interim Accounts”**) and incorporate by reference into the Registration Document, as set out in “Part A” of this Seventh Registration Document Supplement;
- (c) disclose the publication by MSFL of its half-yearly financial report for the six months ended 30 June 2023 (the **“MSFL June 2023 Interim Accounts”**) and incorporate by reference into the Registration Document, as set out in “Part A” of this Seventh Registration Document Supplement;
- (d) make certain consequential amendments to the *“Description of Morgan Stanley & Co. International PLC”* section in the Registration Document pursuant to the publication of the MSI plc June 2023 Interim Accounts, as set out in “Part B” of this Seventh Registration Document Supplement;
- (e) make certain consequential amendments to the *“Description of Morgan Stanley B.V.”* section in the Registration Document pursuant to the publication of the MSBV June 2023 Interim Accounts, as set out in “Part C” of this Seventh Registration Document Supplement; and
- (f) make certain consequential amendments to the *“Description of Morgan Stanley Finance LLC”* section in the Registration Document pursuant to the publication of the MSBV June 2023 Interim Accounts, as set out in “Part D” of this Seventh Registration Document Supplement.

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

“Responsible Person” means:

- (i) MSI plc with regard to this Seventh Registration Document Supplement which comprises this Seventh Registration Document Supplement with the exception of items 2 and 3 of Part A, Part C and Part D hereto;
- (ii) MSBV with regard to this Seventh Registration Document Supplement which comprises this Seventh Registration Document Supplement with the exception of items 1 and 3 of Part A, Part B and Part D hereto; and
- (iii) MSFL with regard to this Seventh Registration Document Supplement which comprises this Seventh Registration Document Supplement with the exception of items 1 and 2 of Part A, Part B and Part C hereto;

Save as disclosed in this Seventh Registration Document Supplement, no significant new factor, material mistake or material inaccuracy relating to information included in the Registration Document has arisen since the publication of the Sixth Supplement to the Registration Document on 10 August 2023.

Any information or documents incorporated by reference into the MSI plc June 2023 Interim Accounts, the MSBV June 2023 Interim Accounts and the MSFL June 2023 Interim Accounts are not incorporated by reference into this Seventh Registration Document Supplement as such information or documents are either not relevant for the investor in any

securities issued by Morgan Stanley, MSI plc, MSBV or MSFL (as applicable) or are covered in the relevant prospectus or securities in respect of such securities.

This Seventh Registration Document Supplement, and each of the MSI plc June 2023 Interim Accounts, the MSBV June 2023 Interim Accounts and the MSFL June 2023 Interim Accounts are available for viewing, and copies may be obtained from the officers of the Issuers and the Paying Agents, and are also available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents>.

The MSI plc June 2023 Interim Accounts are available on Morgan Stanley's website at https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/pdf/MSIP_Group_Accounts_30_June_2023.pdf and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The MSBV June 2023 Interim Accounts are available on Morgan Stanley's website at <https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/pdf/msbv-interim-30-june-23.pdf> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The MSFL June 2023 Interim Accounts are available on Morgan Stanley's website at <https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/morgan-stanley-finance-llc-interim-financial-report-30-june-2023.pdf> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

5 October 2023

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

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PART A - INCORPORATION BY REFERENCE

This Seventh Registration Document Supplement incorporates by reference each of the MSI plc June 2023 Interim Accounts, the MSBV June 2023 Interim Accounts and the MSFL June 2023 Interim Accounts and supplements the section entitled “*Incorporation by Reference*” contained on pages 20 to 31 of the Registration Document.

The following document and/or information shall be deemed to be incorporated by reference in, and to form part of, the Registration Document:

Documents filed		Information incorporated by reference	Page(s)
1. Morgan Stanley & Co. International plc			
Half-yearly financial report for the six months ended 30 June 2023	(1)	Directors’ responsibility statement	14
https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/pdf/MSIP_Group_Accounts_30_June_2023.pdf	(2)	Independent review report to Morgan Stanley & Co. International plc	15 - 16
	(3)	Condensed consolidated income statement	17
	(4)	Condensed consolidated statement of comprehensive income	18
	(5)	Condensed consolidated statement of changes in equity	19
	(6)	Condensed consolidated statement of financial position	20
	(7)	Condensed consolidated statement of cash flows	21
	(8)	Notes to the condensed consolidated financial statements	22 - 47
2. Morgan Stanley B.V.			
Interim financial report for the six months ended 30 June 2023	(1)	Directors’ responsibility statement	7
https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/pdf/msbv-interim-30-june-23.pdf	(2)	Condensed statement of comprehensive income	8
	(3)	Condensed statement of changes in equity	9
	(4)	Condensed statement of financial position	10
	(5)	Condensed statement of cash flows	11
	(6)	Notes to the condensed financial statements	12 - 36
	(7)	Review report to the shareholders of Morgan Stanley B.V.	37 - 38

3. Morgan Stanley Finance LLC

Interim financial report for the six months ended 30 June 2023

<https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/morgan-stanley-finance-llc-interim-financial-report-30-june-2023.pdf>

Please note that page numbers are in reference to the PDF page numbering.

(1)	Directors' responsibility statement	6
(2)	Statements of financial condition	7
(3)	Statements of comprehensive (loss) income	8
(4)	Statements of cash flows	9
(5)	Statements of changes in member's equity (deficit)	10
(6)	Notes to the interim financial statements	11 - 23
(7)	Glossary of Common Terms and Acronyms	24

Any non-incorporated parts of a document referred to herein, which for the avoidance of doubt are not listed in the cross-reference list above, are either deemed not relevant for an investor or are otherwise covered elsewhere in the Registration Document.

**PART B – AMENDMENTS TO THE ““DESCRIPTION OF MORGAN STANLEY & CO.
INTERNATIONAL PLC” SECTION**

1. Sub-paragraph (e) under the section titled “7. *Legal Proceedings and Contingencies*” as set out on page 59 of the Registration Document, shall be deleted in its entirety and the following substituted therefor:

“(e) the section entitled “Litigation Matters” under the heading “Provisions” in “Notes to the Consolidated Financial Statements” at pages 30-31 of MSI plc’s half-yearly financial report for the period ending 30 June 2023; and”

2. The paragraph headed “*Significant Change*” at page 59 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“There has been no significant change in the financial performance or position of the MSI plc Group since 30 June 2023, the date of the last published interim (unaudited) financial statements of MSI plc.”

PART C - AMENDMENTS TO THE “*DESCRIPTION OF MORGAN STANLEY B.V.*” SECTION

1. The paragraph headed “*Significant Change*” at page 62 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“There has been no significant change in the financial performance or position of MSBV since 30 June 2023, the date of the last published interim (unaudited) financial statements of MSBV.”

PART D – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY FINANCE LLC” SECTION

1. The section titled “4. Management of MSFL”, as set out on page 65 of the Registration Document, shall be deemed to be deleted in its entirety and the following substituted therefor:

“The current managers of MSFL, their offices, if any, within MSFL, and their principal outside activity, if any, are listed below. The business address of each manager is 1585 Broadway, New York, NY 10036.

<i>Name</i>	<i>Title</i>	<i>Principal Outside Activity</i>
<i>Kevin Woodruff</i>	<i>Director</i>	<i>Managing Director of Morgan Stanley</i>
<i>Joshua Schanzer</i>	<i>Director</i>	<i>Executive Director of Morgan Stanley</i>
<i>Larry Wilson</i>	<i>Director</i>	<i>Managing Director of Morgan Stanley</i>

There are no potential conflicts of interest between any duties to MSFL of its managers and their private interests and/or other duties.”

2. The paragraph headed “Significant Change” at page 66 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“There has been no significant change in the financial performance or position of MSFL since 30 June 2023, the date of the last published interim (unaudited) financial statements of MSFL.”