

TENTH 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)

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 tenth supplement to the registration document (the “**Tenth 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, the seventh supplement to the Registration Document dated 19 August 2024, the eighth supplement to the Registration Document dated 4 October 2024 and the ninth supplement to the Registration Document dated 23 October 2024, the “**Registration Document**”).

This Tenth 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 Tenth 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 Tenth Registration Document Supplement.

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

- (a) disclose the publication by Morgan Stanley of its Quarterly Report on Form 10-Q dated 4 November 2024 for the quarterly period ended 30 September 2024 (the “**Morgan Stanley November 2024 Form 10-Q**”);
- (b) incorporate the Morgan Stanley November 2024 Form 10-Q by reference into the Registration Document, as set out in “Part A” of this Tenth Registration Document Supplement;
- (c) make certain consequential amendments to the “*Information incorporated by Reference*” section in the Registration Document pursuant to the publication of the Morgan Stanley November 2024 Form 10-Q as set out in “Part B” of this Tenth Registration Document Supplement;
- (d) make certain consequential amendments to the “*Description of Morgan Stanley*” section in the Registration Document pursuant to the publication of the Morgan Stanley November 2024 Form 10-Q as set out in “Part C” of this Tenth 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 Morgan Stanley November 2024 Form 10-Q as set out in “Part D” of this Tenth Registration Document; and
- (f) make certain consequential amendments to the “*Description of Morgan Stanley Europe SE*” section in the Registration Document pursuant to the publication of the Morgan Stanley November 2024 Form 10-Q as set out in “Part E” of this Tenth 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 is in accordance with the facts and does not omit anything likely to affect the import of such information.

“**Responsible Person**” means:

- (i) Morgan Stanley with regard to this Tenth Registration Document Supplement which comprises this Tenth Registration Document Supplement;
- (ii) MSI plc with regard to this Tenth Registration Document Supplement which comprises this Tenth Registration Document Supplement with the exception of Part A, Part B, Part C and Part E hereto; and
- (iii) MSESE with regard to this Tenth Registration Document Supplement which comprises this Tenth Registration Document Supplement with the exception of Part A, Part B, Part C and Part D hereto.

Save as disclosed in this Tenth 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 ninth supplement to the Registration Document dated 23 October 2024.

This Tenth Registration Document Supplement 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 November 2024 Form 10-Q is available on Morgan Stanley's website at <https://sp.morganstanley.com/eu/download/prospectus/8c57efd1-ece9-48cd-9c9e-3cdf8f0b86e5> and on the website of the Luxembourg Stock Exchange at www.luxse.com.

14 November 2024

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

MORGAN STANLEY EUROPE SE

CONTENTS

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

PART A – INCORPORATION BY REFERENCE

This Tenth Registration Document Supplement incorporates by reference the Morgan Stanley November 2024 Form 10-Q 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 entitled “*Information Incorporated by Reference*” contained on pages 22 to 35 of the Registration Document.

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

Document filed	Information incorporated by reference	Page(s)
Morgan Stanley	(1) Management’s Discussion and Analysis of Financial Condition and Results of Operations	4 – 28
Morgan Stanley November 2024 Form 10-Q	(2) Quantitative and Qualitative Disclosures about Risk	29 – 38
https://sp.morganstanley.com/eu/download/prospectus/8c57efd1-ece9-48cd-9c9e-3cdf8f0b86e5	(3) Report of Independent Registered Public Accounting Firm	39
	(4) Consolidated Financial Statements and Notes	40
	(i) Consolidated Income Statement (Unaudited)	40
	(ii) Consolidated Comprehensive Income Statement (Unaudited)	40
	(iii) Consolidated Balance Sheet (Unaudited at September 30, 2024)	41
	(iv) Consolidated Statement of Changes in Total Equity (Unaudited)	42
	(v) Consolidated Cash Flow Statement (Unaudited)	43
	(vi) Notes to Consolidated Financial Statements (Unaudited)	44 – 78
	(5) Financial Data Supplement (Unaudited)	79
	(6) Glossary of Common Terms and Acronyms	80
	(7) Controls and Procedures	81
	(8) Legal Proceedings	81
	(9) Unregistered Sales of Equity Securities and Use of Proceeds	81
	(10) Other Information	81
	(11) Signatures	81

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 “INFORMATION INCORPORATED BY REFERENCE”
SECTION**

1. The paragraph beginning “*Morgan Stanley’s Quarterly Report*” at page 35 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2024 (at page 23), incorporated by reference, includes details of the long-term and short-term credit ratings assigned to Morgan Stanley by DBRS, Inc. (“DBRS”), Fitch Ratings, Inc. (“Fitch”), Moody’s, Rating and Investment Information, Inc. (“R&I”) and Standard & Poor’s Global Ratings (“S&P”). MSI plc’s Annual Report for the year ended 31 December 2023 (at page 5), incorporated by reference, includes details of the long-term and short-term credit ratings assigned to MSI plc by Moody’s and S&P. MSFL’s Annual Report for the year ended 31 December 2023 (at page 3), incorporated by reference, includes details of the long-term credit rating assigned to MSFL by S&P.”

**PART C – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY”
SECTION**

1. The sub-section titled “7. *LEGAL PROCEEDINGS AND CONTINGENCIES*” set out on page 54 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 125 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 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*
- (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 66 and the section entitled “Legal Proceedings” at page 81 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2024,*

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

2. The paragraph headed “*Significant Change*” of section 8 entitled “*ADDITIONAL INFORMATION*” on page 55 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“There has been no significant change in the financial performance or financial position of Morgan Stanley since 30 September 2024 (the date of the latest published interim (unaudited) financial statements of Morgan Stanley).”

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

1. The sub-section titled “7. *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;*
- (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; and*
- (f) the paragraphs under the heading “Contingencies” under the heading “Commitments, Guarantees and Contingencies” in “Notes to Consolidated Financial Statements (Unaudited)” at pages 65 to 66 and the section entitled “Legal Proceedings” at page 81 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 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 tenth supplement to this 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.”

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

1. The sub-section titled “7. *LEGAL PROCEEDINGS*” as set out on pages 73 to 74 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) MSESE’s financial statements and management report 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 paragraphs under the heading “Contingencies” under the heading “Commitments, Guarantees and Contingencies” in “Notes to Consolidated Financial Statements (Unaudited)” at pages 65 to 66 and the section entitled “Legal Proceedings” at page 81 of Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2024,*

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