

PRICING SUPPLEMENT

Pricing Supplement dated 1 November 2018

Morgan Stanley B.V.

Legal Entity Identifier (LEI): KG1FTTDCK4KNVM3OHB52

Issue of USD 10,000,000 Fund Linked Notes

Morgan Stanley

As Guarantor

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

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area which has implemented the Prospectus Directive (2003/71/EC) (as amended, including by Directive 2010/73/EU (together, the "**Prospectus Directive**") (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Distribution Agent to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Distribution Agent has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Warning: Neither this Pricing Supplement nor the Offering Circular referred to below constitutes a "prospectus" for the purposes of Article 5.4 of Directive 2003/71/EC (as amended by Directive 2010/73/EU, the "**Prospectus Directive**"), and the Pricing Supplement and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Directive in relation to any Notes offered and sold under hereby. The financial product offered herein has not been reviewed or approved by the competent authorities and is not subject to any filing or reporting requirement.

IF THE PRICING SUPPLEMENT IN RESPECT OF ANY NOTES INCLUDES A LEGEND ENTITLED "PROHIBITION OF SALES TO EEA RETAIL INVESTORS", THE NOTES ARE NOT DEPOSITS OR SAVINGS ACCOUNTS AND ARE NOT INSURED BY THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY OR INSTRUMENTALITY OR DEPOSIT PROTECTION SCHEME ANYWHERE NOR ARE THEY OBLIGATIONS OF, OR GUARANTEED BY, A BANK.

THE NOTES 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 EUROPEAN ECONOMIC AREA (THE "EEA"). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU, AS AMENDED ("MIFID II");
- (B) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2002/92/EC, AS AMENDED, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN DIRECTIVE 2003/71/EC, AS AMENDED.

CONSEQUENTLY, IF THE PRICING SUPPLEMENT IN RESPECT OF ANY NOTES INCLUDES A LEGEND ENTITLED "PROHIBITION OF SALES TO EEA RETAIL INVESTORS", NO KEY

INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "PRIIPS REGULATION") FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN OR WILL BE PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

PART A – CONTRACTUAL TERMS

THE NOTES DESCRIBED HEREIN AND ANY GUARANTEE IN RESPECT THEREOF, AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES IF ANY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. NEITHER THE ISSUER NOR THE GUARANTOR IS REGISTERED, OR WILL REGISTER, UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED (THE "INVESTMENT COMPANY ACT"). TRADING IN THE NOTES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT 1936, AS AMENDED.

THE NOTES DESCRIBED HEREIN, ANY INTEREST THEREIN, ANY GUARANTEE IN RESPECT THEREOF AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED OR REDEEMED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT. HEDGING TRANSACTIONS INVOLVING ANY "EQUITY SECURITIES" OF "DOMESTIC ISSUERS" (AS SUCH TERMS ARE DEFINED IN THE SECURITIES ACT AND REGULATIONS THEREUNDER) MAY ONLY BE CONDUCTED IN ACCORDANCE WITH THE SECURITIES ACT. SEE "*SUBSCRIPTION AND SALE*" AND "*NO OWNERSHIP BY U.S. PERSONS*" IN THE ACCOMPANYING OFFERING CIRCULAR DATED 30 JUNE 2017. IN PURCHASING THE NOTES, PURCHASERS WILL BE DEEMED TO REPRESENT AND WARRANT THAT THEY ARE NEITHER LOCATED IN THE UNITED STATES NOR A U.S. PERSON AND THAT THEY ARE NOT PURCHASING ON BEHALF OF, OR FOR THE ACCOUNT OR BENEFIT OF, ANY U.S. PERSON.

THE NOTES ARE NOT RATED.

This document constitutes the Pricing Supplement relating to the issue of the Notes described herein. This Pricing Supplement must be read in conjunction with the Offering Circular dated 29 June 2018 and the supplement to the Offering Circular dated 12 September 2018 and 10 October 2018 (the "**Offering Circular**"). Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. Copies of the Offering Circular are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA. The Offering Circular has also been published on the website of the Euronext Dublin (www.isc.ie) and the Luxembourg Stock Exchange (www.bourse.lu).

INFORMATION CONCERNING INVESTMENT RISK

Noteholders and prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition. The amount payable may be less than the initial principal investment. Given the highly specialised nature of these Notes, Morgan Stanley B.V. (the "Issuer") and Morgan Stanley & Co. International plc ("MSI plc" or the "Dealer") consider that they are only suitable for highly sophisticated investors who are able to determine for themselves the risk of an investment linked to the Underlying, are willing to take risks and can absorb the partial or complete loss of their initial investment. Consequently, if you are not an investor who falls within the description above you should not consider purchasing these Notes without taking detailed advice from a specialised professional adviser.

Potential investors are urged to consult with their legal, regulatory, investment, accounting, tax and other advisors with regard to any proposed or actual investment in these Notes. Please see the Offering Circular for a full detailed description of the Notes and in particular, please review the section of the Offering Circular entitled "*Risk Factors Relating to the Program Securities*". Investing in the Notes entails certain risks including, but not limited to, the following:

- **Underlying Risk:** The Notes have exposure to the Underlying. Investors and prospective investors of the Notes should conduct their own investigations and, in deciding whether or not to purchase the Notes, prospective investors should form their own views of the merits of an investment related to the Underlying based upon such investigations and not in reliance on any information given in this Pricing Supplement. The Issuer and its affiliates are independent of the fund managers of the Underlying and service providers. Therefore, the Issuer and its affiliates have no control over the action of the fund managers and service providers. Investors may be exposed to the risk of disruption caused by these parties. Prospective investors are urged to read and understand the fund documents published by the Company (as defined herein). You may find them on:

<http://gateway.fundinfo.com/3.0/query.html?apiKey=898ca6e8958f237d7c6c84fb139d0d05&query=IE00B84J9L26>

- **Adjustments by the Determination Agent:** The terms and conditions of the Notes will allow the Determination Agent to make adjustments or take any other appropriate action if circumstances occur where the Underlying or any relevant exchange(s) are affected by market disruption, adjustment events or circumstances affecting normal activities of the issuer of the Underlying or the relevant exchange(s).
- **Credit Risk:** The holder of the Notes will be exposed to the credit risk of the Issuer and the Guarantor.
- **Exit Risk:** The secondary market price of the Notes will depend on many factors, including the value and volatility of the Underlying, the level of the Underlying at any time on any day and the time left until the maturity of the Notes, the dividend rate, time remaining to maturity and the creditworthiness of the Issuer. The secondary market price may be lower than the market value of the issued Notes as at the Issue Date to take into account amounts paid to distributors and other intermediaries relating to the issue and sale of the Notes as well as amounts relating to the hedging of the Issuer's obligations. As a result of all of these factors, the holder may receive an amount in the secondary market which may be less than the then intrinsic market value of the Note and which may also be less than the amount the holder would have received had the holder held the Note through to maturity.
- **Hedging Risk:** On or prior to and after the Trade Date, the Issuer, through its affiliates or others, will likely hedge its anticipated exposure under the Notes by taking positions in the Underlying, in option contracts on the Underlying or positions in any other available securities or instruments. In addition, the Issuer and its affiliates trade the Underlying as part of their general businesses. Any of these activities could potentially affect the value of the Underlying including on any date on which the value of the Underlying will be determined, and accordingly, could significantly affect the payout to holders on the Notes.
- **Liquidity Risk:** The Dealer will make a secondary market in the Notes on a reasonable efforts basis only and subject to market conditions, law, regulation and internal policy. The liquidity of the Notes reflects the liquidity of the Underlying and even whilst there may be a secondary market in the Notes it may not be liquid enough to facilitate a sale by the holder.
- **No Shareholder Right:** A holder of Notes will have no beneficial interest in or any voting rights and will not have the right to receive dividends or other distributions with respect to the Underlying.
- **Potential Conflict of Interest:** The Determination Agent (MSI plc) is an affiliate of the Issuer and the economic interests of the Determination Agent may be adverse to the interests of holders of the Notes. Determinations made by the Determination Agent, including in the event of a market disruption may affect the amount payable to holders pursuant to the terms of the Notes.
- **Underlying Manager Risk:** The fund manager of the Underlying is not an affiliate of the Issuer or its affiliates and is not involved with this offering in any way. Consequently, the Issuer and the Determination Agent have no ability to control the actions of the fund manager of the Underlying,

including any rebalancing that could trigger an adjustment to the terms of the Notes by the Determination Agent.

In purchasing any Notes, purchasers will be deemed to represent and undertake to the Issuer, the Dealer and each of their affiliates that (i) such purchaser understands the risks and potential consequences associated with the purchase of the Notes, (ii) that such purchaser has consulted with its own legal, regulatory, investment, accounting, tax and other advisers to extent it believes is appropriate to assist it in understanding and evaluating the risks involved in, and the consequences of, purchasing the Notes.

Morgan Stanley is not qualified to give legal, tax or accounting advice to its clients and does not purport to do so in this Pricing Supplement. Clients are urged to seek the advice of their own professional advisers about the consequences of the proposals contained herein.

1.	(i) Issuer:	Morgan Stanley B.V.
	(ii) Guarantor:	Morgan Stanley
2.	(i) Series Number:	H9118
	(ii) Tranche Number:	One
3.	Specified Currency or Currencies:	United States Dollar ("USD")
4.	Aggregate Nominal Amount of the Notes:	
	(i) Series:	USD 10,000,000
	(ii) Tranche:	USD 10,000,000
5.	Issue Price	100 per cent. of par per Note
6.	(i) Specified Denomination:	USD 1,000,000
	(ii) Calculation Amount ("Par"):	USD 1,000,000
	(iii) Minimum Trading Amount:	USD 1,000,000 and thereafter USD 1,000,000 in aggregate nominal amount of the Notes.
7.	(i) Issue Date:	1 November 2018
	(ii) Trade Date:	18 October 2018
	(iii) Interest Commencement Date:	Not Applicable
	(iv) Strike Date:	Trade Date
	(v) Determination Date:	Final Valuation Date (as defined below)
8.	Maturity Date:	8 May 2020, subject to adjustment in accordance with the Business Day Convention (i) in the event such date is not a Business Day or (ii) such that the Maturity Date shall always be at least four (4) Business Days following the Determination Date, subject as provided in Condition 15 (<i>Provisions relating to Fund-Linked Notes</i>).
9.	Interest Basis:	Not Applicable
10.	Redemption/Payment Basis:	Fund-Linked Redemption
11.	Change of Interest or Redemption/Payment Basis:	Not Applicable
12.	Put/Call Options/Autocallable Early Redemption:	
	(i) Redemption at the option of the Issuer:	Not Applicable
	(ii) Redemption at the option of the Noteholders:	Not Applicable
	(iii) Autocallable Early Redemption:	Not Applicable
	(iv) Other Put/Call Options:	Not Applicable

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| 13. | (i) Status of the Notes:
(Condition 4) | As set out in Condition 4.1 |
| | (ii) Status of the Guarantee: | As set out in Condition 4.2 |
| 14. | Method of distribution: | Non-syndicated |

RELEVANT UNDERLYING

15.

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| (A) | Single Share Notes, Share Basket Notes:
(Condition 10) | Not Applicable |
| (B) | Single Index Notes, Index Basket Notes:
(Condition 10) | Not Applicable |
| (C) | Single ETF Notes, ETF Basket Notes:
(Condition 10) | Not Applicable |
| (D) | Commodity-Linked Notes:
(Condition 11) | Not Applicable |
| (E) | Currency-Linked Notes:
(Condition 12) | Not Applicable |
| (F) | Inflation-Linked Notes:
(Condition 13) | Not Applicable |
| (G) | Property-Linked Notes:
(Condition 14) | Not Applicable |
| (H) | Fund-Linked Notes:
(Condition 15) | Applicable |
| | (i) Fund: | PIMCO FUNDS GLOBAL INVESTORS SERIES PLC – (E EUR hedged Accumulation share class) (ISIN: IE00B84J9L26) (Bloomberg Code: PINEEHA ID) (the “ Underlying ”).

Fund manager: PIMCO GLOBAL ADVISORS (IRELAND) LIMITED |
| | (ii) Fund Interest: | As per the Conditions |
| | (iii) Fund Interest Unit: | As per the Conditions |
| | (iv) Basket of Funds: | Not Applicable |
| | (v) Company: | PIMCO GLOBAL ADVISORS (IRELAND) LIMITED |
| | (vi) Price Source for Fund: | Not Applicable |

	(vii)	Type of Fund:	UCITS
	(viii)	Fund Business Day:	As per the Conditions
	(ix)	Fund Administrator:	As per the Conditions
	(x)	Fund Adviser:	As per the Conditions
	(xi)	Fund Custodian:	As per the Conditions
	(xii)	Market of Listing for Fund	Not Applicable
(I)		Preference Share-Linked Notes:	Not Applicable
		(Condition 17)	

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.	Fixed Rate Note Provisions:	Not Applicable
	(Condition 5)	
17.	Floating Rate Note Provisions:	Not Applicable
	(Condition 6)	
18.	Zero Coupon Note Provisions:	Not Applicable
	(Condition 7)	
19.	Dual Currency-Linked Note Interest Provisions:	Not Applicable
	(Condition 8)	
20.	Equity-Linked Interest Note Provisions:	Not Applicable
	(Condition 10)	
21.	Commodity-Linked Interest Note Provisions:	Not Applicable
	(Condition 11)	
22.	Currency-Linked Interest Note Provisions:	Not Applicable
	(Condition 12)	
23.	Inflation-Linked Interest Note Provisions:	Not Applicable
	(Condition 13)	
24.	Property-Linked Interest Note Provisions:	Not Applicable
	(Condition 14)	
25.	Fund-Linked Interest Note Provisions:	Not Applicable
	(Condition 15)	
26.	Credit-Linked Interest Note Provisions:	Not Applicable
	(Condition 16)	

PROVISIONS RELATING TO REDEMPTION

27.	Call Option:	Not Applicable
28.	Put Option:	Not Applicable
29.	Autocallable Early Redemption:	Not Applicable
30.	Final Redemption Amount of each Note: (Condition 21.1)	Fund-Linked Redemption Amount specified below
31.	Dual Currency Redemption Provisions	Not Applicable
32.	Equity-Linked Redemption Provisions:	Not Applicable
33.	Commodity-Linked Redemption Provisions:	Not Applicable
34.	Currency-Linked Redemption Provisions:	Not Applicable
35.	Inflation-Linked Redemption Provisions:	Not Applicable
36.	Property-Linked Redemption Provisions:	Not Applicable
37.	Fund-Linked Redemption Provisions: (Condition 15)	Applicable
(i)	Determination Agent responsible for calculating the Final Redemption Amount:	Morgan Stanley & Co. International plc (the " Determination Agent "). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the Determination Agent shall, in the absence of manifest error, wilful default or bad faith, be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
(ii)	Provisions for determining Final Redemption Amount:	On the Maturity Date, the Noteholder will receive a cash amount per Note in the Specified Currency determined in accordance with the following formula:

$$\text{Par} \times [1 + \text{PR} \times \text{MAX} \left(\frac{\text{Final Level}}{\text{Initial Level}} - 1, 0 \right)]$$

Where:

“Closing Level” means, on any day, the NAV per unit of the Fund as calculated and published or announced by the Fund (or on its behalf) in respect of such day, or as otherwise determined by the Calculation Agent subject as provided in Condition 15 (*Provisions relating to Fund-Linked Notes*).

“Initial Level” means 12.69.

“**Final Level**” means the Closing Level on the Final Valuation Date.

“**NAV**” means, on any relevant day, the net asset value (or, if applicable, the estimated or provisional net asset value) per Fund Interest in respect of such day, as calculated and published (or, if not published, as notified) by the relevant Company (or on its behalf)

“**PR**” means 235%.

(iii)	Cut-off Period: (Condition 15.1)	As per the Conditions
(iv)	Final Cut-off Date (Condition 15.1)	Not Applicable
(v)	Valuation Date(s): (Condition 15.1)	4 May 2020, and such date shall be subject to adjustment in accordance with Condition 15.1 (<i>Adjustments for Disrupted Days</i>). The Valuation Date shall be the " Final Valuation Date ".
(vi)	Valuation Time:	As per the Conditions
(vii)	Averaging Date: (Condition 15.1)	Not Applicable
(viii)	Settlement Determination Period (Condition 15.2(a))	Condition 15.2 applies
(ix)	Scheduled Fund Valuation Date(s):	As per the Conditions
(x)	Extraordinary Dividend: (Condition 15.7)	As per the Conditions
(xi)	Adjustment Determination Period (Condition 15.4)	Condition 15.4 applies, provided that the reference to “five Business Days” therein shall be deemed to be a reference to “three Business Days”.
(xii)	Fund Interest Performance:	Not Applicable
(xiii)	Fund Subscription Date:	As per the Conditions
(xiv)	Hypothetical Investor:	As per the Conditions
(xv)	Hypothetical Investor Jurisdiction:	England and Wales
(xvi)	Scheduled Redemption Payment Date:	As per the Conditions
(xvii)	Subscription Notice Date:	As per the Conditions
(xviii)	Redemption Notice Date:	As per the Conditions
(xix)	Reference Price:	As per the Conditions
(xx)	Relevant Fund Interest Unit Price:	As per the Conditions

(xxi)	Eligible Fund Interest: (Condition 15.5)	As per the Conditions
(xxii)	Fund Event(s): (Condition 15.5)	Notwithstanding anything to the contrary in Condition 15.5, in the event that a Fund Event has occurred, the Issuer shall not early redeem the Notes. For the avoidance of doubt, the above sentence does not prejudice any other rights that the Issuer or the Determination Agent may have under Condition 15.5 or under any other terms and conditions of the Notes.
(xxiii)	NAV Trigger Percentage:	As determined by the Determination Agent
(xxiv)	NAV Trigger Period:	As determined by the Determination Agent
(xxv)	Aggregate NAV Trigger Value:	As determined by the Determination Agent
(xxvi)	Aggregate NAV Trigger Period:	As determined by the Determination Agent
(xxvii)	NAV Source:	As determined by the Determination Agent
(xxviii)	Additional Fund Event(s):	As per the Conditions
(xxix)	Business Day Convention:	Modified Following Business Day Convention
(xxx)	Additional Business Centre(s):	As specified in paragraph 46
(xxxi)	Other terms:	Not Applicable
38.	Credit-Linked Redemption Provisions:	Not Applicable
39.	Preference Share-Linked Redemption Provisions:	Not Applicable
40.	(i) Early Redemption Amount upon Event of Default (Condition 26):	Qualified Financial Institution Determination
	(ii) Early redemption amount payable upon an event described in Condition 15.5(d):	Fair Market Value Less Costs
	(iii) Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons: (Condition 21.3)	Fair Market Value Less Costs
41.	Illegality and Regulatory Event: (Condition 27)	
	(i) Illegality and Regulatory Event:	Applicable
	(ii) Early Redemption Amount (Illegality and Regulatory Event):	Early Redemption Amount (Illegality and Regulatory Event) – Fair Market Value Less Costs shall apply
42.	Substitution of Issuer or Guarantor with non Morgan Stanley Group entities: (Condition 38.2)	Applicable

43. Governing Law: English law

GENERAL PROVISIONS APPLICABLE TO THE NOTES

44. Form of Notes: Registered Notes:
(Condition 3) Global Note Certificate registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate
45. Record Date: For so long as the Notes are represented by a Global Note Certificate, the Record Date shall be one Clearing System Business Day before the relevant due date for payment. The Record Date for Notes in definitive form shall be 15 days before the relevant due date for payment.
46. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: London
For the avoidance of doubt, the Principal Financial Centre for USD shall be New York, for the purposes of the definition of "Payment Business Day" in Condition 2.1 (*Definitions*) and for the purposes of Condition 22.5 (*Payments on Payment Business Days*).
47. Determination Agent: Morgan Stanley & Co. International plc
48. Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment: Not Applicable
49. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
50. Redenomination, renominatisation and reconventioning provisions: Not Applicable
51. Restrictions on free transferability of the Notes: None
52. Inconvertibility Event Provisions: Not Applicable
(Condition 19)
53. CNY Center: Not Applicable
54. Taxation:
(i) Condition 25.1: "Additional Amounts" is Not Applicable
(ii) Condition 25.4: Implementation of Financial Transaction Tax: Applicable

55. Other terms: Not Applicable

DISTRIBUTION

56. (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 Agreement: Not Applicable

(iii) Stabilising Manager(s) (if any): Not Applicable

57. If non-syndicated, name and address of Dealer: Morgan Stanley & Co. International plc
25 Cabot Square
Canary Wharf
London E14 4QA

58. U.S. Selling Restrictions: Regulation S

59. Total commission and concession: In connection with the offer and sale of the Notes, the Issuer or the Dealer may pay to any intermediary a one time or recurring intermediary fee. Details may be disclosed upon request by Noteholders.

60. Additional selling restrictions: Not Applicable

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 Notes. Holders should seek their own advice based upon their particular circumstances from an independent tax advisor.

A Non-U.S. Holder (as defined in the Offering Circular) should review carefully the section entitled "United States Federal Taxation" in the Offering Circular.

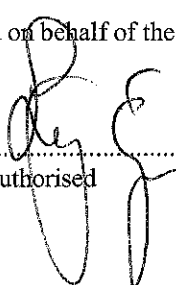

POTENTIAL SECTION 871(M) TRANSACTION

Please see paragraph 4 of Part B – Other Information to this Pricing Supplement for additional information regarding withholding under Section 871(m) of the Code.

RESPONSIBILITY

The Issuer and the Guarantor accept responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:  Morgan Stanley B.V.
Duly authorised  Represented by:
TMF Management B.V.
Managing Director

30.11.18

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PART B – OTHER INFORMATION

1. LISTING

Listing and admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of Euronext Dublin and trading on its Global Exchange Market with effect from on or around the Issue Date.

Estimate of total expenses related to admission to Trading: EUR 800

2. RATINGS

Ratings: The Notes will not be rated.

3. OPERATIONAL INFORMATION

ISIN: XS1874761510

Common Code: 187476151

New Global Note: No

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking *société anonyme* and the Depository Trust Company and the relevant identification number(s): Not Applicable

CFI: Not Applicable

FISN: Not Applicable

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): As per the Conditions

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 this Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of meeting them the Notes 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 Notes 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.

4. POTENTIAL SECTION 871(M) TRANSACTION

The Issuer has determined that the Notes should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no withholding is required, unless such agent or withholding agent knows or has reason to know otherwise.

5. PROHIBITION OF SALES TO EEA RETAIL INVESTORS

Not Applicable

6. BENCHMARK REGULATION

Not Applicable