

EIGHTH SUPPLEMENT TO THE BASE PROSPECTUS

Morgan Stanley

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

MORGAN STANLEY & CO. INTERNATIONAL PLC

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

MORGAN STANLEY B.V.

as issuer
(incorporated with limited liability in The Netherlands)

MORGAN STANLEY FINANCE LLC

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

**REGULATION S PROGRAM FOR THE ISSUANCE OF NOTES, SERIES A AND SERIES B, WARRANTS
AND CERTIFICATES**

Morgan Stanley, Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”) and Morgan Stanley Finance LLC (“**MSFL**”, together with Morgan Stanley, MSI plc and MSBV, the “**Issuers**”) and Morgan Stanley, in its capacity as guarantor (in such capacity, the “**Guarantor**”) have prepared this eighth base prospectus supplement (the “**Eighth Base Prospectus Supplement**”) to supplement and be read in conjunction with the base prospectus dated 4 July 2024 of Morgan Stanley, MSI plc, MSBV and MSFL (as supplemented by the first supplement to the Base Prospectus dated 26 July 2024, the second supplement to the Base Prospectus dated 28 August 2024, the third supplement to the Base Prospectus dated 7 October 2024, the fourth supplement to the Base Prospectus dated 23 October 2024, the fifth supplement to the Base Prospectus dated 14 November 2024, the sixth supplement to the Base Prospectus dated 29 January 2025 and the seventh supplement to the Base Prospectus dated 13 March 2025, the “**Base Prospectus**”) relating to the Regulation S Program for the Issuance of Notes, Series A and Series B, Warrants and Certificates.

This Eighth Base Prospectus Supplement has been approved by:

- (i) the Financial Conduct Authority (“**FCA**”) as competent authority under the UK Prospectus Regulation (as defined below). The FCA only approves this Eighth Base Prospectus Supplement as meeting the standards of completeness, comprehensibility and consistency imposed by the Regulation (EU) No 2017/1129 of the European Parliament and of the Council of 14 June 2017 on the prospectus to be published when securities are offered to the public or admitted to trading on a regulated market, as it forms part of the laws of the United Kingdom (the “**UK Prospectus Regulation**”). Such approval by the FCA should not be considered as an endorsement of the Issuer or the quality of the Notes;
- (ii) the Luxembourg Stock Exchange pursuant to the appendices to the Rules and Regulations of the Luxembourg Stock Exchange for the purpose of providing information with regard to the Issuers and the Guarantor for the purpose of listing Notes on the Official List and admitting to trading on the Euro MTF market of the Luxembourg Stock Exchange. The Euro MTF market is not a regulated market for the purposes of Directive 2014/65/EU; and
- (iii) the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) as supplementary listing particulars pursuant to the listing and admission to trading rules of Euronext Dublin for the purpose of providing information with regard to the Issuers and the Guarantor for the purpose of admitting Notes to the Official List of Euronext Dublin and to trading on its Global Exchange Market. The Global Exchange Market is the exchange regulated market of Euronext Dublin and is not a regulated market for the purposes of Directive 2014/65/EU.

Investors should be aware that the prospectus regulation rules of the FCA made under sections 73A and 83A of the Financial Services and Markets Act 2000, as amended from time to time (the “**Prospectus Regulation Rules**”) and the UK Prospectus Regulation apply where the Notes are admitted to trading on a regulated market situated or operating within

the United Kingdom and/or an offer of the Notes is made to the public (within the meaning provided for the purposes of the Prospectus Regulation Rules) in the United Kingdom.

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

The purpose of this Eighth Base Prospectus Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Current Report on Form 8-K dated 11 April 2025 for the quarterly period ended 31 March 2025 (the “**Morgan Stanley April 2025 Form 8-K**”);
- (b) disclose the publication of Morgan Stanley’s Notice of its 2025 Annual Meeting and Proxy Statement dated 4 April 2025 (the “**Morgan Stanley 2025 Proxy Statement**”);
- (c) incorporate the Morgan Stanley April 2025 Form 8-K by reference into the Base Prospectus, as set out in “Part A” of this Eighth Base Prospectus Supplement;
- (d) incorporate the Morgan Stanley 2025 Proxy Statement by reference into the Base Prospectus, as set out in “Part A” of this Eighth Base Prospectus Supplement; and
- (e) make certain consequential amendments to the “*General Information*” section in the Base Prospectus, as set out in “Part B” of this Eighth Base Prospectus Supplement.

In accordance with Article 23.2 of the UK Prospectus Regulation and PRR 3.4.1 of the Prospectus Regulation Rulebook, investors who have agreed to purchase or subscribe for, or have applied to purchase or subscribe for, any Notes prior to the publication of this Eighth Base Prospectus Supplement and where Notes had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, shall have the right, exercisable within two working days following the date of publication of this Eighth Base Prospectus Supplement, to withdraw their acceptances or applications by notice in writing to the relevant Issuer or Manager, as the case may be. The final date within which such right of withdrawal must be exercised is 23 April 2025.

Save as disclosed in this Eighth Base Prospectus Supplement, no significant new factor, material mistake or inaccuracy relating to information included in the Base Prospectus has arisen since the publication of seventh supplement to the Base Prospectus dated 13 March 2025.

Morgan Stanley accepts responsibility for the information contained in this Eighth Base Prospectus Supplement 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 this Eighth Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

Any information or documents which are not incorporated by reference are either not relevant for the investor or covered in another part of this Eighth Base Prospectus Supplement.

This Eighth Base Prospectus Supplement is available for viewing, and copies may be obtained, from the offices of Morgan Stanley, and is available on Morgan Stanley’s website at <https://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The Morgan Stanley April 2025 Form 8-K is available on Morgan Stanley’s website at <https://sp.morganstanley.com/eu/download/prospectus/cac6ba04-3b05-4b0c-a622-6c38e4043e20> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The Morgan Stanley 2025 Proxy Statement is available on Morgan Stanley’s website at <https://sp.morganstanley.com/eu/download/prospectus/3fa7272f-ef4a-46e7-9405-f10db54d3e5f> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

17 April 2025

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

CONTENTS

	Page
PART A – INCORPORATION BY REFERENCE	4
PART B – AMENDMENTS TO THE “<i>GENERAL INFORMATION</i>” SECTION	5

PART A – INCORPORATION BY REFERENCE

This Eighth Base Prospectus Supplement incorporates by reference the Morgan Stanley April 2025 Form 8-K and the Morgan Stanley 2025 Proxy Statement into the Base Prospectus, and the information incorporated by reference must be read in conjunction with the cross-reference table below which supplements the section entitled “*Incorporation by Reference*” contained on pages 88 to 93 of the Base Prospectus.

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

Documents filed	Information incorporated by reference	Page(s) ¹
Morgan Stanley	(1) Results of Operations and Financial Condition	3
Morgan Stanley April 2025 Form 8-K https://sp.morganstanley.com/eu/download/prospectus/cac6ba04-3b05-4b0c-a622-6c38e4043e20	(2) Press release of Morgan Stanley, dated 11 April 2025, containing financial information for the quarter ended 31 March 2025	5 – 15
	(3) Financial Data Supplement of Morgan Stanley for the quarter ended 31 March 2025	16 – 33
Morgan Stanley 2025 Proxy Statement https://sp.morganstanley.com/eu/download/prospectus/3fa7272f-ef4a-46e7-9405-f10db54d3e5f	(1) Overview of Voting Items	6 – 13
	(2) Corporate Governance Matters	14 – 51
	(3) Audit Matters	52 – 56
	(4) Compensation Matters	57 – 105
	(5) Ownership of Our Stock	106 – 109
	(6) Other Company Proposal	110 – 117
	(7) Shareholder Proposal	118 – 122
	(8) Information About the Annual Meeting	123 – 127

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 Base Prospectus.

¹ As portions of the Morgan Stanley April 2025 Form 8-K are unpaginated, the references to page numbers in relation to the Morgan Stanley April 2025 Form 8-K are in reference to the PDF page numbering.

PART B – AMENDMENTS TO THE “*GENERAL INFORMATION*” SECTION

1. Sub-paragraph (g) of the section titled “*General Information*” on page 869 of the Base Prospectus shall be deemed to be deleted in its entirety and the following substituted therefor:

“(g) Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2024, Morgan Stanley’s Current Reports on Form 8-K dated 16 January 2025 and 11 April 2025, and Morgan Stanley’s Proxy Statement dated 4 April 2025;”