

EIGHTH SUPPLEMENT TO THE REGISTRATION DOCUMENT



(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)

MORGAN STANLEY FINANCE LLC

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

and

MORGAN STANLEY EUROPE SE

(incorporated under the laws of Germany)

Morgan Stanley ("**Morgan Stanley**"), Morgan Stanley & Co. International plc ("**MSI plc**"), Morgan Stanley B.V. ("**MSBV**"), Morgan Stanley Finance LLC ("**MSFL**") and Morgan Stanley Europe SE ("**MSESE**") have prepared this eighth supplement to the registration document (the "**Eighth Registration Document Supplement**") to supplement and be read in conjunction with the registration document dated 16 November 2023 (as supplemented by the first supplement to the Registration Document dated 19 January 2024, the second supplement to the Registration Document dated 7 March 2024, the third supplement to the Registration Document dated 22 April 2024, the fourth supplement to the Registration Document dated 15 May 2024, the fifth supplement to the Registration Document dated 27 May 2024, the sixth supplement to the Registration Document dated 25 July 2024 and the seventh supplement to the Registration Document dated 19 August 2024, the "**Registration Document**").

This Eighth 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.

The CSSF only approves this Eighth 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 Eighth Registration Document Supplement.

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

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 Eighth 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, MSFL or MSESE (or for which any of Morgan Stanley, MSI plc, MSBV, MSFL or MSESE 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 2024; (ii) the Base Prospectus for Fixed Income Notes under

the German Programme for Medium Term Securities dated 24 November 2023; (iii) the French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 20 June 2024; 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 12 July 2024.

The purpose of this Eighth Registration Document Supplement is to:

- (a) disclose the publication by MSI plc of its unaudited half-yearly financial report for the six months ended 30 June 2024 (the “**MSI plc June 2024 Interim Accounts**”) and incorporate by reference into the Registration Document, as set out in “Part A” of this Eighth Registration Document Supplement;
- (b) disclose the publication by MSBV of its unaudited half-yearly financial report for the six months ended 30 June 2024 (the “**MSBV June 2024 Interim Accounts**”) and incorporate by reference into the Registration Document, as set out in “Part A” of this Eighth Registration Document Supplement;
- (c) disclose the publication by MSFL of its unaudited half-yearly financial report for the six months ended 30 June 2024 (the “**MSFL June 2024 Interim Accounts**”) and incorporate by reference into the Registration Document, as set out in “Part A” of this Eighth Registration Document Supplement;
- (d) disclose the publication by MSESE of its unaudited half-yearly financial report for the six months ended 30 June 2024 (the “**MSESE June 2024 Interim Accounts**”) and incorporate by reference into the Registration Document, as set out in “Part A” of this Eighth Registration Document Supplement;
- (e) 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 2024 Interim Accounts, as set out in “Part B” of this Eighth Registration Document Supplement;
- (f) 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 2024 Interim Accounts, as set out in “Part C” of this Eighth Registration Document Supplement;
- (g) make certain consequential amendments to the “*Description of Morgan Stanley Finance LLC*” section in the Registration Document pursuant to the publication of the MSFL June 2024 Interim Accounts, as set out in “Part D” of this Eighth Registration Document Supplement; and
- (h) make certain consequential amendments to the “*Description of Morgan Stanley Europe SE*” section in the Registration Document pursuant to the publication of the MSESE June 2024 Interim Accounts, as set out in “Part E” of this Eighth 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 Eighth Registration Document Supplement which comprises this Eighth Registration Document Supplement with the exception of items 2, 3 and 4 of Part A, Part C, Part D and Part E hereto;
- (ii) MSBV with regard to this Eighth Registration Document Supplement which comprises this Eighth Registration Document Supplement with the exception of items 1, 3 and 4 of Part A, Part B, Part D and Part E hereto;
- (iii) MSFL with regard to this Eighth Registration Document Supplement which comprises this Eighth Registration Document Supplement with the exception of items 1, 2 and 4 of Part A, Part B, Part C and Part E hereto; and
- (iv) MSESE with regard to this Eighth Registration Document Supplement which comprises this Eighth Registration Document Supplement with the exception of items 1, 2 and 3 of Part A, Part B, Part C and Part D hereto.

Save as disclosed in this Eighth 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 seventh supplement to the Registration Document dated 19 August 2024.

Any information or documents incorporated by reference into the MSI plc June 2024 Interim Accounts, the MSBV June 2024 Interim Accounts, the MSFL June 2024 Interim Accounts and the MSESE June 2024 Interim Accounts are not

incorporated by reference into this Eighth 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, MSFL or MSESE (as applicable) or are covered in the relevant prospectus or securities in respect of such securities.

This Eighth Registration Document Supplement, and each of the MSI plc June 2024 Interim Accounts, the MSBV June 2024 Interim Accounts, the MSFL June 2024 Interim Accounts and the MSESE June 2024 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 2024 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_2024.pdf and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The MSBV June 2024 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-24.pdf> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The MSFL June 2024 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-2024.pdf> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The MSESE June 2024 Interim Accounts are available on Morgan Stanley's website at https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/pdf/MSESE_Interim_Financial_Statement_June_2024.pdf and on the website of the Luxembourg Stock Exchange at www.luxse.com.

4 October 2024

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

MORGAN STANLEY EUROPE SE

CONTENTS

	Page(s)
PART A – INCORPORATION BY REFERENCE	5 – 6
PART B – AMENDMENTS TO THE “<i>DESCRIPTION OF MORGAN STANLEY & CO. INTERNATIONAL PLC</i>” SECTION	7
PART C – AMENDMENTS TO THE “<i>DESCRIPTION OF MORGAN STANLEY B.V.</i>” SECTION	8
PART D – AMENDMENTS TO THE “<i>DESCRIPTION OF MORGAN STANLEY FINANCE LLC</i>” SECTION	9
PART E – AMENDMENTS TO THE “<i>DESCRIPTION OF MORGAN STANLEY EUROPE SE</i>” SECTION	10

PART A - INCORPORATION BY REFERENCE

This Eighth Registration Document Supplement incorporates by reference each of the MSI plc June 2024 Interim Accounts, the MSBV June 2024 Interim Accounts, the MSFL June 2024 Interim Accounts and the MSESE June 2024 Interim Accounts and supplements the section entitled “*Incorporation by Reference*” contained on pages 22 to 34 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			
MSI plc June 2024 Interim Accounts https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/pdf/MSIP_Group_Accounts_30_June_2024.pdf	(1)	Directors’ responsibility statement	18
	(2)	Independent review report to the members of Morgan Stanley & Co. International plc	19 – 20
	(3)	Condensed consolidated income statement	21
	(4)	Condensed consolidated statement of comprehensive income	22
	(5)	Condensed consolidated statement of changes in equity	23
	(6)	Condensed consolidated statement of financial position	24
	(7)	Condensed consolidated statement of cash flows	25
	(8)	Notes to the condensed consolidated financial statements	26 – 53
2. Morgan Stanley B.V.			
MSBV June 2024 Interim Accounts https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/pdf/msbv-interim-30-june-24.pdf	(1)	Directors’ responsibility statement	7
	(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)	Independent auditor’s review report to the shareholder of Morgan Stanley B.V.	37 – 38 (of the pdf)
3. Morgan Stanley Finance LLC			
MSFL June 2024 Interim Accounts https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/shareholder/morgan-stanley-finance-llc-interim-financial-report-30-june-2024.pdf	(1)	Directors’ responsibility statement	4
	(2)	Statements of financial condition	5
	(3)	Statements of comprehensive loss (unaudited)	6
	(4)	Statements of cash flows (unaudited)	7

(5)	Statements of changes in member's (deficit)/ equity	8
(6)	Notes to the financial statements (unaudited) for the six months ended June 30, 2024 and June 30, 2023	9 – 21
(7)	Glossary of Common Terms and Acronyms	22

4. Morgan Stanley Europe SE

MSESE June 2024 Interim Accounts	(1)	Balance Sheet as at 30 June 2024	4
https://www.morganstanley.com/content/dam/msdotcom/en/about-us-ir/pdf/MSESE Interim Financial Statement June 2024.pdf	(2)	Income Statement for the period from 1 January to 30 June 2024	5
	(3)	Cash Flow Statement for the period from 1 January to 30 June 2024	6
	(4)	Notes	7 – 16

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. Jonathan William Bloomer shall be deemed deleted from the table titled “Directors of MSI plc” under section 4 titled “Management of Morgan Stanley & Co. International plc” set out on pages 59 to 61 of the Registration Document.
2. Section 7 titled “*Legal Proceedings and Contingencies*” as set out on pages 61 to 62 of the Registration Document (as supplemented), shall be deleted in its entirety and the following substituted therefor:

“Save as disclosed in:

- (a) *the paragraphs under the heading “Contingencies” under the heading “Commitments, Guarantees and Contingencies” in “Notes to Consolidated Financial Statements” at pages 123 to 129 and the section entitled “Legal Proceedings” at page 156 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2023;*
- (b) *the paragraphs under the heading “Contingencies” under the heading “Commitments, Guarantees and Contingencies” in “Notes to Consolidated Financial Statements (Unaudited)” at pages 60 to 63 and the section entitled “Legal Proceedings” at page 74 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2024;*
- (c) *the section entitled “Litigation Matters” and the section entitled “Tax Matters” under the heading “Provisions” in “Notes to Consolidated Financial Statements” at pages 89 to 91 of MSI plc’s report and financial statements for the year ended 31 December 2023;*
- (d) *the paragraphs under the heading “Contingencies” under the heading “Commitments, Guarantees and Contingencies” in “Notes to Consolidated Financial Statements (Unaudited)” at pages 65 to 68 and the section entitled “Legal Proceedings” at page 80 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2024; and*
- (e) *the section entitled “Litigation Matters” under the heading “Provisions and contingent liabilities” in “Notes to the condensed consolidated financial statements” at pages 33 to 34 of MSI plc’s half-yearly financial report for the period ending 30 June 2024,*

there are no, nor have there been, any governmental, legal or arbitration proceedings involving MSI plc Group (including any such proceedings which are pending or threatened of which MSI plc Group is aware) during the 12-month period before the date of the Eighth Supplement to the Registration Document which may have, or have had in the recent past, a significant effect on the financial position or profitability of the MSI plc Group.”

3. 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 the MSI plc Group since 30 June 2024, 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 following new sub-paragraph shall be added immediately at the end of the section entitled “Auditors” on page 65 of the Offering Circular:

“Forvis Mazars Accountants N.V. whose registered address is at Watermanweg 80, 3067 GG Rotterdam, the Netherlands have been appointed as the statutory auditor of MSBV for the year ending 31 December 2024.”

2. The paragraph headed “*Significant Change*” at page 65 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 2024, 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 table under the section 4 titled “Management of MSFL” set out on page 68 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“

Name	Title	Principal Outside Activity
Joshua Schanzer	Manager	Executive Director of Morgan Stanley
Kevin Woodruff	President and Manager	Managing Director of Morgan Stanley
Naml Lewis	Manager	Managing Director of Morgan Stanley

”

2. The paragraph headed “*Significant Change*” at page 69 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 2024, the date of the last published interim (unaudited) financial statements of MSFL.”

PART E – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY EUROPE SE” SECTION

1. The paragraph headed “*Significant Change*” at page 74 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 MSESE since 30 June 2024, the date of the last published interim (unaudited) financial statements of MSESE.”