

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 & 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 15 November 2024 (as supplemented by the first supplement to the registration document dated 27 January 2025, the second supplement to the registration document dated 3 March 2025, the third supplement to the registration document dated 4 March 2025, the fourth supplement to the registration document dated 17 April 2025, the fifth supplement to the registration document dated 7 May 2025, the sixth supplement to the registration document dated 25 July 2025 and the seventh supplement to the registration document dated 11 August 2025, 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 2025; (ii) the Base Prospectus for Fixed Income Notes under

the German Programme for Medium Term Securities dated 22 November 2024; (iii) the French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 20 June 2025; 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 11 July 2025.

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 2025 (the “**MSI plc June 2025 Interim Accounts**”);
- (b) disclose the publication by MSBV of its unaudited interim financial report for the six months ended 30 June 2025 (the “**MSBV June 2025 Interim Accounts**”);
- (c) disclose the publication by MSFL of its unaudited interim financial report for the six months ended 30 June 2025 (the “**MSFL June 2025 Interim Accounts**”);
- (d) disclose the publication by MSESE of its unaudited interim financial report for the six months ended 30 June 2025 (the “**MSESE June 2025 Interim Accounts**”);
- (e) incorporate by reference into the Registration Document the MSI plc June 2025 Interim Accounts, MSBV June 2025 Interim Accounts, MSFL June 2025 Interim Accounts and MSESE June 2025 Interim Accounts, as set out in “Part A” of this Eighth Registration Document Supplement;
- (f) 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 2025 Interim Accounts, as set out in “Part B” of this Eighth Registration Document Supplement;
- (g) 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 2025 Interim Accounts, as set out in “Part C” of this Eighth Registration Document Supplement;
- (h) 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 2025 Interim Accounts, as set out in “Part D” of this Eighth Registration Document Supplement;
- (i) 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 2025 Interim Accounts, as set out in “Part E” of this Eighth Registration Document Supplement; and
- (j) make certain other amendments to the “*Description of Morgan Stanley & Co. International plc*”, “*Description of Morgan Stanley Europe SE*” and “*Subsidiaries of Morgan Stanley*” sections in the Registration Document in order to reflect changes to the parent company of MSESE, as set out in “Part B”, “Part E” and “Part F” of this Eighth Registration Document Supplement respectively.

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 is 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 with the exception of items 2, 3 and 4 of Part A, and of Part C, Part D, Part E and Part F hereto;
- (ii) MSBV with regard to this Eighth Registration Document Supplement with the exception of items 1, 3 and 4 of Part A, and of Part B, Part D, Part E and Part F hereto;
- (iii) MSFL with regard to this Eighth Registration Document Supplement with the exception of items 1, 2 and 4 of Part A, and of Part B, Part C, Part E and Part F hereto;
- (iv) MSESE with regard to this Eighth Registration Document Supplement with the exception of items 1, 2 and 3 of Part A, and of Part B, Part C, Part D and Part F hereto; and

- (v) Morgan Stanley with regard to this Eighth Registration Document Supplement with the exception of Part A, Part B, Part C, Part D and Part E 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 on 11 August 2025.

Any information or documents incorporated by reference into the MSI plc June 2025 Interim Accounts, the MSBV June 2025 Interim Accounts, the MSFL June 2025 Interim Accounts and the MSESE June 2025 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 2025 Interim Accounts, the MSBV June 2025 Interim Accounts, the MSFL June 2025 Interim Accounts and the MSESE June 2025 Interim Accounts are available for viewing and copies may be obtained from the offices of the relevant Responsible Person, and are available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

The MSI plc June 2025 Interim Accounts are available on Morgan Stanley's website at <https://sp.morganstanley.com/download/prospectus/63fd44fb-9359-4165-8db5-c8685d48c9d4>.

The MSBV June 2025 Interim Accounts are available on Morgan Stanley's website at <https://sp.morganstanley.com/download/prospectus/a15d6aaa-053b-47d4-b246-384fa233eebd>.

The MSFL June 2025 Interim Accounts are available on Morgan Stanley's website at <https://sp.morganstanley.com/download/prospectus/b2b66ef0-ced7-4848-a85b-cb3392d37542/>.

The MSESE June 2025 Interim Accounts are available on Morgan Stanley's website at <https://sp.morganstanley.com/download/prospectus/731cff0a-9f52-463b-9eb9-2228e1a01b11>.

2 October 2025

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

MORGAN STANLEY EUROPE SE

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PART A – INCORPORATION BY REFERENCE

This Eighth Registration Document Supplement incorporates by reference each of the MSI plc June 2025 Interim Accounts, MSBV June 2025 Interim Accounts, MSFL June 2025 Interim Accounts and MSESE June 2025 Interim Accounts into the Registration Document, and the information incorporated by reference must be read in conjunction with the cross-reference table below which supplements the section titled “*Information Incorporated by Reference*” contained on pages 22 to 35 of the Registration Document.

The following documents 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 2025 Interim Accounts	(1)	Directors’ responsibilities statement	18
https://sp.morganstanley.com/download/prospectus/63fd44fb-9359-4165-8db5-c8685d48c9d4	(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
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	(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 – 56
2. Morgan Stanley B.V.			
MSBV June 2025 Interim Accounts	(1)	Directors’ responsibility statement	7
https://sp.morganstanley.com/download/prospectus/a15d6aaa-053b-47d4-b246-384fa233eebd/	(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 – 39
3. Morgan Stanley Finance LLC			
MSFL June 2025 Interim Accounts	(1)	Directors’ Responsibility Statement	4
https://sp.morganstanley.com/download/pr	(2)	Statements of Financial Condition	5

[ospectus/b2b66ef0-ced7-4848-a85b-cb3392d37542/](https://sp.morganstanley.com/download/prospectus/b2b66ef0-ced7-4848-a85b-cb3392d37542/)

(3)	Statements of Comprehensive Income/ (Loss) (unaudited)	6
(4)	Statements of Cash Flows (unaudited)	7
(5)	Statements of Changes in Member's Deficit	8
(6)	Notes to the Financial Statements (unaudited) for the six months ended June 30, 2025 and June 30, 2024	9 – 21
(7)	Glossary of common terms & acronyms	22

4. Morgan Stanley Europe SE

MSESE June 2025 Interim Accounts

<https://sp.morganstanley.com/download/prospectus/731cff0a-9f52-463b-9eb9-2228e1a01b11/>

(1)	Balance Sheet as at 30 June 2025	4
(2)	Income Statement for the period from 1 January to 30 June 2025	5
(3)	Cash Flow Statement for the period from 1 January to 30 June 2025	6
(4)	Notes	7 – 15

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. In the column titled “*Principal outside activity*” in the table titled “*Directors of MSI plc*” in the section titled “4. MANAGEMENT OF MORGAN STANLEY & CO INTERNATIONAL PLC” on pages 61 to 62 of the Registration Document, all references to the following activity shall be deemed to be deleted in their entirety: *Member of the Supervisory Board of Morgan Stanley Europe Holding SE.*
2. The section titled “7. LEGAL PROCEEDINGS AND CONTINGENCIES” on pages 62 to 63 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“7. LEGAL PROCEEDINGS AND CONTINGENCIES

Save as disclosed in:

- (a) the paragraphs under the heading “*Contingencies*” under the heading “14. Commitments, Guarantees and Contingencies” in “*Notes to Consolidated Financial Statements*” at pages 124 to 127 and the section titled “*Legal Proceedings*” at page 154 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2024;
- (b) the section titled “*Litigation Matters*” and the section titled “*Tax Matters*” under the heading “18. Provisions and Contingent Liabilities” in “*Notes to the Financial Statements*” at pages 93 to 96 of MSI plc’s report and financial statements for the year ended 31 December 2024;
- (c) the paragraphs under the heading “*Contingencies*” under the heading “13. Commitments, Guarantees and Contingencies” in “*Notes to Consolidated Financial Statements (Unaudited)*” at pages 60 to 63 and the section titled “*Legal Proceedings*” at page 75 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2025;
- (d) the paragraphs under the heading “*Contingencies*” under the heading “13. Commitments, Guarantees and Contingencies” in “*Notes to Consolidated Financial Statements (Unaudited)*” at pages 63 to 66 and the section titled “*Legal Proceedings*” at page 78 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 June 2025; and
- (e) the section titled “*Litigation Matters*” under the heading “13. Provisions and contingent liabilities” in “*Notes to the condensed consolidated financial statements*” at pages 34 to 35 of MSI plc’s half-yearly financial report for the six months ending 30 June 2025,

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 Registration Document Supplement 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*” in the section titled “8. ADDITIONAL INFORMATION” on page 63 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“Significant Change

There has been no significant change in the financial performance or financial position of the MSI plc Group since 30 June 2025, the date of the last published interim (unaudited) financial statements of MSI plc.”

PART C – AMENDMENT TO THE “*DESCRIPTION OF MORGAN STANLEY B.V.*” SECTION

1. The paragraph headed “*Significant Change*” in the section titled “8. *ADDITIONAL INFORMATION*” on page 67 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“Significant Change

There has been no significant change in the financial performance or financial position of MSBV since 30 June 2025, 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 paragraph headed “*Significant Change*” in the section titled “8. *ADDITIONAL INFORMATION*” on page 71 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“Significant Change

There has been no significant change in the financial performance or financial position of MSFL since 30 June 2025, the date of the last published interim (unaudited) financial statements of MSFL.”

2. The section titled “7. *LEGAL PROCEEDINGS*” on page 70 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefore:

“7. LEGAL PROCEEDINGS

Save as disclosed in:

- (a) the section titled “*Legal*” under the heading “8. *Contingencies*” at page 22 of MSFL’s annual financial report for the year ending 31 December 2024; and
- (b) the section titled “*Legal*” under the heading “8. *Commitments*” at page 20 of MSFL’s interim financial report for the six months ending 30 June 2025,

there are no governmental, legal or arbitration proceedings involving MSFL (including any such proceedings which are pending or threatened of which MSFL is aware) during the 12-month period before the date of the Eighth Registration Document Supplement which may have, or have had in the recent past, a significant effect on the financial position or profitability of MSFL.”

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

1. In the section titled “3. *ORGANISATIONAL STRUCTURE*” on page 73 of the Registration Document, the words “*Morgan Stanley Europe Holding SE is the sole shareholder of MSESE*” shall be deemed to be deleted in their entirety and the following substituted therefor:

“Morgan Stanley International Limited is the sole shareholder of MSESE”

2. In the column titled “*Principal outside activity*” in the table titled “*Management Board of MSESE*” in the section titled “4. *MANAGEMENT OF MSESE*” on pages 73 to 74 of the Registration Document, all references to the following activities shall be deemed to be deleted in their entirety: *Chair of the Management Board of Morgan Stanley Europe Holding SE, Member of the Management Board of Morgan Stanley Europe Holding SE, Chair of the Supervisory Board of Morgan Stanley Europe Holding SE and Member of the Supervisory Board of Morgan Stanley Europe Holding SE.*
3. In the section titled “6. *MAJOR SHAREHOLDERS*” on page 75 of the Registration Document, the words “*MSESE's parent company is Morgan Stanley Europe Holding SE*” shall be deemed to be deleted in their entirety and the following substituted therefor:

“MSESE's parent company is Morgan Stanley International Limited”

4. The paragraph headed “*Significant Change*” in the section titled “8. *ADDITIONAL INFORMATION*” on page 76 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“**Significant Change**”

There has been no significant change in the financial performance or financial position of MSESE since 30 June 2025, the date of the last published interim (unaudited) financial statements of MSESE.”

5. In the paragraph headed “*Capital Structure*” in the section titled “8. *ADDITIONAL INFORMATION*” on page 76 of the Registration Document, the words “*Morgan Stanley Europe Holding SE is the sole shareholder of MSESE*” shall be deemed to be deleted in their entirety and the following substituted therefor:

“Morgan Stanley International Limited is the sole shareholder of MSESE”

PART F – AMENDMENT TO THE “*SUBSIDIARIES OF MORGAN STANLEY*” SECTION

1. The section titled “*SUBSIDIARIES OF MORGAN STANLEY*” on page 78 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

**“SUBSIDIARIES OF MORGAN STANLEY”
AS OF 2 OCTOBER 2025**

*Pursuant to Item 601(b)(21)(ii) of Regulation S-K, the names of certain other subsidiaries of Morgan Stanley are omitted because, considered in the aggregate as a single subsidiary, they would not constitute a "significant subsidiary" as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934.

Company	Jurisdiction of Incorporation or Formation
Morgan Stanley	United States
Morgan Stanley Capital Management, LLC	United States
Morgan Stanley & Co. LLC	United States
Morgan Stanley Bank, N.A.	United States
Morgan Stanley Domestic Holdings, Inc.	United States
Morgan Stanley Capital Group Inc.	United States
Morgan Stanley Capital Services LLC	United States
Morgan Stanley Investment Management Inc.	United States
Morgan Stanley Private Bank, National Association	United States
Morgan Stanley Smith Barney LLC	United States
Morgan Stanley Finance LLC	United States
Morgan Stanley Holdings LLC	United States
Morgan Stanley International Holdings Inc.	United States
Morgan Stanley Japan Holdings Co., Ltd.	Japan
Morgan Stanley MUFG Securities Co., Ltd.	Japan
Morgan Stanley International Limited	United Kingdom
Morgan Stanley Europe SE	Germany
Morgan Stanley Bank AG	Germany
Morgan Stanley Investments (UK)	United Kingdom
Morgan Stanley & Co. International plc	United Kingdom
Morgan Stanley Investment Management Limited	United Kingdom”