PROHIBITION OF SALES TO UK RETAIL INVESTORS:

THE SECURITIES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE UNITED KINGDOM (THE "**UK**"). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

(A) A RETAIL CLIENT AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("**EUWA**");

(B) A CUSTOMER WITHIN THE MEANING OF THE PROVISIONS OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("**FSMA**") AND ANY RULES OR REGULATIONS MADE UNDER THE FSMA TO IMPLEMENT DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN THE EUWA; OR

(C) NOT A QUALIFIED INVESTOR AS DEFINED IN ARTICLE 2 OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN THE EUWA.

CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN THE EUWA (THE "**UK PRIIPS REGULATION**") FOR OFFERING OR SELLING THE SECURITIES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE UK HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE SECURITIES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE UK MAY BE UNLAWFUL UNDER THE UK PRIIPS REGULATION.

MIFID II PRODUCT GOVERNANCE/ RETAIL INVESTORS/ PROFESSIONAL INVESTORS AND ECPS TARGET MARKET:

SOLELY FOR THE PURPOSES OF THE MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES HAS LED TO THE CONCLUSION THAT:

(A) THE TARGET MARKET FOR THE SECURITIES IS ELIGIBLE COUNTERPARTIES, PROFESSIONAL CLIENTS AND RETAIL CLIENTS, EACH AS DEFINED IN DIRECTIVE 2014/65/EU (AS AMENDED, "**MIFID II**") MIFID II; AND

(B) ALL CHANNELS FOR DISTRIBUTION TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE; AND

(C) THE FOLLOWING CHANNELS FOR DISTRIBUTION OF THE SECURITIES TO RETAIL CLIENTS ARE APPROPRIATE – INVESTMENT ADVICE, PORTFOLIO MANAGEMENT, AND NON-ADVISED SALES AND PURE EXECUTION SERVICES, SUBJECT TO THE DISTRIBUTER'S SUITABILITY AND APPROPRIATENESS OBLIGATIONS UNDER MIFID II, AS APPLICABLE.

ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE SECURITIES (A "**DISTRIBUTOR**") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURER'S TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES (BY EITHER ADOPTING OR REFINING THE MANUFACTURER'S TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

UK MIFIR PRODUCT GOVERNANCE/ RETAIL INVESTORS/ PROFESSIONAL INVESTORS AND ECPS TARGET MARKET:

SOLELY FOR THE PURPOSES OF THE MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES HAS LED TO THE CONCLUSION THAT:

(A) THE TARGET MARKET FOR THE SECURITIES IS RETAIL CLIENTS, AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("**EUWA**"), AND ELIGIBLE COUNTERPARTIES, AS DEFINED IN THE FCA HANDBOOK CONDUCT OF BUSINESS SOURCEBOOK ("**COBS**"), AND PROFESSIONAL CLIENTS, AS DEFINED IN REGULATION (EU) NO

600/2014 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN THE EUWA ("**UK MIFIR**"); AND

(B) ALL CHANNELS FOR DISTRIBUTION TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE; AND

(C) THE FOLLOWING CHANNELS FOR DISTRIBUTION OF THE SECURITIES TO RETAIL CLIENTS ARE APPROPRIATE – INVESTMENT ADVICE, PORTFOLIO MANAGEMENT, NON-ADVISED SALES AND PURE EXECUTION SERVICES, SUBJECT TO THE DISTRIBUTER'S SUITABILITY AND APPROPRIATENESS OBLIGATIONS UNDER COBS, AS APPLICABLE.

ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE SECURITIES (A "**DISTRIBUTOR**") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO THE FCA HANDBOOK PRODUCT INTERVENTION AND PRODUCT GOVERNANCE SOURCEBOOK (THE "**UK MIFIR PRODUCT GOVERNANCE RULES**") IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

Final Terms dated 8 August 2023

MORGAN STANLEY B.V.

Legal Entity Identifier (LEI): KG1FTTDCK4KNVM3OHB52

Issue of up to EUR 5,500,000 Equity Linked Notes due 2029

Guaranteed by Morgan Stanley

under the Regulation S Program for the Issuance of Notes and Certificates, Series A and Series B, and Warrants

PART A – CONTRACTUAL TERMS

This document constitutes Final Terms relating to the issue of Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Securities set forth in the Base Prospectus dated 14 July 2023 and the supplement to the Base Prospectus dated 27 July 2023 which together constitutes a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation (Regulation (EU) 2017/1129) (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. However, a summary of the Issue is annexed to these Final Terms. Copies of the Base Prospectus are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA and on the Issuers' website at http://sp.morganstanley.com/EU/Documents and copies of the Base Prospectus and any supplement(s) thereto and these Final Terms are available on the website of the Luxembourg Stock Exchange at www.luxse.com.

1.	(i)	Series Number:	EU824
	(ii)	Series Designation:	Series A
	(iii)	Tranche Number:	1
2.	Specified Currency or Currencies:		Euro ("**EUR**")
3.	Aggregate Nominal Amount of the Securities:		Up to EUR 5,500,000
	(i)	Series:	Up to EUR 5,500,000
	(ii)	Tranche:	Up to EUR 5,500,000

4.	Issue Price		100 per cent. of par per Security
5.	(i)	Type of Securities:	Notes
	(ii)	Specified Denomination(s):	EUR 1,000
	(iv)	Calculation Amount:	EUR 1,000
6.	(i)	Issue Date:	15 September 2023
	(ii)	Trade Date:	8 September 2023
	(iii)	Interest Commencement Date	Not Applicable
	(iv)	2006 ISDA Definitions	Applicable
	(v)	2021 ISDA Definitions	Not Applicable
	(vi)	Strike Date:	8 September 2023
	(vii)	Determination Date:	10 September 2029
7.	Maturity Date:		Scheduled Maturity Date is 17 September 2029, subject to the Following Business Day Convention
8.	Specified Day(s):		Applicable 5 Business Days
9.	(i) Supplementary Provisions for Belgian Securities:		Not Applicable
	(ii) Minimum Redemption Amount:		Not Applicable
10.	Interest Basis:		Barrier Conditional Coupon Equity-Linked Interest
11.	Redemption/Payment Basis:		Single Barrier Final Redemption Equity-Linked Redemption
12.	Put/Call Options:		
	(i)	Redemption at the option of the Issuer: (General Condition 16.5)	Not Applicable
	(ii)	Redemption at the Non-discretionary Option of the Issuer (General Condition 16.6)	Not Applicable
	(iii)	Redemption at the option of the Securityholders:	Not Applicable

(General Condition 16.8)

13.	Automatic Change of Interest Basis:	Not Applicable
14.	Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15.	**Fixed Rate Security Provisions**	Not Applicable
	(General Condition 5 and Section 2 of the Additional Conditions)	
16.	**Floating Rate Security Provisions**	Not Applicable
	(General Condition 6)	
17.	**Range Accrual Securities:**	Not Applicable
	(General Conditions 5 and 6 and Paragraph 1.8 of Section 2 of the Additional Conditions)	
18.	**Barrier Securities**:	Not Applicable
	(Paragraph 1.9 of Section 2 of the Additional Conditions)	
19.	**Steepener Securities**:	Not Applicable
	(Paragraph 1.10 of Section 2 of the Additional Conditions)	
20.	**Digital Option Securities**:	Not Applicable
	(Paragraph 1.11 of Section 2 of the Additional Conditions)	
21.	**Inverse Floater Securities:**	Not Applicable
	(Paragraph 1.12 of the Additional Conditions)	
22.	**Switchable Securities**:	Not Applicable
	(Paragraph 1.13 of Section 2 of the Additional Conditions)	
23.	**Zero Coupon Security Provisions**	Not Applicable
	(General Condition 7)	
24.	**Linked Interest Provisions: Relevant Underlying**	Applicable
	(General Conditions 6.10 and 8)	
(A)	**Equity-Linked Interest Securities: Single Share-Linked Interest**	Not Applicable

	Securities, Share Basket-Linked Interest Securities: (General Condition 9)	
(B)	**Equity-Linked Interest Securities: Single Index-Linked Interest Securities/Index Basket-Linked Interest Securities:** (General Condition 9)	Applicable
	(i) Types of Securities:	Single Index-Linked Interest Securities
	(a) Scheduled Trading Days and Disrupted Days:	Not Applicable
	(ii) Index/Indices:	Solactive NORDEA AR 0.80 Index (Bloomberg Code: SOLNDA08 Index);
	(iii) Exchange(s):	As specified in General Condition 9.9 (*Definitions applicable to Equity-Linked Securities*)
	(iv) Related Exchange(s):	All Exchanges
	(v) Determination Agent responsible for calculating Interest Amount:	Morgan Stanley & Co. International plc
	(vi) Determination Time:	As per General Condition 9.9 (*Definitions applicable to Equity-Linked Securities*)
	(vii) Benchmark Trigger Provisions:	Applicable
	(viii) Alternative Pre-nominated Index:	None
	(ix) Additional Disruption Event(s): (General Condition 9.6)	Hedging Disruption, Increased Cost of Hedging and Change in Law shall apply
	(x) Correction Cut Off Time: (General Condition 9.2(f))	within one Settlement Cycle after the original publication and prior to the relevant Interest Payment Date
	(xi) Weighting for each Index comprised in the Basket:	Not Applicable
(C)	**Equity-Linked Interest Securities: Single ETF-Linked Interest Securities, ETF Basket Linked Interest Securities:**	Not Applicable

	(General Condition 9)	
(D)	**Commodity-Linked Interest Securities** (General Condition 10)	Not Applicable
(E)	**Currency Linked Interest Securities** (General Condition 11)	Not Applicable
(F)	**Inflation-Linked Interest Securities** (General Condition 12)	Not Applicable
(G)	**Fund-Linked Interest Securities** (General Condition 13)	Not Applicable
(H)	**Futures Contract-Linked Interest Securities** (General Condition 15)	Not Applicable
25.	**Linked Interest Provisions: Interest Terms** (General Condition 6.10 and Section 2 of the Additional Conditions)	Applicable
(A)	**No Coupon:** (Paragraph 1.14 of Section 2 of the Additional Conditions)	Not Applicable
(B)	**Regular Coupon:** (Paragraph 1.15 of Section 2 of the Additional Conditions)	Not Applicable
(C)	**Barrier Conditional Coupon:** (Paragraph 1.16 of Section 2 of the Additional Conditions)	Applicable
	(i) Interest Payment Dates:	17 September 2029, adjusted in accordance with the Business Day Convention specified below
	(ii) Memory Barrier Conditional Coupon:	Not Applicable
	(iii) Interest Amount is payable if Knock-in Value as of:	the relevant Interest Determination Date is greater than or equal to the relevant Coupon Barrier Value
	(iv) Knock-in Value:	is the Relevant Underlying Value
	(v) Coupon Rate:	A percentage rate to be determined by the Determination Agent before the Issue Date and notified to the Securityholders not more than 15 Business Days thereafter by publication on www.alexandria.fi/XS2654963003, **provided that** such percentage rate shall be no less than 48.00 per cent.

	(vi)	Coupon Barrier Value:	70 per cent. of Initial Reference Value
	(vii)	Interest Determination Date(s):	10 September 2029
	(viii)	Barrier Observation Date(s):	Not Applicable
	(ix)	Barrier Observation Period:	Not Applicable
	(x)	Business Day Convention:	Following Business Day Convention
	(xi)	Interest Payment Day(s):	Scheduled Interest Payment Date are as specified at Item 25(C)(i) above
	(xii)	Interest Specified Day(s):	Applicable 5 Business Days
	(xiii)	Reset Initial Reference Value:	Not Applicable
	(xiv)	Initial Reference Value:	Determined in accordance with the Value Determination Terms specified below
		• Initial Reference Value Determination Date(s):	8 September 2023
	(xv)	**Value Determination Terms** for Initial Reference Value: (Section 4 of the Additional Conditions)	Closing Value
	(xvi)	**Value Determination Terms** for Final Reference Value: (Section 4 of the Additional Conditions)	Closing Value
	(xvii)	**Value Determination Terms** for Relevant Underlying Value: (Section 4 of the Additional Conditions)	Closing Value
(D)	**Memory Double Barrier Conditional Coupon:** (Paragraph 1.17 of Section 2 of the Additional Conditions)		Not Applicable
(E)	**Dual Barrier Conditional Coupon** (Paragraph 1.18 of Section 2 of the Additional Conditions)		Not Applicable

(F)	**Range Barrier Conditional Coupon** (Paragraph 1.19 of Section 2 of the Additional Conditions)	Not Applicable
(G)	**Range Accrual Coupon** (Paragraph 1.20 of Section 2 of the Additional Conditions)	Not Applicable
(H)	**Performance Linked Coupon:** (Paragraph 1.21 of Section 2 of the Additional Conditions)	Not Applicable
(I)	**Participation and Performance Linked Coupon:** (Paragraph 1.22 of Section 2 of the Additional Conditions)	Not Applicable
(J)	**Inflation Linked Coupon:** (Paragraph 1.23 of Section 2 of the Additional Conditions)	Not Applicable
(K)	**Mixto Coupon** (Paragraph 1.24 of Section 2 of the Additional Conditions)	Not Applicable
(L)	**Annual Performance Linked Coupon** (Paragraph 1.25 of Section 2 of the Additional Conditions)	Not Applicable
(M)	**Cappuccino Coupon** (Paragraph 1.26 of Section 2 of the Additional Conditions)	Not Applicable
(N)	**Dropback Coupon** (Paragraph 1.27 of Section 2 of the Additional Conditions)	Not Applicable
(O)	**Linked Interest Provisions: Performance Determination Terms for Knock-in Value** (for determining Relevant Underlying Performance, where used for determining the Knock-in Value) (Section 5 of the Additional Conditions)	
(*I*)	**Performance Determination Terms for Securities linked to a Single Underlying:** (for determining "Relevant Underlying Performance")	Not Applicable

(*II*)	**Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket:** (for determining "Relevant Underlying Performance") (Section 5 of the Additional Conditions)	Not Applicable

PROVISIONS RELATING TO REDEMPTION

26.	**Call Option** (General Condition 16.5)	Not Applicable
27.	**Non-Discretionary Call Option:** (General Condition 16.6)	Not Applicable
28.	**Put Option** (General Condition 16.8)	Not Applicable
29.	**Final Redemption Amount of each Security** (General Condition 16.1)	As determined in accordance with Sub-Section III (*Redemption at Maturity*) of Section 2 of the Additional Conditions and paragraph 31 (*Linked Redemption Provisions: Final Redemption Amount*) below
	(i) Final Bonus:	Not Applicable
	(ii) Final Bonus Amount:	Not Applicable
30.	**Linked Redemption Provisions: Relevant Underlying** (General Conditions 9 and 16)	
(A)	**Equity-Linked Redemption Securities: Single Share-Linked Redemption Securities/Share Basket-Linked Redemption Securities:** (General Condition 9)	Not Applicable
(B)	**Equity-Linked Redemption Securities: Single Index-Linked Redemption Securities/Index Basket-Linked Redemption Securities:** (General Condition 9)	Applicable
	(i) Types of Securities:	Single Index-Linked Redemption
	(a) Scheduled Trading Days and Disrupted Days:	Not Applicable

	(ii) Index/Indices:	Solactive NORDEA AR 0.80 Index (Bloomberg Code: SOLNDA08 Index)
	(iii) Exchange(s):	As specified in General Condition 9.9 (*Definitions applicable to Equity-Linked Securities*)
	(iv) Related Exchange(s):	All Exchanges
	(v) Determination Agent responsible for calculating Final Redemption Amount:	Morgan Stanley & Co. International plc
	(vi) Determination Time:	As per General Condition 9.9
	(vii) Benchmark Trigger Provisions:	Applicable
	(viii) Alternative Pre-nominated Index	None
	(ix) Additional Disruption Event(s): (General Condition 9.6)	Hedging Disruption, Increased Cost of Hedging and Change in Law shall apply
	(x) Correction Cut Off Time: (General Condition 9.2(e))	within one Settlement Cycle after the original publication and prior to the relevant Interest Payment Date
	(xi) Weighting for each Index:	Not Applicable
(C)	**Equity-Linked Redemption Securities: Single ETF-Linked Redemption Securities/ETF Basket-Linked Redemption Securities**: (General Condition 9)	Not Applicable
(D)	**Commodity-Linked Redemption Securities** (General Condition 10)	Not Applicable
(E)	**Currency-Linked Redemption Securities** (General Condition 11)	Not Applicable
(F)	**Inflation-Linked Redemption Provisions** (General Condition 12)	Not Applicable
(G)	**Fund-Linked Redemption Provisions** (General 13)	Not Applicable
(H)	**Futures Contract-Linked Redemption Provisions**	Not Applicable

(General Condition 15)

31.	**Linked Redemption Provisions: Final Redemption Amount** (General Condition 17 and Sub-Section III (*Redemption at Maturity*) of Section 2 of the Additional Conditions)		
	(i)	**Fixed Redemption** (Paragraph 3.1 of Section 2 of the Additional Conditions)	Not Applicable
	(ii)	Capitalised Non-Memory Redemption: (Paragraph 3.2 of Section 2 of the Additional Conditions)	Not Applicable
	(iii)	Capitalised Memory Redemption: (Paragraph 3.3 of Section 2 of the Additional Conditions)	Not Applicable
	(iv)	Basic Performance Linked Redemption 1: (Paragraph 3.4 of Section 2 of the Additional Conditions)	Not Applicable
	(v)	Basic Performance Linked Redemption 2: (Paragraph 3.5 of Section 2 of the Additional Conditions)	Not Applicable
	(vi)	Performance-Linked Redemption: (Paragraph 3.6 of Section 2 of the Additional Conditions)	Not Applicable
	(vii)	Barrier Redemption 1:	Not Applicable
	(viii)	Barrier Redemption 2: (Paragraph 3.8 of Section 2 of the Additional Conditions)	Not Applicable
	(ix)	Barrier and Participation Redemption: (Paragraph 3.9 of Section 2 of the Additional Conditions)	Not Applicable

(x)	Barrier and Participation Redemption – FX Performance Adjustment: (Paragraph 3.10 of Section 2 of the Additional Conditions)	Not Applicable
(xi)	Single Barrier Final Redemption: (Paragraph 3.11 of Section 2 of the Additional Conditions)	Applicable
Knock-in Value:		Relevant Underlying Value
Elections for Paragraph 3.11(a) of Section 2 of the Additional Conditions:		If the Determination Agent determines that the Knock-in Value as of the Determination Date is greater than or equal to the Final Redemption Barrier Value, Fixed Redemption shall apply.
Final Redemption Barrier Value:		70 per cent of Initial Reference Value
Final Redemption Rate:		Not Applicable
Specified Rate 1:		100 per cent.
Physical Settlement:		Not Applicable
Elections for Paragraph 3.11(b) of Section 2 of the Additional Conditions:		Basic Performance-Linked Redemption
Specified Rate 2:		Not Applicable
Participation Rate:		100 per cent.
Specified Percentage:		100 per cent.
Knock-in Barrier Level:		Not Applicable
Specified Rate:		Not Applicable
Elections for Paragraph 3.11(c) of Section 2 of the Additional Conditions:		Not Applicable
(xii)	Dual Barrier Final Redemption 1: (Paragraph 3.12 of Section 2 of the Additional Conditions)	Not Applicable
(xiii)	Dual Barrier Final Redemption 2: (Paragraph 3.13 of Section 2 of the Additional Conditions)	Not Applicable
(xiv)	Dual Barrier Final Redemption 3:	Not Applicable

	(Paragraph 3.14 of Section 2 of the Additional Conditions)	
(xv)	Dual Barrier Final Redemption 4: (Paragraph 3.15 of Section 2 of the Additional Conditions)	Not Applicable
(xvi)	Dual Barrier Final Redemption 5: (Paragraph 3.16 of Section 2 of the Additional Conditions)	Not Applicable
(xvii)	Dual Barrier Redemption 6: (Paragraph 3.17 of Section 2 of the Additional Conditions)	Not Applicable
(xviii)	Dual Barrier Redemption – Twin Win (Paragraph 3.18 of Section 2 of the Additional Conditions)	Not Applicable
(xix)	Performance Linked Redemption: (Paragraph 3.19 of Section 2 of the Additional Conditions)	Not Applicable
(xx)	Mixto Redemption: (Paragraph 3.20 of Section 2 of the Additional Conditions)	Not Applicable
(xxi)	Participation and Performance-Linked Redemption: (Paragraph 3.21 of Section 2 of the Additional Conditions)	Not Applicable
(xxii)	Synthetic Zero Redemption): (Paragraph 3.22 of Section 2 of the Additional Conditions)	Not Applicable
(xxiii)	Lock In Ladder Redemption): (Paragraph 3.23 of Section 2 of the Additional Conditions)	Not Applicable

(xxiv)	Lock In Ladder Barrier Redemption: (Paragraph 3.24 of Section 2 of the Additional Conditions)	Not Applicable
(xxv)	Ranked Underlying Redemption: (Paragraph 3.25 of Section 2 of the Additional Conditions)	Not Applicable
(xxvi)	Multiple Barrier Redemption: (Paragraph 3.26 of Section 2 of the Additional Conditions)	Not Applicable
(xxvii)	Inflation Linked Redemption: (Paragraph 3.27 of Section 2 of the Additional Conditions)	Not Applicable
(xxviii)	Booster Redemption (1): (Paragraph 3.28 of Section 2 of the Additional Conditions)	Not Applicable
(xxix)	Booster Redemption (2): (Paragraph 3.29 of Section 2 of the Additional Conditions)	Not Applicable
(xxx)	Booster Redemption (3): (Paragraph 3.30 of Section 2 of the Additional Conditions)	Not Applicable
(xxxi)	Booster Redemption (4): (Paragraph 3.31 of Section 2 of the Additional Conditions)	Not Applicable
(xxxii)	Booster Redemption (5): (Paragraph 3.32 of Section 2 of the Additional Conditions)	Not Applicable
(xxxiii)	Hybrid Exposure (Paragraph 3.33 of Section 2 of the Additional Conditions)	Not Applicable
(xxxiv)	Plateau Booster	Not Applicable

	Redemption (1) (Paragraph 3.34 of Section 2 of the Additional Conditions)	
(xxxv)	Plateau Booster Redemption (2) (Paragraph 3.35 of Section 2 of the Additional Conditions)	Not Applicable
(xxvi)	MXN Denominated UDI Linked Redemption: • (Paragraph 3.36 of Section 2 of the Additional Conditions)	Not Applicable
(xxvii)	UDI Final Linked Redemption: • (Paragraph 3.37 of Section 2 of the Additional Conditions)	Not Applicable
(xviii)	**Value Determination Terms** for Initial Reference Value as of Strike Date: (Section 4 of the Additional Conditions)	Closing Value
	• Initial Reference Value Determination Date(s):	8 September 2023
(xix)	**Value Determination Terms** for Final Reference Value as of the Determination Date	Closing Value
(xx)	**Value Determination Terms** for Relevant Underlying Value as of the relevant date or period: (Section 4 of the Additional Conditions)	Closing Value
(xxi)	Linked Redemption Provisions: Performance Determination Terms for Final Redemption Amount (for determining Relevant Underlying Performance and Relevant Underlying Performance (Autocall)	

where used for determining the Final Redemption Amount)

(Section 5 of the Additional Conditions)

(A)	**Performance Determination Terms for Securities linked to a Single Underlying:** (for purposes of determining Final Redemption Amount in accordance with all provisions except Paragraph 3.17(b) of Section 2 of the Additional Conditions)	Not Applicable
(B)	**Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket:** (for determining "Relevant Underlying Performance") (Section 5 of the Additional Conditions)	Not Applicable
(xii)	**Value Determination Terms for PIDD Reference Value as of each Interest Determination Date:** (Section 4 of the Additional Conditions)	Not Applicable
(A)	**Performance Determination Terms for Securities linked to a Single Underlying:** (for determining "Relevant Underlying Performance")	Not Applicable
(B)	**Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket:** (for determining "Relevant Underlying Performance") (Section 5 of the Additional Conditions)	Not Applicable

32. **Early Redemption**

(A)	**Autocall 1:** (Paragraph 2.1 of Section 2 of the Additional Conditions)	Not Applicable
(B)	**Autocall 2:** (Paragraph 2.2 of Section 2 of the Additional Conditions)	Applicable

(i) Knock-in Value: is the Relevant Underlying Value

(ii) Automatic Early Redemption Event occurs if: the Knock-in Value as of the relevant Automatic Early Redemption Determination Date greater than or equal to the Autocall Barrier Value in respect of such Automatic Early Redemption Determination Date.

(iii) Automatic Early Redemption Determination Date(s): 9 September 2024, 9 December 2024, 10 March 2025, 9 June 2025, 8 September 2025, 8 December 2025, 9 March 2026, 8 June 2026, 8 September 2026, 8 December 2026, 8 March 2027, 8 June 2027, 8 September 2027, 8 December 2027, 8 March 2028, 8 June 2028, 8 September 2028, 8 December 2028, 8 March 2029, 8 June 2029 and the Determination Date

(iv) Barrier Observation Date(s): Not Applicable

(v) Barrier Observation Period: Not Applicable

(vi) Automatic Early Redemption Date(s): Scheduled Automatic Early Redemption Date are:

16 September 2024, 16 December 2024, 17 March 2025, 16 June 2025, 15 September 2025, 15 December 2025, 16 March 2026, 15 June 2026, 15 September 2026, 15 December 2026, 15 March 2027, 15 June 2027, 15 September 2027, 15 December 2027, 15 March 2028, 15 June 2028, 15 September 2028, 15 December 2028, 15 March 2029, 15 June 2029 and the Maturity Date

(vii) Automatic Early Redemption Specified Day(s): Applicable

5 Business Days

(viii) Autocall Barrier Value: 100 per cent. of the Initial Reference Value

(ix) Automatic Early Redemption Rate:

n	**Automatic Early Redemption Determination Date**	**Automatic Early Redemption Rate**
1	9 September 2024	Indicative 20%, minimum 16%
2	9 December 2024	Indicative 25%, minimum 20%
3	10 March 2025	Indicative 30%, minimum 24%

4	9 June 2025	Indicative 35%, minimum 28%
5	8 September 2025	Indicative 40%, minimum 32%
6	8 December 2025	Indicative 45%, minimum 36%
7	9 March 2026	Indicative 50%, minimum 40%
8	8 June 2026	Indicative 55%, minimum 44%
9	8 September 2026	Indicative 60%, minimum 48%
10	8 December 2026	Indicative 65%, minimum 52%
11	8 March 2027	Indicative 70%, minimum 56%
12	8 June 2027	Indicative 75%, minimum 60%
13	8 September 2027	Indicative 80%, minimum 64%
14	8 December 2027	Indicative 85%, minimum 68%
15	8 March 2028	Indicative 90%, minimum 72%
16	8 June 2028	Indicative 95%, minimum 76%
17	8 September 2028	Indicative 100%, minimum 80%
18	8 December 2028	Indicative 105%, minimum 84%
19	8 March 2029	Indicative 110%, minimum 88%
20	8 June 2029	Indicative 115%, minimum 92%
21	10 September 2029	Indicative 60%, minimum 48%

(x) Specified Rate: 100 per cent.

(xi) Multiplier: Not Applicable

(xii) Reset Initial Reference Value: Not Applicable

	(xiii) Initial Reference Value:	Determined in accordance with the Value Determination Terms specified below
	• Initial Reference Value Determination Date(s):	8 September 2023
	• Specified Percentage:	Not Applicable
	(xiv) **Value Determination Terms** for Initial Reference Value as of Initial Reference Value Determination Date (Section 4 of the Additional Conditions)	Closing Value
	(xv) **Value Determination Terms** for determining Final Reference Value (Autocall):	Closing Value
	(xvi) **Value Determination Terms** for Relevant Underlying Value as of the relevant date or period: (Section 4 of the Additional Conditions)	Closing Value
(C)	**Autocall 3:** (Paragraph 2.3 of Section 2 of the Additional Conditions)	Not Applicable
(D)	**Autocall 4:** (Paragraph 2.4 of Section 2 of the Additional Conditions)	Not Applicable
(E)	**Autocall 5:** (Paragraph 2.5 of Section 2 of the Additional Conditions)	Not Applicable
(F)	**Autocall 6:** (Paragraph 2.6 of Section 2 of the Additional Conditions)	Not Applicable
(G)	(i) **Early Redemption Amount upon Event of Default** (General Condition 21):	Qualified Financial Institution Determination. The Determination Agent will determine the amount a Qualified Financial Institution would charge to assume all of the Issuer's payment and other obligations with respect to such Securities as if no such Event of Default had occurred or to undertake obligations that would have the effect of preserving the economic equivalent of any payment by the Issuer to the Securityholder with respect to the Securities
	(ii) **Early Redemption Amount (Tax) upon redemption pursuant**	Early Redemption Amount (Tax) – Fair Market Value less Costs

	to Condition 16.3 (*Tax Redemption – MSI* plc *and MSBV Securities*).	
(H)	**Inconvertibility Event Provisions:** (General Condition 33)	Not Applicable
33.	**Automatic Early Redemption Event** (General Condition 16.11)	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

34.	Form of Securities: (General Condition 3)	Registered Securities: Global Security Certificate registered in the name of a common depositary for Euroclear and Clearstream, Luxembourg exchangeable for Individual Security Certificates at any time/in the limited circumstances described in the Global Security Certificate
35.	Additional Business Centre(s) or other special provisions relating to Payment Dates:	Target
36.	Record Date:	The Record Date is one clearing system business day before the relevant due date for payment
37.	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
38.	Taxation:	
	(i) General Condition 20.1:	"Additional Amounts" is Not Applicable
	(ii) General Condition 20.3:	Implementation of Financial Transaction Tax Event is Applicable
39.	CNY Centre:	Not Applicable
40.	Illegality and Regulatory Event (General Condition 22):	Applicable
41.	Early Redemption Amount (Illegality and Regulatory Event):	Early Redemption Amount (Illegality and Regulatory Event) – Fair Market Value less Costs shall apply
42.	Relevant Rates Benchmark Discontinuance or Prohibition on Use (General Condition 6.20)	Not Applicable
43.	CMS Reference Rate – Effect of Index Cessation Event (General Condition 6.21)	Not Applicable
44.	Index Cancellation or Administrator/ Benchmark Event (General Condition 9.2(b))	Benchmark Trigger Provisions are Applicable Alternative Pre-nominated Index: None
45.	Redemption for Index Adjustment Event:	Benchmark Trigger Provisions are Applicable Alternative Pre-nominated Index: None

	(General Condition 9.2(d))	Early Redemption Amount (Index Cancellation) – Fair Market Value less Costs shall apply
46.	Merger Event or Tender Offer: (General Condition 9.4(a))	Merger Event Settlement Amount –Not Applicable Tender Offer Settlement Amount –Not Applicable
47.	Nationalisation, Insolvency and Delisting: (General Condition 9.4(b))	Not Applicable
48.	Extraordinary ETF Events: (General Condition 9.5)	Not Applicable
49.	Additional Disruption Events: (General Condition 9.6)	Early Redemption Amount (Additional Disruption Event) – Fair Market Value less Costs shall apply
50.	Partial Lookthrough Depositary Receipt Provisions: (General Condition 9.7)	Not Applicable
51.	Full Lookthrough Depositary Receipt Provisions: (General Condition 9.8)	Not Applicable
52.	Administrator/Benchmark Events (General Condition 10.4)	Benchmark Trigger Provisions are Applicable Alternative Pre-nominated Index: None Early Redemption Amount (Administrator/Benchmark Event) – Fair Market Value less Costs shall apply
53.	Commodity Disruption Events (General Condition 10.6)	Not Applicable
54.	Commodity Index Cancellation or Administrator/Benchmark Event Date (General Condition 10.7(b))	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None
55.	Redemption for Commodity Index Adjustment Event (General Condition 10.7(d))	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None Not Applicable
56.	Additional Disruption Events: (General Condition 10.8)	Not Applicable
57.	Administrator/Benchmark Events (General Condition 11.5)	Not Applicable
58.	Additional Disruption Events: (General Condition 11.6)	Not Applicable

59.	Cessation of Publication (General Condition 12.2)	Not Applicable
60.	Additional Disruption Events: (General Condition 12.8)	Not Applicable
61.	CNY Disruption Events: (General Condition 34)	Not Applicable
62.	Substitution of Issuer or Guarantor with non Morgan Stanley Group entities: (General Condition 35.2)	Applicable
63.	FX_{Final} Determination Date:	Not Applicable
64.	$FX_{Initial}$ Determination Date:	Not Applicable

DISTRIBUTION

65.	(i)	If syndicated, names and addresses of Managers and underwriting commitments: and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers.)	Not Applicable
	(ii)	Date of Subscription Agreement:	Not Applicable
	(iii)	Stabilising Manager(s) (if any):	Not Applicable

66.	If non-syndicated, name and address of dealer:	Morgan Stanley & Co. International plc
67.	Non-exempt Offer and Offer Period:	An offer of the Securities may be made by Alexandria Group Oyj other than pursuant to Article 1(4) of the Prospectus Regulation in Finland ("**Public Offer Jurisdictions**") during the period from, and including 8 August 2023, to, and including, 31 August 2023 ("**Offer Period**") See further paragraph 7 of Part B below.
68.	Swiss Non-exempt Offer and Swiss Offer Period	Not Applicable
69.	Total commission and concession:	In connection with the offer and sale of the Securities, Morgan Stanley & Co. International plc will pay Alexandria Group Oyj a one time or recurring distribution fee amount equal to a maximum of 5.00 per cent. of the Aggregate Nominal Amount.

United States Taxation

This discussion is limited to the U.S. federal tax issues addressed below. Additional issues may exist that are not addressed in this discussion and that could affect the federal tax treatment of an investment in the Securities. Investors should seek their own advice based upon their particular circumstances from an independent tax advisor.

A non-U.S. investor should review carefully the section entitled "*United States Federal Taxation*" in the Base Prospectus.

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1. **LISTING AND ADMISSION TO TRADING**

Listing and admission to Trading:	Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Luxembourg Stock Exchange's Regulated Market and to be listed on the official list of the Luxembourg Stock Exchange with effect from on or around the Issue Date. No assurances can be given that such application for listing and/or admission to trading will be granted (or, if granted, will be granted by the Issue Date. The Issuer has no duty to maintain the listing (if any) of the Securities on the relevant stock exchange(s) over their entire lifetime.
Last day of Trading:	Determination Date

2. **RATINGS**

Ratings:	The Securities will not be rated

3. **INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE/OFFER**

"So far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer

4. **REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES**

(i)	Reasons for the offer:	General corporate purposes
(ii)	Estimated net proceeds:	Up to EUR 5,500,000
(iii)	Estimated total expenses:	Not Applicable

5. ***Fixed Rate Securities only* – YIELD**

Indication of yield: Not Applicable

6. ***Floating Rate Securities/Range accrual Securities/Barrier Securities only* – HISTORIC INTEREST RATES**

Not Applicable

7. ***Linked Securities only* – PERFORMANCE OF UNDERLYING EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING**

Further details on the Underlying can be found on Blookmberg page < SOLNDA08 Index>

The value of the Notes is linked to the positive or negative performance of the Solactive NORDEA AR 0.80 Index. An increase in the value of the Solactive NORDEA AR 0.80 Index will have a positive effect on the value of the Notes, and a decrease in the value of the Solactive NORDEA AR 0.80 Index will have a negative effect on the value of the Notes.

The redemption amount payable on the Notes is dependent on the value or performance of the Solactive NORDEA AR 0.80 Index reaching a threshold or barrier and a small increase or decrease in the value or performance of the Solactive NORDEA AR 0.80 Index near to the threshold or barrier may lead to a significant increase or decrease in the return of the Notes and Noteholders may receive no interest at all.

The redemption amounts payable on the Notes is linked to the value or performance of the Solactive NORDEA AR 0.80 Index as of one or more predefined dates and, irrespective of the level of the Solactive NORDEA AR 0.80 Index between these dates, the values or performance of the Solactive NORDEA AR 0.80 Index on these dates will affect the value of the Notes more than any other factor.

The Final Redemption Amount payable on the Notes is linked to a specified percentage of the performance of the Solactive NORDEA AR 0.80 Index and Noteholders may not receive the amount initially invested, and may receive a significantly lesser amount.

The Issuer does not intend to provide post-issuance information

8. OPERATIONAL INFORMATION

ISIN Code:	XS2654963003
Common Code:	265496300
CFI:	DTZNFR
FISN:	MORGAN STANLEY/ZERO CPNEMTN 2029091
Delivery:	Delivery free of payment
Names and addresses of initial Paying Agent(s):	Not Applicable
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No Whilst the designation is specified as "**no**" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Securities are capable of meeting them the Securities may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

9. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	Issue Price
Conditions to which the offer is subject:	The Securities are being offered to retail investors in Finland. A prospective investor should contact the Distributor (as defined below) during the Offer Period. The Distributor has the right to close the Offer Period early. A prospective investor will acquire the Securities in accordance with the arrangements existing between the Distributor and its customers relating to the subscription of securities generally and not directly with the Issuer or the Dealer. Persons interested in purchasing Finland should contact their financial adviser. If an investor in any jurisdiction other than Finland wishes to purchase Securities, such investor should (a) be aware that sales in the relevant jurisdiction may not be

	permitted; and (b) contact its financial adviser, bank or financial intermediary for more information.
Description of the application process:	Not Applicable
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
Details of the minimum and/or maximum amount of application:	Minimum amount of application: EUR 5,000 Maximum amount of application: Not Applicable
Details of the method and time limited for paying up and delivering the Securities:	The Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys
Manner in and date on which results of the offer are to be made public:	The Issuer will arrange for the results of the offer to be published on the website of the Luxembourg Stock Exchange (www.luxse.com) on or around the Issue Date.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not applicable. There are no estimated expenses charged to the investor by the Issuer or the Authorised Offeror
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	None

10. PLACING AND UNDERWRITING

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extend known to the issuer or to the offeror, of the placers in the various countries where the offer takes place:	Alexandria Group Oyj of Eteläesplanadi 22 A, 00130 Helsinki, Finland (the "**Distributor**")
Name and address of any paying agents and depository agents in each country:	None
Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" agreements. Where not all of the issue is underwritten, a statement of the portion not covered:	None

11. OTHER MARKETS

All the regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of securities to be offered or admitted to trading are already admitted to trading:	None

12.	**POTENTIAL SECTION 871(m) TRANSACTION**	The Issuer has determined that the Securities should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no such withholding is required, unless such agent or withholding agent knows or has reason to know otherwise.
13.	**Prohibition of Sales to EEA Retail Investors:**	Not Applicable
14.	**Prohibition of Sales to UK Retail Investors:**	Applicable
15.	**Prohibition of Offer to Private Clients in Switzerland:**	Not Applicable
16.	**Swiss withdrawal right pursuant to Article 63(5) of the Swiss Financial Services Ordinance:**	Not Applicable
17.	**Details of benchmarks administrators and registration under the EU Benchmark Regulation:**	Applicable Solactive NORDEA AR 0.80 Index is administered by Solactive AG , who as at the Issue Date, appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks (Regulation (EU) 2016/2011) (the "**EU Benchmark Regulation**").

18.	**Details of benchmarks administrators and registration under the UK Benchmarks Regulation:**	Not Applicable

SUMMARY	
A. INTRODUCTION AND WARNINGS	
A.1.1	*Name and international securities identifier number (ISIN) of the Securities*
Tranche 1 of Series A Issue of up to EUR 5,500,000 Equity Linked Notes due 2029 (the "**Securities**"). ISIN Code: XS2654963003	
A.1.2	*Identity and contact details of the issuer, including its legal entity identifier (LEI)*
Morgan Stanley B.V. (the "**Issuer**" or "**MSBV**") incorporated under the laws of The Netherlands and has its registered office at Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands. MSBV's legal entity identifier (LEI) is KG1FTTDCK4KNVM3OHB52.	
A.1.3	*Identity and contact details of the competent authority approving the Base Prospectus*
The Base Prospectus has been approved by the Commission de Surveillance du Secteur Financier (**CSSF**) as competent authority, whose postal address is 283, Route, d'Arlon, L-2991 Luxembourg, telephone number (+352) 26 251 - 2601, in accordance with Regulation (EU) 2017/1129 (the "**Prospectus Regulation**").	
A.1.4	*Date of approval of the Base Prospectus*
The Base Prospectus was approved on 14 July 2023.	
A.1.5	*Warning*
This summary has been prepared in accordance with Article 7 of the Prospectus Regulation and should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. Any investor could lose all or part of their invested capital and, where any investor's liability is not limited to the amount of the investment, it could lose more than the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or if it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.	
B. KEY INFORMATION ON THE ISSUER	
B.1	***Who is the issuer of the Securities?***
B.1.1	*Domicile, legal form, LEI, jurisdiction of incorporation and country of operation*
MSBV was incorporated as a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) under the laws of The Netherlands. MSBV is registered at the commercial register of the Chamber of Commerce (*Kamer van Koophandel*). It has its corporate seat at Amsterdam. MSBV's legal entity identifier (LEI) is KG1FTTDCK4KNVM3OHB52	
B.1.2	*Principal activities*
MSBV's principal activity is the issuance of financial instruments and the hedging of obligations arising pursuant to such issuances.	
B.1.3	*Major Shareholders*
MSBV is ultimately controlled by Morgan Stanley	
B.1.4	*Key managing directors*
B. Carey, S. Ibanez, P.J.G. de Reus, TMF Management B.V., A Doppenberg	
B.1.5	*Identity of the statutory auditors*
Deloitte Accountants B.V	
B.2	***What is the key financial information regarding the Issuer?***
derived from the audited financial statements included in the MSBV Annual Report for the years ended 31 December 2021 and 31 December 2022.	

Statement of Comprehensive Income

In €'000	**2022**	**2021**
Profit before income tax	1,776	2,825

Statement of Financial Position

In €'000	**31 December 2022**	**31 December 2021**
Net financial debt (long term debt plus short term debt minus cash)	10,406,654	9,759,260

Current ratio (current assets/current liabilities)	1.009:1	1.009:1
Debt to equity ratio (total liabilities/total shareholder equity)	316:1	309:1

Statement of Cash Flows

In €'000	**2022**	**2021**
Net Cash flows generated by/(used in) operating activities	3,042	(4,990)
Net Cash flows generated by/(used in) financing activities	(8,938)	(11,172)
Net Cash flow from investing activities	8,938	11,172

B.3 ***What are the key risks that are specific to the Issuer?***

- **Risk Relating to the Issuer and Guarantor**

  Holders of Securities issued by the Issuer bear the credit risk of the relevant Issuer and/or the Guarantor, that is the risk that the relevant Issuer and/or the Guarantor is not able to meet its obligations under such Securities, irrespective of whether such Securities are referred to as capital or principal protected or how any principal, interest or other payments under Securities are to be calculated. If the Issuer and/or the Guarantor is not able to meet its obligations under the Securities, then that would have a significant negative impact on the investor's return on the Securities and an investor may lose up to its entire investment.

  All material assets of MSBV are obligations of (or securities issued by) one or more Morgan Stanley Group companies. If any of these Morgan Stanley Group companies incurs losses with respect to any of its activities (irrespective of whether those activities relate to MSBV or not) the ability of such company to fulfil its obligations to MSBV could be impaired, thereby exposing holders of securities issued by MSBV to a risk of loss.

The following key risks affect Morgan Stanley and, since Morgan Stanley is the ultimate holding company MSBV, also impact MSBV:

- **Risks relating to the financial situation of Morgan Stanley**

  Morgan Stanley's results of operations may be materially affected by market fluctuations and by global financial market and economic conditions and other factors. Holding large and concentrated positions may expose Morgan Stanley to losses. These factors may result in losses for a position or portfolio owned by Morgan Stanley.

  Morgan Stanley is exposed to the risk that third parties that are indebted to it will not perform their obligations, as well as that a default by a large financial institution could adversely affect financial markets. Such factors give rise to the risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations to Morgan Stanley.

  Liquidity is essential to Morgan Stanley's businesses and Morgan Stanley relies on external sources to finance a significant portion of its operations. Morgan Stanley's borrowing costs and access to the debt capital markets depend on its credit ratings. Morgan Stanley is a holding company, has no operations and depends on dividends, distributions and other payments from its subsidiaries. Further, Morgan Stanley's liquidity and financial condition have in the past been, and in the future could be, adversely affected by U.S. and international markets and economic conditions. As a result of the foregoing, there is a risk that Morgan Stanley will be unable to finance its operations due to a loss of access to the capital markets or difficulty in liquidating its assets.

- **Risks relating to the operation of Morgan Stanley's business activities**

  Morgan Stanley is subject to operational risks, including a failure, breach or other disruption of its operations or security systems or those of Morgan Stanley's third parties (or third parties thereof), as well as human error or malfeasance, which could adversely affect its businesses or reputation. A cyber-attack, information or security breach or a technology failure of Morgan Stanley's or of its third parties could adversely affect Morgan Stanley's ability to conduct its business, manage its exposure to risk or result in disclosure or misuse of confidential or proprietary information and otherwise adversely impact its results of operations, liquidity and financial condition, as well as cause reputational harm.

  Morgan Stanley's risk management strategies, models and processes may not be fully effective in mitigating its risk exposures in all market environments or against all types of risk. Further, expected replacement of London Interbank Offered Rate and replacement or reform of other interest rate benchmarks could adversely affect Morgan Stanley's business, financial condition and results of operations.

- **Legal, Regulatory and Compliance Risk**

  Morgan Stanley is subject to the risk of legal or regulatory sanctions, material financial loss including fines, penalties, judgments, damages and/or settlements, limitations on its business, or loss to reputation it may suffer as a result of its failure to comply with laws, regulations, rules, related self-regulatory organization standards and codes of conduct applicable to its business activities. Morgan Stanley is also subject to contractual and commercial risk, such as the risk that a counterparty's performance obligations will be unenforceable. Additionally, Morgan Stanley is subject to anti-money laundering, anti-corruption and terrorist financing rules and regulations.

- **Other risks relating to Morgan Stanley's business activities**

Morgan Stanley faces strong competition from financial services firms and others, which could lead to pricing pressures that could materially adversely affect its revenue and profitability. Further, automated trading markets may adversely affect Morgan Stanley's business and may increase competition.

Morgan Stanley is subject to numerous political, economic, legal, tax, operational, franchise and other risks as a result of its international operations (including risks of possible nationalization, expropriation, price controls, capital controls, exchange controls, increased taxes and levies, cybersecurity, data transfer and outsourcing restrictions, prohibitions on certain types of foreign and capital market activities, limitations on cross-border listings and other restrictive governmental actions, as well as the outbreak of hostilities or political and governmental instability, including tensions between China and the U.S.) which could adversely impact its businesses in many ways.

Morgan Stanley may be unable to fully capture the expected value from acquisitions, divestitures, joint ventures, partnerships, minority stakes or strategic alliances.

The application of regulatory requirements and strategies in the United States or other jurisdictions to facilitate the orderly resolution of large financial institutions may pose a greater risk of loss for Morgan Stanley's security holders and subject Morgan Stanley to other restrictions.

C. KEY INFORMATION ON THE Securities

C.1	***What are the main features of the Securities?***
C.1.1	*Type, class and ISIN*
	Insert whether issued in the form of Notes or Certificates

The Securities are issued in registered form ("**Registered Securities**") in global certificate form. The ISIN Code of the Securities is XS2654963003.

The Securities are not Securities in respect of which physical settlement may apply or may be elected to apply ("**Cash Settlement Securities**").

Interest is payable on the securities calculated by reference to the value or performance of an equity indices ("**Equity-Linked Interest Securities")**

Redemption amounts payable in respect of the Securities are linked to the value or performance of equity indices ("**Equity-Linked Redemption Securities**").

C.1.2	*Currency, denomination, par value, number of Securities issued and duration*

The specified currency of the Securities is Euro ("EUR"). The specified denomination EUR 1,000. aggregate nominal amount of the Notes is up to EUR 5,500,000 and the issue price per Security is 100 per cent. of par. The Securities issued on 15 September 2023 and are scheduled to mature on 17 September 2029. The Securities may redeem earlier if an early redemption event occurs.

C.1.3	*Rights attached to the Securities*

Securities are not ordinary debt securities and the interest and/or redemption amount are linked to the performance of the index(es) identified as the Relevant Underlying. Relevant Underlying: Solactive NORDEA AR 0.80 Index, (Bloomberg Code: SOLNDA08 Index)

Interest:

BARRIER CONDITIONAL COUPON

The Securities are "**Barrier Conditional Coupon**". If, on an Interest Determination Date, the Determination Agent determines that the Knock-in Value is greater than or equal to the Coupon Barrier Value in respect of that Interest Determination Date, the Issuer will pay the Coupon Amount on the immediately succeeding Interest Payment Date. No interest will otherwise be paid by the Issuer. The Coupon Amount, if payable, will be an amount per Calculation Amount equal to the product of Coupon Rate

DEFINED TERMS

Where:

Coupon Rate will be a percentage rate, not lower than 48.00%, determined by the Determination Agent at the end of the offer period in respect of the Securities in accordance with market conditions at such time, and which shall be notified to the Securityholder thereafter by publication on www.alexandria.fi/ XS2654963003**; Initial Reference Value** is closing value as of the Strike Date; **Strike Date** means 8 September 2023; **Interest Payment Date** means 17 September 2029;**Knock-in Value** means the Relevant Underlying Value determined according to the Value Determination Terms specified below; **Relevant Underlying Value** is the value of the Relevant Underlying, determined according to the Value Determination Terms specified below; **Interest Determination Date** means 10 September 2029; **Coupon Barrier Value** means 70 per cent. of the Initial Reference Value.

Value Determination Terms for determining, Final Reference Value, Final Reference Value (Coupon) and Relevant Underlying Value: The Determination Agent will determine the value of the Relevant Underlying as of the time at which the official closing level of the Index is calculated and published by the Index Sponsor.

AUTOCALL 2

If, on any Automatic Early Redemption Determination Date, the Determination Agent determines that the Knock-in Value is greater than or equal to the Autocall Barrier Value in respect of such Automatic Early Redemption Determination Date, the Securities will be redeemed on the immediately succeeding Automatic Early Redemption Date at an amount per Calculation Amount equal to the product of (i) the Calculation Amount and (ii) the sum of (a) the Specified Rate and (b) Automatic Early Redemption Rate.

Where:

Specified Rate means 100 per cent.; and and the corresponding **Autocall Barrier Value** is 100 per cent. of the Initial Reference Value.

Automatic Early Redemption Determination Date(s)	**Automatic Early Redemption Rate**	**Automatic Early Redemption Date(s):**
9 September 2024	Indicative 20%, minimum 16%	16 September 2024
9 December 2024	Indicative 25%, minimum 20%	16 December 2024
10 March 2025	Indicative 30%, minimum 24%	17 March 2025
9 June 2025	Indicative 35%, minimum 28%	16 June 2025
8 September 2025	Indicative 40%, minimum 32%	15 September 2025
8 December 2025	Indicative 45%, minimum 36%	15 December 2025
9 March 2026	Indicative 50%, minimum 40%	16 March 2026
8 June 2026	Indicative 55%, minimum 44%	15 June 2026
8 September 2026	Indicative 60%, minimum 48%	15 September 2026
8 December 2026	Indicative 65%, minimum 52%	15 December 2026
8 March 2027	Indicative 70%, minimum 56%	15 March 2027
8 June 2027	Indicative 75%, minimum 60%	15 June 2027
8 September 2027	Indicative 80%, minimum 64%	15 September 2027
8 December 2027	Indicative 85%, minimum 68%	15 December 2027
8 March 2028	Indicative 90%, minimum 72%	15 March 2028
8 June 2028	Indicative 95%, minimum 76%	15 June 2028
8 September 2028	Indicative 100%, minimum 80%	15 September 2028
8 December 2028	Indicative 105%, minimum 84%	15 December 2028
8 March 2029	Indicative 110%, minimum 88%	15 March 2029
8 June 2029	Indicative 115%, minimum 92%	15 June 2029
10 September 2029	Indicative 60%, minimum 48%	17 September 2029

VALUE DETERMINATION TERMS

Value Determination Terms for determining Final Reference Value, and Relevant Underlying Value: The Determination Agent will determine the value of the Relevant Undlerying as of the time at which the official closing level of the Index is calculated and published by the Index Sponsor.

SINGLE BARRIER FINAL REDEMPTION

If, on the Determination Date, the Determination Agent determines that the Knock-in Value is greater than or equal to the Final Redemption Barrier Value, the Issuer will pay an amount per Calculation Amount equal to the product of the Calculation Amount and the Specified Rate 1. In all other cases, the Issuer will pay an amount per Calculation Amount equal to the lesser of (A) the product of the Calculation Amount and 100 per cent. and (B) the product of the Calculation Amount, the Participation Rate and the value which is the Final Reference Value divided by the Applicable Initial Reference Value

Where:

Applicable Initial Reference Value means, a value equal to the product of the Initial Reference Value and the Specified Percentage;

Initial Reference Value is closing value as of the Strike Date; **Strike Date** means 8 September 2023; **Knock-in Value** means the Relevant Underlying Value determined according to the Value Determination Terms specified below; **Relevant Underlying Value** is the value of the Relevant Underlying, determined according to the Value Determination Terms specified below; **Specified Percentage** means 100 per cent.; **Specified Rate 1** means 100 per cent.; **Participation Rate** means 100 per cent. and **Final Reference Value** is the value of the Relevant Underlying, determined according to the Value Determination Terms specified below

VALUE DETERMINATION TERMS

Value Determination Terms for determining Final Reference Value, and Relevant Underlying Value: The Determination Agent will determine the value of the Relevant Undlerying as of the time at which the official closing level of the Index is calculated and published by the Index Sponsor.

Disruption Events: The following disruption events apply in relation to the Relevant Underlying: Change in Law, Increased Cost of Hedging and Hedging Disruption

Disruption Events can affect the Relevant Underlying and lead to adjustments and/or early redemption of the Securities. The Determination Agent shall determine whether the Securities or any exchanges or price sources are affected by such events on a relevant date of valuation, and may make adjustments to the Securities, or take any other appropriate action, to account for relevant adjustments or events in relation to the Relevant Underlying. In addition, in certain circumstances, the Issuer may redeem or terminate the Securities early following any such event. If such event constitutes a force majeure event (being an event or circumstance that definitively prevents the performance of the Issuer's or the Determination Agent's obligations under the Securities and for which the Issuer or the Determination Agent are not accountable), the Issuer will, in relation to each Security, pay the Securityholder an amount on the relevant early redemption date equal to the fair market value of the Security

Tax Redemption: The Securities may be redeemed early for tax reasons at an amount (determined by the Determination Agent, acting in good faith and in a commercially reasonable manner) equal to the fair market value of such Security on such day as is selected by the Determination Agent acting in good faith and in a commercially reasonable manner.

Events of Default: If an Event of Default occurs, the Securities may be redeemed prior to their Maturity Date at the Early Redemption Amount if the Securityholders of not less than 25% in aggregate principal amount of such Notes give written notice to the Issuer declaring the Securities to be immediately due and payable.

The Events of Default applicable to the Securities are as follows:

(1) non-payment of any amount of principal or any amount of interest (in each case, within 30 days of the due date) in respect of the Securities; and

(2) the Issuer becomes insolvent or is unable to pay its debts as they fall due, or an administrator or liquidator is appointed in respect of the Issuer or the whole or a substantial part of its undertaking, assets and revenues (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent), or the Issuer takes any action for a composition with or for the benefit of its creditors generally, or an order is made or an effective resolution is passed for the winding up, liquidation or dissolution of the Issuer (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent) and such order or effective resolution has remained in force and has not been rescinded, revoked or set aside for 60 days after the date on which such order is made or effective resolution is passed.

Early Redemption Amount: The Early Redemption Amount will be determined by the Determination Agent to be the amount a qualified financial institution (being a financial institution organised under the laws of any jurisdiction in the USA, European Union or Japan and which satisfies certain credit ratings requirements, which the Determination Agent selects for this purposes at the time when the Early Redemption Amount is to be determined) would charge to assume all of the Issuer's obligations in respect of the Securities or to undertake obligations that would have the effect of preserving the economic equivalent of any payments by the Issuer to the Securityholder with respect to the Securities

Governing Law: The Securities will be governed by English law.

Limitations to the rights:

Prescription. Claims for principal and interest on redemption in respect of the Securities shall become void the relevant security certificates are surrendered for payment within 10 years of the due date for payment.

C.1.4	*Rank of the Securities in the Issuer's capital structure upon insolvency*

The Securities constitute direct and general obligations of the Issuer ranking *pari passu* among themselves.

C.1.5	*Restrictions on free transferability of the Securities*

Interests in the Securities will be transferred in accordance with the procedures and regulations of the relevant clearing system, subject to restrictions on sale of the Securities into certain jurisdictions. The Securities cannot be offered or sold in the U.S. or to U.S. persons, nor held in the U.S. or by U.S. Persons at any time. The Securities may not be acquired or held by, or acquired with the assets of, any employee benefit plan subject to Title I of the United States Employee Retirement Income Security Act of 1974, as amended ("ERISA"), any individual retirement account or plan subject to Section 4975 of the United States Internal Revenue Code of 1986, or any entity whose underlying assets include "plan assets" within the meaning of Section 3(42) of ERISA by reason of any such employee benefit plan's account's or plan's investment therein.

C.2	***Where will the Securities be traded?***

Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the regulated market of the Luxembourg Stock Exchange's Regulated Market and to be listed on the official list of the Luxembourg Stock Exchange with effect from on or around the Issue Date.

C.3 ***Is there a guarantee attached to the Securities?***

C.3.1 *Nature and scope of the Guarantee*

The payment obligations of MSBV in respect of the Securities are unconditionally and irrevocably guaranteed by Morgan Stanley (the "**Guarantor**" or "**Morgan Stanley**") pursuant to a guarantee dated as of 15 July 2022 (the "**Guarantee**") which is governed by New York law. The Guarantor's obligations under the Guarantee constitute direct, general and unsecured obligations of the Guarantor which rank without preference among themselves and *pari passu* with all other outstanding, unsecured and unsubordinated obligations of the Guarantor, present and future, but in the event of insolvency only to the extent permitted by laws affecting creditors' rights.

C.3.2 *Brief description of the Guarantor*

Morgan Stanley is incorporated and has its registered address in the U.S.A. Its legal entity identifier is IGJSJL3JD5P30I6NJZ34. The Issuer is a financial holding company and is regulated by the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended.

C.3.3 *Key financial information of the Guarantor*

The following selected key financial information relating to Morgan Stanley is extracted from Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2022 and Morgan Stanley's Quarterly Report on Form 10-Q for the quarterly period ended 31 March 2023:

Consolidated Income Statement

In USD (million)	**Three months ended 31 March 2023 (unaudited)**	**Three months ended 31 March 2022 (unaudited)**	**2022**	**2021**
Income before provision for income taxes	3,760	4,588	14,089	19,668

Consolidated Balance Sheet

In USD (million)	**31 March 2023 (unaudited)**	**31 December 2022**	**31 December 2021**
Borrowings	250,182	238,058	233,127

Consolidated Cash Flow Statement

In USD (million)	**Three months ended 31 March 2023 (unaudited)**	**Three months ended 31 March 2022 (unaudited)**	**2022**	**2021**
Net cash provided by (used for) operating activities	(9,865)	239	(6,397)	33,971
Net cash provided by (used for) financing activities	(6,288)	9,291	22,714	41,547
Net cash provided by (used for) investing activities	(1,041)	158	(11,632)	(49,897)

C.3.4 *Most material risk factors pertaining to the Guarantor*

The most material risk factors pertaining to Morgan Stanley are listed under section B.3 "*What are the key risks that are specific to the Issuer?*" above.

C.4 ***What are the key risks that are specific to the Securities?***

- The Securities are not deposits or savings accounts and are not insured by the U.S. Federal deposit insurance corporation, the UK Financial Services Compensation Scheme, or any other governmental agency or instrumentality or deposit protection scheme anywhere, nor are they obligations of, or guaranteed by, a bank.
- The terms of certain Securities differ from those of ordinary debt securities because the Securities may not pay interest and, on maturity, depending on the performance of the Relevant Underlying, may return less than the amount invested or nothing, or may return assets or securities of an issuer that is not affiliated with the Issuer, the value of which is less than the amount invested.
- Unless otherwise stated in the terms and conditions applicable to the Securities, the securities issued by MSBV and MSFL will not have the benefit of any cross-default or cross-acceleration with other indebtedness of MSBV, MSFL or Morgan Stanley (as applicable). In addition, a covenant default by Morgan Stanley, as guarantor, or an event of bankruptcy, insolvency or reorganization of Morgan Stanley, as guarantor, does not constitute an event of default with respect to any securities issued by MSBV or MSFL.

- The market price of Securities may be very volatile. Further, investors in Securities may receive no interest and payment or payment of principal or interest, if applicable, may occur at a different time or in a different currency than expected. The Relevant Underlying may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices. The timing of changes in a Relevant Underlying may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Underlying the greater the effect on yield.
- It is impossible to predict how the level of the Relevant Underlying will vary over time. The historical performance value (if any) of the Relevant Underlying does not indicate the future performance of the Relevant Underlying. Factors such as volatility, interest rates, remaining term of the Securities or exchange rates will influence the price investors will receive if an investor sells its Securities prior to maturity.
- *"Benchmarks" are subject to recent national, international and other regulatory reforms, which could have a material impact on any Securities linked to a "benchmark" index, including in any of the following circumstances*: (A) (i) certain "benchmarks" may be discontinued, or (ii) the administrator(s) of a "benchmark" may not obtain authorisation/registration or not be able to rely on one of the regimes available to non-EU benchmarks. Depending on the particular "benchmark" and the applicable terms of the Securities, the occurrence of such a circumstance may lead to such benchmark being deemed replaced with an alternative benchmark selected by the Determination Agent (or, in the case of U.S. dollar-denominated Securities where the "benchmark" is SOFR, with an interpolated benchmark or a benchmark selected by the Issuer, its designee, a governmental body (such as the Alternative Reference Rates Committee convened by the Federal Reserve Board and the Federal Reserve Bank of New York) or ISDA) (or any alternative pre-nominated index), adjustment to the terms and conditions of the Securities or early redemption of the Securities. Any of the above consequences could have a material adverse effect on the value of and return on any such Securities.
- Payment of interest and redemption and early redemption amounts on the Securities is conditional on the value or performance of the Relevant Underlying being greater than or equal to a specified barrier value, and if such condition (a "barrier condition") is not satisfied.

D. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

D.1	*Under which conditions and timetable can I invest in the Securities?*

The total amount of the offer is EUR 5,500,000

The Offer Period is the period from, and including, 8 August 2023 to, and including, 31 August 2023 for the Securities that will be offered by means of "online selling" and "door to door selling".

The minimum amount of application is EUR 5,000.

Plan of distribution and allotment

The Securities are being offered in Finland

Pricing

The Securities will be offered at the Issue Price.

Placing and Underwriting

Name and address of the distributor is Alexandria Group Oyj, Eteläesplanadi 22 A, 00130 Helsinki, Finland.

Paying Agents: The Bank of New York Mellon.

Determination Agent: Morgan Stanley & Co. International plc

Admission to trading: Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Luxembourg Stock Exchange's Regulated Market and to be listed on the official list of the Luxembourg Stock Exchange with effect from on or around the Issue Date.

Estimated Expenses charged to the investor by the Issuer or the offeror

Not applicable. There are no estimated expenses charged to the investor by the Issuer or the Authorised Offeror.

D.2	*Why has the prospectus been produced?*

Reasons for offer, use and estimated net amount of proceeds

The net proceeds of the issue of the Securities will be used by the Issuer for general corporate purposes.

Underwriting agreement on a firm commitment basis

The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

Conflicts of interest

Potential conflicts of interest may exist between the investor and the Determination Agent, who, under the terms of the Securities, may make such adjustments to the Securities as it considers appropriate as a consequence of certain events affecting the payment currency for the Securities, and in doing so, is entitled to exercise substantial discretion.

EMISSIONSPECIFIK SAMMANFATTNING AV VÄRDEPAPPERENS

SAMMANFATTNING

A. INTRODUKTION OCH VARNINGAR

A.1.1 *Namn och Internationellt Identifikationsnummer (ISIN) för Värdepapperen*

Tranche 1 av Serie A emission av upp till EUR 5 500 000 Aktierelaterade Obligationer med förfall 2029 (”**Värdepapperen**”). ISIN: XS2654963003.

A.1.2 *Identitet och kontaktuppgifter till emittenten, inklusive dess identifieringskod för juridiska personer (LEI)*

Morgan Stanley B.V. (**“Emittenten**” eller ”**MSBV**”) bildat enligt lagstiftningen i Nederländerna och har sitt säte på Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, Nederländerna. MSBV:s identifieringskod för juridiska personer (LEI) är KG1FTTDCK4KNVM3OHB52

A.1.3 *Identitet och kontaktuppgifter till den behöriga myndighet som godkänner Grundprospektet*

Grundprospektet har godkänts av Commission de Surveillance du Secteur Financier (**CSSF**) som behörig myndighet, vars postadress är 283, Route, d’Arlon, L-2991 Luxemburg, telefonnummer (+352) 26 251 - 2601, i enlighet med Förordning (EU) 2017/1129 (”**Prospektförordningen**”).

A.1.4 *Dag för godkännande av Grundprospektet*

Grundprospektet godkändes den 14 juli 2023.

A.1.5 *Varning*

Denna sammanfattning har upprättats i enlighet med Artikel 7 i Prospektförordningen och ska läsas som en introduktion till Grundprospektet. Varje beslut att investera i Värdepapperen ska ske med beaktande av Grundprospektet i dess helhet utav investeraren. En investerare kan förlora hela eller delar av sitt investerade kapital och, där en investerares ansvar inte är begränsat till investeringens belopp, kan denne förlora mer än det investerade beloppet. Om krav med bäring på informationen i Grundprospektet framställs i domstol kan käranden, enligt nationell rätt i Medlemsstaterna, vara skyldig att stå för kostnaden för att översätta Grundprospektet innan den juridiska processen inleds. Civilrättsligt ansvar kan uppkomma för de personer som har lagt fram denna Sammanfattning, inklusive varje översättning härav, men endast om Sammanfattningen är missvisande, felaktig eller oförenlig när den läses tillsammans med övriga delar av Grundprospektet eller om den inte, tillsammans med andra delar av Grundprospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i Värdepapperen.

B. NYCKELINFORMATION OM EMITTENTEN

B.1 ***Vem är Emittent av Värdepapperen?***

B.1.1 *Hemvist, juridisk form, identifieringskod för juridiska personer (LEI), enligt vilken lagstiftning Emittenten bedriver verksamhet och i vilket land bolaget har bildats*

MSBV bildades som ett privat bolag med begränsat ägaransvar (*besloten vennootschap met beperkte aansprakelijkheid*) underkastat lagstiftningen i Nederländerna. MSBV är registrerat i handelsregistret hos handelskammaren (*Kamer van Koophandel*). Dess säte är i Amsterdam. MSBV:s identifieringskod för juridiska personer (LEI) är KG1FTTDCK4KNVM3OHB52

B.1.2 *Huvudsaklig verksamhet*

MSBV:s huvudsakliga verksamhet är emission av finansiella instrument och hedgning av åtaganden med anledning av sådana emissioner

B.1.3 *Stora aktieägare*

MSBV kontrolleras ytterst av Morgan Stanley.

B.1.4 *De viktigaste befattningshavarna*

B. Carey, S. Ibanez, P.J.G. de Reus, TMF Management B.V., A Doppenberg

B.1.5 *De lagstadgade revisorernas identitet*

Deloitte Accountants B.V.

B.2 ***Vad är Emittentens finansiella nyckelinformation?***

Informationen avseende åren som slutade den 31 december 2021 och den 31 december 2022 angiven nedan är hämtad från de reviderade finansiella räkenskaperna inkluderad i MSBV:s Årsredovisning för åren som slutade den 31 december 2021 och den 31 december 2022.

Resultaträkning

I tusentals EUR	**2022**	**2021**
Vinst innan inkomstskatt	1 776	2 825

Balansräkning

I tusentals EUR	**31 december 2021**	**31 december 2021**
Finansiell nettoskuld (långfristig plus kortfristig skuld minus kontanta medel)	10 406 654	9 759 260

Balanslikviditet (omsättningstillgångar/kortfristiga skulder)	1,009:1	1,009:1
Skuldsättningsgrad (totala skulder/totalt eget kapital)	316:1	309:1

Kassaflödesanalys

I tusentals EUR	2022	2021
Kassaflöde från (som används i) verksamhetsaktiviteter, löpande verksamhet	(3 042)	(4 990)
Kassaflöde från (som används i) finansieringsaktiviteter, löpande verksamhet	(8 938)	(11 172)
Kassaflöde från (som används i) investeringsaktiviteter, löpande verksamhet	8 938	1 172

B.3	*Vilka nyckelrisker är specifika för Emittenten?*

- **Risker relaterade till Emittenten och Garanten**

  Innehavare av Värdepapper emitterade av Emittenten bär kreditrisken för den relevanta Emittenten och/eller Garanten, som är risken att den relevanta Emittenten och/eller Garanten inte kan uppfylla sina åtaganden enligt Värdepapperen, oavsett huruvida sådana Värdepapper är kapitalskyddade eller principalskyddade eller hur kapitalbelopp, räntebelopp eller andra betalningar enligt sådana Värdepapper ska beräknas. Om Emittenten och/eller Garanten inte kan uppfylla sina åtaganden enligt Värdepapperen, kommer det ha en betydande negativ påverkan på investerarens avkastning på Värdepapperen och en investerare kan förlora hela sin investering.

  Samtliga betydande tillgångar för MSBV är åtaganden för (eller värdepapper emitterade av) ett eller flera företag inom Morgan Stanley-Koncernen. Om något av dessa företag inom Morgan Stanley-Koncernen drabbas av förluster avseende någon av dess verksamheter (oavsett om dessa verksamheter är relaterade till MSBV eller inte) kan förmågan hos sådant företag att fullgöra sina åtaganden gentemot MSBV, försämras och därigenom exponera innehavare av värdepapper emitterade av MSBV mot risk för förlust.

De följande nyckelriskerna påverkar Morgan Stanley, och eftersom Morgan Stanley är det yttersta holdingmoderbolaget för MSBV, påverkar de även MSBV:

- **Risker relaterade till Morgan Stanleys finansiella ställning**

  Morgan Stanleys verksamhetsresultat kan väsentligen påverkas av marknadsfluktuationer och av globala ekonomiska förhållanden och andra faktorer. Att inneha stora och koncentrerade positioner exponerar Morgan Stanley för stora förluster. Dessa faktorer kan resultera i förluster för en position eller portfölj som ägs av Morgan Stanley.

  Morgan Stanley är exponerat för risken att tredje parter som är skuldsatta till företaget inte kommer uppfylla sina åtaganden, såväl som att ett förfall av en stor finansiell institution negativt kan påverka finansiella marknader. Sådana faktorer ger upphov till risken för förlust som uppstår när en låntagare, motpart eller emittent inte uppfyller sina finansiella åtaganden gentemot Morgan Stanley.

  Likviditet är essentiellt för Morgan Stanleys verksamhet och Morgan Stanley förlitar sig på externa källor för att finansiera en betydande del av sin verksamhet. Morgan Stanleys lånekostnader och tillgång till skuldkapitalmarknader är beroende av dess kreditbetyg. Morgan Stanley är ett holdingbolag, har ingen verksamhet och är beroende av dess utdelning, distribution och andra betalningar från dess dotterföretag. Vidare har Morgan Stanleys likviditet och finansiella ställning historiskt varit, och kan i framtiden vara, negativt påverkad av amerikanska och internationella marknader och ekonomiska händelser. Som en följd av det föregående, finns det en risk att Morgan Stanley kan vara oförmöget att finansiera sin verksamhet på grund av förlorad tillgång till kapitalmarknaderna eller svårigheter att avyttra sina tillgångar.

- **Risker relaterade till bedrivandet av Morgan Stanleys verksamhet**

  Morgan Stanley är föremål för operationella risker, inklusive misslyckande, avbrott eller annan störning av dess verksamhet eller säkerhetssystem eller de för Morgan Stanleys tredje parter (eller dess tredje parter), såväl som mänskliga misstag eller felaktigt agerande, vilket negativt kan påverka dess verksamhet eller rykte. En cyberattack, informations- eller säkerhetsavbrott eller teknisk störning hos Morgan Stanley eller en tredje part, kan negativt påverka Morgan Stanleys förmåga att utöva sin verksamhet, hantera sin riskexponering eller resultera i avslöjande eller olaglig användning av konfidentiell eller proprietär information och i övrigt negativt påverka dess verksamhetsresultat, likviditet och finansiella ställning, såväl som orsaka en skada på dess rykte.

  Morgan Stanleys riskhanteringsstrategier, modeller och processer kanske inte är till fullo effektiva vad avser lindring av dess riskexponering i alla marknadsmiljöer eller mot alla typer av risk. Vidare kan utbytet av London Interbank Offered Rate och utbyte eller reformering av andra räntesatser negativt påverka Morgan Stanleys verksamhet, finansiella ställning och verksamhetsresultat.

- **Juridisk, regulatorisk och regelefterlevnadsrisk**

  Morgan Stanley är föremål för risker avseende juridiska eller regulatoriska sanktioner, betydande finansiella förluster inklusive böter, straff, domar, skadestånd och/eller förlikning, eller förlust av rykte som det kan lida som ett resultat av dess oförmåga att efterleva lagar, förordningar och regler, relaterade till självregleringsorganisationers standarder och uppförandekoder tillämpliga på dess verksamhet. Morgan Stanley är även föremål för kontraktuell och kommersiell risk, såsom risken att en motparts prestationsåtaganden inte kommer vara möjliga att verkställa. Vidare är Morgan Stanley föremål för regler och förordningar för att motverka penningtvätt, korruption och terroristfinansiering.

- **Andra risker relaterade till Morgan Stanleys verksamhet**

  Morgan Stanley möter stark konkurrens från andra företag som erbjuder finansiella tjänster, vilket kan leda till prissättningspress som kan påverka dess avkastning och lönsamhet betydande negativt. Vidare kan automatiserade handelsplatser negativt påverka Morgan Stanleys verksamhet och kan öka konkurrensen.

  Morgan Stanley är föremål för åtskilliga politiska, legala, skatterättsliga, franchise och andra risker som ett resultat av dess internationella verksamhet (inklusive risker avseende nationalisering, expropriation, priskontroller, kapitalkontroller, börskontroller, ökad beskattning och avgifter, cybersäkerhets-, dataöverförings- och outsourcingrestriktioner, förbud mot vissa typer av utländska och kapitalmarknadsaktiviteter, begränsningar för noteringar utomlands samt andra restriktiva myndighetsåtgärder, såväl som utbrott av fientlighet eller politiskt och myndighetsrelaterad instabilitet, inklusive spänningar mellan Kina och USA), vilka kan negativt påverka dess verksamhet på många sätt.

  Morgan Stanley kan vara oförmöget att till fullo fånga det förväntade värdet från avyttringar, joint ventures, minoritetsposter eller strategiska allianser, och vissa förvärv kan utsätta dess verksamhet för nya eller ökade risker.

  Tillämpligheten av regulatoriska krav och strategier i USA eller andra jurisdiktioner för att främja en ordnad upplösning av stora finansiella institutioner kan utgöra en större risk för förlust för Morgan Stanleys Värdepappersinnehavare och för Morgan Stanley för andra restriktioner.

  Dessutom kan risken för klimatförändring som manifesterar sig som fysiska eller övergångsrelaterade risker resultera i ökade kostnader och risker och kan negativt påverka Morgan Stanleys rörelser, verksamhetsgrenar och klienter.

C. NYCKELINFORMATION OM VÄRDEPAPPEREN

C.1	***Vilka är Värdepapperens viktigaste egenskaper?***
C.1.1	*Typ, klass och ISIN*

Infoga huruvida Värdepapperen emitteras i form av Obligationer eller Certifikat

Värdepapperen emitteras i registrerad form (“**Registrerade Värdepapper**”) i form av globalt certifikat. ISIN-koden för Värdepapperen är XS2654963003.

Värdepapperen är inte Värdepapper avseende vilka fysisk avveckling kan vara tillämplig eller kan väljas som tillämpligt (”**Kontant Avvecklade Värdepapper**”).

Ränta ska betalas under Värdepapperen beräknat utifrån värdet eller utvecklingen för ett aktieindex ("**Värdepapper med Aktierelaterad Ränta**”).

Inlösenbelopp som ska betalas avseende Värdepapperen är relaterade till värdet på eller utvecklingen för aktieindex (”**Värdepapper med Aktierelaterad Inlösen**”).

C.1.2	*Valuta, denominering, parvärde, antal Värdepapper som emitteras och löptid*

Den angivna valutan för Värdepapperen är euro (”**EUR**”). Den angivna valören är EUR 1 000, det sammanlagda nominella beloppet av Värdepapper är upp till EUR 5 500 000 och emissionskursen per Värdepapper är 100,00 procent av par. Värdepapperen emitteras den 15 september 2023 och planeras att förfalla den 17 september 2029. Värdepapperen kan lösas in i förtid om en händelse för förtida inlösen inträffar.

C.1.3	*Rättigheter förknippade med Värdepapperen*

Värdepapperen är inte vanliga skuldvärdepapper och ränta och eller inlösenbeloppet är relaterat till utvecklingen för aktieindex identifierade som Relevant Underliggande.

Relevant Underliggande: Solactive NORDEA AR 0.80 Index, (Bloomberg-kod: SOLNDA08 Index).

Ränta:

KUPONG VILLKORAD AV BARRIÄR

Värdepapperen är "**Kupong Villkorad av Barriär**". Om, på en Räntefastställelsedag, Fastställelseagenten fastställer att Värdet (Knock-in) är större än eller lika med Värdet (Kupongbarriär) avseende den Räntefastställelsedagen, kommer Emittenten Kupongbeloppet på den omedelbart följande Räntebetalningsdagen. Ingen ränta kommer annars att betalas av Emittenten. Kupongbeloppet, om något ska betalas, kommer att vara ett belopp per Beräkningsbelopp som är lika med produkten av Kupongräntesatsen.

DEFINIERADE BEGREPP

Där:

Kupongräntesatsen kommer att vara en procentsats, inte lägre än 48,00%, fastställd av Fastställelseagenten vid slutet av erbjudandeperioden avseende Värdepapperen i enlighet med marknadsförhållandena vid sådan tidpunkt, och som kommer att meddelas Värdepappersinnehavaren därefter genom publicering på www.alexandria.fi/ XS2654963003**;**

Initialt Referensvärde är stängningsvärdet per Startdagen;

Startdag betyder den 8 september 2023;

Räntebetalningsdag betyder den 17 september 2029;

Värde (Knock-in) betyder Värdet för Relevant Underliggande fastställt i enlighet med Villkoren för Fastställande av Värde angivna nedan;

Värde för Relevant Underliggande är värdet för Relevant Underliggande fastställt i enlighet med Villkoren för Fastställande av Värde angivna nedan;

Räntefastställelsedag betyder den 10 september 2029;

Värde (Kupongbarriär) betyder 70 procent av det Initiala Referensvärdet;

Villkor för Fastställande av Värde för att fastställa Slutliga Referensvärde, Slutligt Referensvärde (Kupong) och Värde för Relevant Underliggande: Fastställelseagenten kommer att fastställa värdet för Relevant Underliggande per tidpunkten per vilken den officiella stängningsnivån beräknas och publiceras av Indexsponsorn.

AUTOMATISK FÖRTIDA INLÖSEN (AUTOCALL) 2

Om, på någon Fastställelsedag för Automatisk Förtida Inlösen, Fastställelseagenten fastställer att Värdet (Knock-in) är större än eller lika med Värdet (Autocall-Barriär) avseende sådan Fastställelsedag för Automatisk Förtida Inlösen, kommer Värdepapperen att lösas in på den omedelbart efterföljande Inlösendagen vid Automatisk Förtida Inlösen till ett belopp per Beräkningsbelopp lika med produkten av (i) Beräkningsbeloppet och (ii) summan av (a) den Angivna Kursen och (b) Inlösenkurs vid Automatisk Förtida Inlösen.

Där:

Angiven Kurs betyder 100 procent; och det motsvarande **Värdet (Autocall-Barriär)** är 100 procent av det Initiala Referensvärdet.

Fastställelsedag(ar) för Förtida Automatisk Inlösen	Inlösenkurs vid Automatisk Förtida Inlösen	Inlösendag(ar) vid Automatisk Förtida Inlösen:
9 september 2024	Indikativt 20%, minimum 16%	16 september 2024
9 december 2024	Indikativt 25%, minimum 20%	16 december 2024
10 mars 2025	Indikativt 30%, minimum 24%	17 mars 2025
9 juni 2025	Indikativt 35%, minimum 28%	16 juni 2025
8 september 2025	Indikativt 40%, minimum 32%	15 september 2025
8 december 2025	Indikativt 45%, minimum 36%	15 december 2025
9 mars 2026	Indikativt 50%, minimum 40%	16 mars 2026
8 juni 2026	Indikativt 55%, minimum 44%	15 juni 2026
8 september 2026	Indikativt 60%, minimum 48%	15 september 2026
8 december 2026	Indikativt 65%, minimum 52%	15 december 2026
8 mars 2027	Indikativt 70%, minimum 56%	15 mars 2027
8 juni 2027	Indikativt 75%, minimum 60%	15 juni 2027
8 september 2027	Indikativt 80%, minimum 64%	15 september 2027
8 december 2027	Indikativt 85%, minimum 68%	15 december 2027
8 mars 2028	Indikativt 90%, minimum 72%	15 mars 2028
8 juni 2028	Indikativt 95%, minimum 76%	15 juni 2028
8 september 2028	Indikativt 100%, minimum 80%	15 september 2028
8 december 2028	Indikativt 105%, minimum 84%	15 december 2028
8 mars 2029	Indikativt 110%, minimum 88%	15 mars 2029
8 juni 2029	Indikativt 115%, minimum 92%	15 juni 2029
10 september 2029	Indikativt 60%, minimum 48%	17 september 2029

VILLKOR FÖR FASTSTÄLLANDE AV VÄRDE

Villkor för Fastställande av Värde för att fastställa Slutligt Referensvärde och Värde för Relevant Underliggande: Fastställelseagenten kommer att fastställa värdet för Relevant Underliggande per tidpunkten per vilken den officiella stängningsnivån beräknas och publiceras av Indexsponsorn

ENSKILD BARRIÄR VID SLUTLIG INLÖSEN

Om, på Fastställelsedagen, Fastställelseagenten fastställer att Värdet (Knock-in) är större än eller lika med Värdet (Slutliga Inlösen-Barriär), kommer Emittenten att betala ett belopp per Beräkningsbelopp lika med produkten av Beräkningsbeloppet och den Angivna Kursen 1. I alla andra fall, kommer Emittenten att betala ett belopp per Beräkningsbelopp lika med det mindre av (A) produkten av Beräkningsbeloppet och 100 procent och (B) produkten av Beräkningsbeloppet, Deltagandegraden och värdet som är det Slutliga Referensvärdet dividerat med det Tillämpliga Initiala Referensvärdet.

Där:

Tillämpligt Initialt Referensvärde betyder ett värde lika med produkten av det Initiala Referensvärdet och den Angivna Procentsatsen;

Initialt Referensvärde är stängningsvärdet per Startdagen;

Startdag betyder den 8 september 2023; **Värde (Knock-in)** betyder Värdet för Relevant Underliggande fastställt i enlighet med Villkoren för Fastställande av Värde angivna nedan;

Värde för Relevant Underliggande är värdet för Relevant Underliggande, fastställt i enlighet med Villkoren för Fastställande av Värde angivna nedan;

Angiven Procentsats betyder 100 procent.

Angiven Kurs 1 betyder 100 procent.

Deltagandegrad betyder 100 procent.

Slutligt Referensvärde är värdet för den Relevanta Underliggande, fastställt i enlighet med Villkoren för Fastställande av Värde angivna nedan.

VILLKOR FÖR FASTSTÄLLANDE AV VÄRDE

Villkor för Fastställande av Värde för att fastställa Slutligt Referensvärde och Värde för Relevant Underliggande: Fastställelseagenten kommer att fastställa värdet för Relevant Underliggande per tidpunkten per vilken den officiella stängningsnivån beräknas och publiceras av Indexsponsorn.

Avbrottshändelser: De följande avbrottshändelserna är tillämpliga avseende den Relevanta Underliggande: Förändring i Lag, och Ökad Kostnad för Hedgning.

Avbrottshändelser kan påverka den Relevanta Underliggande och kan leda till justeringar och/eller förtida inlösen av Värdepapperen. Fastställelseagenten ska fastställa huruvida Värdepapperen eller några börser eller priskällor påverkas av sådana händelser på en relevant dag för värdering och kan komma att göra justeringar i Värdepapperen eller vidta andra lämpliga åtgärder, för att beakta relevanta justeringar eller händelse avseende den Relevanta Underliggande. Dessutom, under vissa omständigheter, kan Emittenten lösa in eller avsluta Värdepapperen i förtid efter varje sådan händelse.

Skatteinlösen: Värdepapperen kan lösas in i förtid av skatteskäl vid ett belopp (fastställt av Fastställelseagenten, agerandes i god tro och på ett kommersiellt försvarbart sätt) motsvarande det rimliga marknadsvärdet för sådant Värdepapper på sådan dag så som utvald av Fastställelseagenten i god tro och på ett kommersiellt försvarbart sätt.

Uppsägningsgrundande Händelser: Om en Uppsägningsgrundande Händelse inträffar, kan Värdepapperen lösas in före dessas Förfallodag till Inlösenbeloppet vid Förtida Inlösen om Värdepappersinnehavare representerande inte mindre än 25% av det sammanlagda kapitalbeloppet för Värdepapperen ger skriftligt meddelande till Emittenten med förklaring att Värdepapperen är omedelbart förfallna till betalning.

Uppsägningsgrundande Händelser tillämpliga på Värdepapperen är som följer:

(1) utebliven betalning av något belopp av kapital (inom 30 dagar från förfallodagen) eller något belopp av ränta (inom 30 dagar från förfallodagen) avseende Värdepapperen; och

(2) Emittenten blir insolvent eller oförmögen att betala sina skulder när dessa förfaller, eller en förvaltare eller likvidator utsedd avseende Emittenten, eller helheten av eller en betydande del av dess företag, tillgångar eller intäkter (förutom när det gäller för att genomföra eller som ett led i genomförandet av en sammanslagning, rekonstruktion eller omorganisering medan den är solvent) eller Emittenten vidtar någon åtgärd för att ingå ett ackord med eller till förmån för sina borgenärer i allmänhet, eller en order ges eller ett effektivt beslut fattas om att Emittenten ska upplösas, likvideras eller upplösas (förutom när det gäller för att genomföra eller som ett led i genomförandet av en sammanslagning, rekonstruktion eller omorganisering medan den är solvent) och sådan order ges eller ett effektivt beslut är fortsatt i kraft och har inte upphävts, återkallats eller åsidosatts under 60 dagar efter det datum då sådan order gavs eller effektivt beslut fattades.

Förtida Inlösenbelopp: Det Förtida Inlösenbeloppet kommer fastställas av Fastställelseagenten som det belopp som en kvalificerad finansiell institution (som är en finansiell institution organiserad under lagarna i någon av följande jurisdiktioner: USA, Europeiska Unionen eller Japan och som uppfyller vissa kreditvärderingskriterier, som Fastställelseagenten utser för detta ändamål vid tidpunkten när det Förtida Inlösenbeloppet ska fastställas) skulle ta ut för att överta samtliga av Emittentens åtaganden under Värdepapperen eller att ikläda sig förpliktelser som skulle få effekten att bevara den ekonomiska motsvarigheten av varje betalning av Emittenten till Värdepappersinnehavarna avseende Värdepapperen.

Tillämplig rätt: Värdepapperen kommer vara underkastade engelsk rätt.

Begränsning av rättigheterna

Preskription. Anspråk på kapitalbelopp och ränta vid inlösen avseende Värdepapperen ska bli ogiltiga, såvida inte värdepapperscertifikaten presenteras för betalning inom tio år från förfallodagen för betalning.

C.1.4	*Värdepapperens rangordning i Emittentens kapitalstruktur vid insolvens*

Värdepapperen utgör direkta och generella förpliktelser för Emittenten och rangordnas lika sinsemellan (*pari passu*).

C.1.5	*Begränsningar av Värdepapperens fria överlåtbarhet*

Ränta i Värdepapperen kommer att överföras i enlighet med det relevanta clearingsystemets förfaranden och förordningar, med förbehåll för restriktioner i försäljningen av Värdepapperen till vissa jurisdiktioner. Värdepapperen kan inte erbjudas eller säljas i USA eller till Amerikanska Personer, och kan inte heller innehas i USA eller av någon Amerikansk Person, vid någon tidpunkt. Värdepapperen får inte köpas eller innehas av, eller köpas med tillgångar av, någon förmånsplan för anställda som är föremål för *Title I United States Employee Retirement Income Security Act of 1974*, så som förändrad ("**ERISA**"), något individuellt pensionskonto eller pensionsplan som är föremål för *Section 4975* i *United States Internal Revenue Code of 1986* eller någon enhet vars underliggande tillgångar inkluderar "plantillgångar" enligt innebörden av *Section 3(42)* i ERISA pga. något sådant konto för förmånsplan för anställda eller investeringsplan däri.

C.2	***Var kommer Värdepapperen att handlas?***

Ansökan förväntas göras av Emittenten (eller å dess vägnar) för att inregistrera eller ta upp Värdepapperen till handel på Luxembourg Stock Exchanges reglerade marknad med verkan från eller omkring Emissionsdagen.

C.3	***Omfattas Värdepapperen av en garanti?***
C.3.1	*Garantins art och omfattning*

Betalningsförpliktelserna för MSBV avseende Värdepapperen är ovillkorligen och oåterkalleligen garanterade av Morgan Stanley ("**Garanten**" eller "**Morgan Stanley**") i enlighet med en garanti daterad den 14 juli 2023 ("**Garantin**"), vilken är underkastad New York-rätt. Garantens förpliktelser under Garantin utgör direkta, generella och icke säkerställda förpliktelser för Garanten som kommer rangordnas utan företräde sinsemellan och lika med alla andra utestående, icke säkerställda och icke efterställda förpliktelser för Garanten, nutida och framtida, men i händelse av konkurs, endast i den utsträckning som tillåts enligt lagar som påverkar borgenärers rättigheter.

C.3.2	*Kort beskrivning av Garanten*

Morgan Stanley är bildat i och har sitt säte i USA. Dess identifieringskod för juridiska personer (LEI) är IGJSJL3JD5P30I6NJZ34. Emittenten är ett finansiellt holdingbolag och är reglerat av The Board of Governors of the Federal Reserve System i enlighet med the Bank Holding Company Act av 1956, så som ändrad.

C.3.3	*Garantens finansiella nyckelinformation*

Den följande utvalda finansiella nyckelinformationen hänförlig till Morgan Stanley avseende åren som slutade den 31 december 2022 och 31 december 2021 angivna nedan är hämtade från de reviderade finansiella räkenskaperna inkluderat i Morgan Stanleys Årsrapport på Form 10-Q för året som slutade den 31 december 2022.

Informationen avseende de tre månaderna som slutade den 31 mars 2022 och 31 mars 2023 angiven nedan är hämtad från de oreviderade finansiella räkenskaperna inkluderade i Morgan Stanleys Kvartalsrapporter på Form 10-Q för de kvartalsperioder som slutade den 31 mars 2022 respektive 31 mars 2023:

Konsoliderad resultaträkning

I miljontals USD	**2022**	**2021**	**Per den 31 mars 2023 (oreviderad)**	**Per den 31 mars 2022 (oreviderad)**
Intäkter före reservering för inkomstskatt	14 089	19 668	3 760	4 588

Balansräkning

I miljontals USD	**31 december 2022**	**31 december 2021**	**Per den 31 mars 2023 (oreviderad)**	**Per den 31 mars 2022 (oreviderad)**
Lån	238 058	233 127	250 182	233 127

Kassaflödesanalys

I miljontals USD	**2022**	**2021**	**Per den 31 mars 2023 (oreviderad)**	**Per den 31 mars 2022 (oreviderad)**
Nettokassaflöde från (som används i) verksamhetsaktiviteter, löpande verksamhet	(6 397)	33 971	(9 865)	239
Nettokassaflöde från (som används i) finansieringsaktiviteter, löpande verksamhet	22 714	41 547	(6 288)	9 291

Nettokassaflöde från (som används i) investeringsaktiviteter, löpande verksamhet	(11 632)	(49 897)	(1 041)	158

C.3.4	*De mest väsentliga riskfaktorerna som hänför sig till Garanten*

De mest väsentliga riskfaktorerna som hänför sig till Morgan Stanley finns angivna i avsnitt B.3 "*Vilka nyckelrisker är specifika för Emittenten?*" ovan.

C.4	***Vilka nyckelrisker är specifika för Värdepapperen?***

- Värdepapperen är inte insättningar eller sparkonton och är inte försäkrade av vare sig det amerikanska bolaget för insättningsförsäkring (U.S. Federal deposit insurance corporation), UK Financial Services Compensation Scheme eller något annat regeringsorgan eller -funktion eller insättningsskyddsarrangemang någonstans. Värdepapperen utgör inte heller något åtagande för, och garanteras inte heller, av någon bank.
- Villkoren för vissa Värdepapper kan skilja sig från de för vanliga skuldinstrument eftersom Värdepapperen kanske inte betalar ränta och, vid förfallodagen, och beroende på utvecklingen för underliggande Relevant Underliggande, kan återbetala mindre än det investerade beloppet eller ingenting eller kan returnera tillgångar eller värdepapper från en emittenten som inte är närstående företag till Emittenten, vilkas värde kan vara lägre än beloppet som investerades.
- Såvida inte annat anges i villkoren tillämpliga på Värdepapperen, kommer Värdepapperen emitterade av MSBV och MSFL inte att dra fördel av någon uppsägnings- eller accelerationsgrund hänförlig till acceleration eller uppsägning av annan skuldsättning för MSBV, MSFL eller Morgan Stanley (beroende på vad som är tillämpligt). Dessutom, en överträdelse av ett villkorsåtagande av Morgan Stanley, som garant, eller inträffandet av konkurs, insolvens eller rekonstruktion av Morgan Stanley, som garant, utgör inte en uppsägningsgrund avseende något värdepapper emitterat av MSBV eller MSFL.
- Värdepapperen marknadskurs kan vara mycket volatilt. Vidare kan investerare i Värdepapperen få ingen ränta och betalning eller betalning av kapital eller ränta, om tillämpligt, kan inträffa vid en annan tidpunkt eller i en annan valuta än väntat. Den Relevanta Underliggande Tillgången kan vara föremål för betydande fluktuationer som kanske inte korrelerar med förändringar i räntesatser, valutor eller andra index. Tidpunkten för förändringar i en Relevant Underliggande Tillgång kan påverka den faktiska avkastningen till investerare, även om den genomsnittliga nivån överensstämmer med deras förväntningar. Generellt sett, desto större förändring i Relevant Underliggande Tillgång desto större är effekten på avkastningen.
- Det är omöjligt att förutsäga hur nivån på Relevant Underliggande kommer att variera över tid. Den historiska utvecklingen (om det finns någon) för Relevant Underliggande indikerar inte det framtida utvecklingen för Relevant Underliggande. Faktorer som volatilitet, räntesatser, återstående löptid för Värdepapperen eller valutakurser kommer att påverka priset som investerarna får om en investerare säljer sina Värdepapper före förfallodagen.
- Investerarna kommer att bära risken för resultatet för var och en av de Aktier som ingår i Korgen. En hög korrelation av Aktier kan ha en väsentlig effekt på belopp som ska betalas. Den negativa utvecklingen för en enskild Aktie kan uppväga en positiv utveckling för en eller flera Andra aktier som ingår i Korgen.
- *"Referensvärden" är föremål för nyligen genomförda nationella, internationella och andra regleringsreformer, som kan ha en väsentlig påverkan på Värdepapper relaterade till ett "referensvärdes"-index, inklusive i någon av följande omständigheter:* (A) (i) vissa "referensvärden" kan avslutas, eller (ii) administratören(erna) för ett "referensvärde" kanske inte får tillstånd/registrering eller kan inte lita på ett av de system som är tillgängliga för icke-EU-referensvärden. Beroende på det specifika "referensvärdet" och de tillämpliga villkoren för Värdepapperen kan förekomsten av en sådan omständighet leda till att ett sådant referensvärde bedöms ersatt med ett alternativt referensvärde valt av Fastställelseagenten, anpassning till villkoren för Värdepapperen eller förtida inlösen av Värdepapperen. Några av ovanstående konsekvenserna kan ha en väsentlig negativ inverkan på värdet på och avkastningen på sådana Värdepapper.

D. NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH/ELLER UPPTAGANDET TILL HANDEL PÅ EN REGLERAD MARKNAD

D.1	*På vilka villkor och enligt vilken tidplan kan jag investera i Värdepapperen?*

Det totala beloppet för erbjudandet är upp till EUR 5 500 000.

Erbjudandeperioden är perioden från och med den 8 augusti 2023 till och med den 31 augusti 2023 för de Värdepapper som kommer att erbjudas genom "onlineförsäljning" och "dörr-till-dörr"-försäljning.

Minimibeloppet för ansökan är EUR 5 000.

Plan för distribution och tilldelning

Värdepappren erbjuds i Finland.

Prissättning

Värdepapperna kommer att erbjudas till Emissionskursen.

Placering och garantiåtagande

Distributörens namn och adress är Alexandria Group Oyj, Eteläesplanadi 22 A, 00130 Helsinki, Finland .

Betalningsombud: Bank of New York Mellon.

Fastställelseagent: Morgan Stanley & Co. International plc.

Upptagande till handel: Ansökan förväntas göras av emittenten (eller på dess vägnar) om att värdepapperen ska tas upp till handel på Luxembourg Stock Exchanges börsens reglerade marknad och inregistreras på Luxembourg Stock Exchanges officiella lista med verkan från eller omkring emissionsdagen. ***Uppskattade kostnader som emittenten eller erbjudaren debiterar investeraren*** Ej tillämpligt. Det finns inga uppskattade kostnader som debiteras investeraren av Emittenten eller den Auktoriserade Erbjudaren.	
D.2	*Varför upprättas detta prospekt?*
Syfte med erbjudandet, användning av och uppskattade nettointäkter Nettointäkterna från emissionen av Värdepapperens kommer användas av Emittenten för generella bolagsändamål. ***Teckningsavtal med fast åtagande*** Erbjudandet av Värdepapperen är inte föremål för ett teckningsavtal med fast åtagande. ***Intressekonflikter*** Potentiella intressekonflikter kan finnas mellan investeraren och Fastställelseagenten, som, under villkoren för Värdepapperen, kan göra sådana justeringar för Värdepapperen som den finner lämpliga som en konsekvens av vissa händelser som påverkar betalningsvalutan för Värdepapperen och genom att göra så, har rätt att utöva betydande gottfinnande.	