

Pricing Supplement dated 23 July 2018

Morgan Stanley B.V.

Legal Entity Identifier (LEI): KG1FTTDCK4KNVM3OHB52

**Issue of JPY 100,000,000 FX Linked Interest Redeemable Dual Currency Notes due July 2043,
Series J1291**

Guaranteed by

Morgan Stanley

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 the Notes in any Member State of the European Economic Area ("EEA") 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, including 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 be offered and sold under hereby.

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.

PART A – CONTRACTUAL TERMS

THE NOTES ARE ONLY SUITABLE FOR SOPHISTICATED INVESTORS WHO ARE WILLING TO TAKE CONSIDERABLE RISKS AND CAN ABSORB A PARTIAL OR COMPLETE LOSS OF PRINCIPAL. PROSPECTIVE INVESTORS WILL BE REQUIRED TO ACKNOWLEDGE OR WILL HAVE BEEN DEEMED TO HAVE ACKNOWLEDGED THAT THEY UNDERSTAND THE RISKS AND POTENTIAL CONSEQUENCES ASSOCIATED WITH THE PURCHASE OF THE NOTES AND THAT THEY HAVE MADE SUCH INDEPENDENT APPRAISAL OF THE ISSUER AND ITS ECONOMIC CIRCUMSTANCES AS THEY THINK APPROPRIATE, AND HAVE CONSULTED WITH THEIR OWN LEGAL, INVESTMENT, ACCOUNTING AND TAX ADVISORS TO THE EXTENT THEY BELIEVE IS APPROPRIATE TO ASSIST THEM IN UNDERSTANDING AND EVALUATING THE RISKS INVOLVED AND THE CONSEQUENCES OF PURCHASING THE NOTES. THE NOTES WILL NOT HAVE THE BENEFIT OF A RATING.

PROHIBITION OF SALES TO EEA RETAIL INVESTORS:

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 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 ("**IMD**"), 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 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 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.

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 NOR WILL ANY OF THEM REGISTER UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED. TRADING IN THE NOTES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT OF 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 REGULATIONS 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 FOR NOTES, WARRANTS AND CERTIFICATES 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 HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE FINANCIAL INSTRUMENTS AND EXCHANGE LAW OF JAPAN (THE "**FIEL**"). THE NOTES MAY NOT BE OFFERED OR SOLD, DIRECTLY OR INDIRECTLY IN JAPAN OR TO, OR FOR THE BENEFIT OF, ANY RESIDENT OF JAPAN (WHICH TERM AS USED HEREIN MEANS ANY PERSON RESIDENT IN JAPAN, INCLUDING ANY CORPORATION OR OTHER ENTITY ORGANISED UNDER THE LAWS OF JAPAN) OR TO OTHERS FOR RE-OFFERING OR RESALE, DIRECTLY OR INDIRECTLY, IN JAPAN OR TO, OR FOR THE BENEFIT OF, A RESIDENT OF JAPAN, EXCEPT PURSUANT TO AN EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER, AND

OTHERWISE IN COMPLIANCE WITH, THE FIEL AND ANY OTHER APPLICABLE LAWS, REGULATIONS AND MINISTERIAL GUIDELINES OF JAPAN.

THE NOTES ARE NOT RATED.

This document constitutes the Pricing Supplement relating to the issue of the Notes described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the English Law Notes set forth in the Offering Circular for Notes, Warrants and Certificates dated 30 June 2017 which, as supplemented from time to time up to the Issue Date, constitutes an offering circular (the "**Offering Circular**"). The offering circular for Notes, Warrants and Certificates dated 29 June 2018 (the "**New Offering Circular**") in respect of the Program published by the Issuer incorporates by reference the Terms and Conditions of the Notes as set forth in the Offering Circular and the Terms and Conditions of the Offering Circular shall continue to govern the Notes described in this Pricing Supplement. This Pricing Supplement must be read in conjunction with such 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 and, with respect to information on the Issuer, also the New Offering Circular, which shall contain updated information on the Issuer. 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 Euronext Dublin (www.ise.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 Notes shall bear interest at semi-annual intervals in arrear at a FX linked rate determined on a formula basis linked to, amongst other things, either the JPY/USD or JPY/AUD foreign exchange rate in respect of each interest period. The FX linked rate of interest is subject to a minimum rate of 0.00 per cent. per annum and a maximum rate of 6.00 per cent. per annum. Noteholders and prospective purchasers of Notes should conduct their own investigations and, in deciding whether or not to purchase Notes, prospective purchasers should form their own views of the merits of an investment in the Notes based upon such investigations and not in reliance on any information given in this Pricing Supplement.

Please see the Offering Circular for a full detailed description of the Notes and in particular, please review the Risk Factors associated with these Notes. Investing in the Notes entails certain risks including, but not limited to, the following:

***Certain Conflicts of Interest:* With respect to the Notes, various potential and actual conflicts of interest may arise. Morgan Stanley & Co. International plc and others associated with it may effect transactions in securities and instruments of the Issuer of the Notes and may also perform or seek to perform investment banking services for the Issuer of the Notes. In addition, Morgan Stanley & Co. International plc and others associated with it are involved in the structure relating to the Notes at various levels and various conflicts of interest may arise as a result of the roles each undertakes in the structure as well as from the overall activities of the Morgan Stanley & Co. International plc. The Determination Agent is an affiliate of the Issuer, and the economic interests of the Determination Agent may be adverse to the interests of the Noteholders. Determinations made by the Determination Agent may affect the amount of interest payable to the Noteholder.**

***Scenario Analysis Considerations:* The Notes are structured instruments containing certain derivative products.**

***Credit Risk:* The Noteholder will be exposed to the credit risk of the Issuer.**

The Amount of Interest Payable on the Notes for each Interest Period is Capped: The rate of interest on the Notes for each interest period is capped at a maximum rate applicable to such interest period.

Early Redemption: The Notes will be redeemed at par prior to the Maturity Date if an FX Event occurs on any FX Event Determination Date in respect of any Specified Interest Payment Date scheduled to fall in July 2023 to (and including) the Interest Payment Date scheduled to fall in January 2043.

Exchange Rate Risk and Exchange Control Risk: The redemption of the Notes may be made in a currency other than the denomination in which the Notes were purchased. The value of the redemption amount in such other currency fluctuate in accordance with the fluctuation in foreign exchange rates (conversion factor of yen as the denomination currency and the payment currency); that is, as the value of yen increases, the value of the redemption amount converted to yen decreases. Therefore, depending on the foreign exchange rate conditions at the time of sale or redemption, the Noteholders may incur exchange losses. Governments have imposed from time to time, and may in the future impose, exchange controls that could also affect the availability of a relevant currency. Even if there are no actual exchange controls, it is possible that the applicable currency for any security would not be available when payments on that security are due.

Exit Risk: The Notes are structured instruments containing certain derivative products and therefore lack in liquidity and the Noteholders are expected to hold the Notes till the scheduled maturity date of the Notes. The sale of the Notes prior to the maturity date requires the cancellation of such derivative products and may result a capital loss of the Noteholders' investment.

Lack of Liquidity: The Notes should be viewed as longer-term investments, not as liquid instruments. There can be no assurance that there will be any secondary market for the Notes. Morgan Stanley is not obligated to make a secondary market for the Notes. When Morgan Stanley does purchase Notes, the bid/offer spread in most cases may be wider than plain vanilla corporate, supranational or agency bonds.

Liquidity Risk: The Notes will not be traded on an organised exchange.

Tax Considerations: Special tax considerations may apply to certain types of investors. Prospective investors are urged to consult with their own tax advisors to determine any tax implications of this investment.

The U.S. Foreign Account Tax Compliance Act generally imposes withholding of 30 per cent. on payments to certain foreign entities (including financial intermediaries), after 30 June 2014, of interest or dividends, and on the gross proceeds from the retirement, redemption or other disposition "of any property of a type which can produce" U.S.-source interest or dividends unless various U.S. information reporting and due diligence requirements (that are in addition to, and potentially significantly more onerous than, the requirement to deliver an IRS Form W-8BEN) have been satisfied. The application of this legislation to the Notes is not clear. Holders should consult their tax advisors regarding the possible implications of this legislation to their investment in such Notes.

Accounting Considerations: Special accounting considerations may apply to certain types of investors. Prospective investors are urged to consult with their own accounting advisors to determine implications of this investment.

In purchasing any Notes, purchasers will be deemed to represent and undertake to the Issuer, Morgan Stanley & Co. International plc, Morgan Stanley MUFG Securities Co., Ltd. and their respective affiliates (i) that 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 advisors to the extent it believes is appropriate to assist it in understanding and evaluating the risks involved in, and consequences of, purchasing the Notes, and (iii) in accordance with the terms set out in Annex 1.

GENERAL

1. (i) Issuer: Morgan Stanley B.V.
(ii) Guarantor: Morgan Stanley
2. (i) Series Number: J1291
(ii) Tranche Number: 1
3. Specified Currency or Currencies: Japanese Yen ("**JPY**") for all purposes except the Final Redemption Amount, in which case U.S. Dollars ("**USD**"), JPY or Australian Dollars ("**AUD**") as provided for in paragraph 30 below.
4. Aggregate Nominal Amount of the Notes:
(i) Series: JPY 100,000,000
(ii) Tranche: JPY 100,000,000
5. Issue Price: 100.00 per cent. of the Aggregate Nominal Amount
6. (i) Specified Denominations: JPY 100,000,000 (the denomination may not be subsequently divided into a lower denomination.)
(ii) Calculation Amount (Par): JPY 100,000,000
7. (i) Issue Date: 23 July 2018
(ii) Trade Date: 25 June 2018
(iii) Interest Commencement Date: 24 July 2018
8. Maturity Date: 24 July 2043, subject to adjustment in accordance with the Modified Following Business Day Convention
9. Interest Basis: Currency-Linked Interest (further particulars specified below in paragraph 22).
10. Redemption/Payment Basis: Dual Currency Redemption in accordance with paragraph 31.
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
(*Condition 21.5*)

	(ii) Redemption at the Option of the Noteholders: (<i>Condition 21.7</i>)	Not Applicable
	(iii) Autocallable Early Redemption: (<i>Condition 18</i>)	Not Applicable
	(iv) Other Put/Call Options:	Not Applicable
13.	(i) Status of the Notes: (<i>Condition 4</i>)	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.	Currency-Linked Notes: (<i>Condition 12</i>)	
	(i) Settlement Currency:	JPY
	(ii) Reference Currency:	USD and AUD
	(iii) Specified Amount:	Not Applicable
	(iv) Settlement Rate:	Not Applicable

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

16.	Fixed Rate Note Provisions (<i>Condition 5</i>)	Not Applicable
17.	Floating Rate Note Provisions (<i>Condition 6</i>)	Not Applicable
18.	Zero Coupon Note Provisions (<i>Condition 7</i>)	Not Applicable
19.	Dual Currency Linked Note Interest Provisions (<i>Condition 8</i>)	Not Applicable
20.	Equity-Linked Interest Note Provisions (<i>Condition 10</i>)	Not Applicable
21.	Commodity-Linked Interest Note Provisions (<i>Condition 11</i>)	Not Applicable
22.	Currency-Linked Interest Note Provisions	Applicable

(Condition 12)

- (i) Party responsible for Determination Agent calculating the Rate(s) of Interest and/or Interest Amount(s):
- (ii) Provisions for The Rate of Interest in respect of each Interest Period shall determining Rate(s) of be determined in accordance with the following: Interest and/or Interest Amount(s) where The lesser of calculated by reference to other variable: 25.00 per cent. x FXUSD / 90.00 – 21.00 per cent. per annum; and

25.00 per cent. x FXAUD / 67.00 – 21.00 per cent. per annum.

The Rate of Interest is subject to a minimum rate of 0.00 per cent. per annum and a maximum rate of 6.00 per cent. per annum.

"**FXUSD**" means, with respect to an Interest Period, the rate determined by the Determination Agent appearing for the spot currency exchange rate (or derived spot rate, as the case may be) for exchanging an amount in JPY for an amount in USD expressed as a number of JPY per one USD reported by Bloomberg L.P. which appears on Bloomberg Screen BFIX (or its successor page for the purpose of displaying such rate) under caption "MID" as of 3:00 p.m., Tokyo time, on the FX Determination Date relating to such Interest Period or, if such rate is not displayed at such time for any reason, the rate of exchange determined by the Determination Agent.

"**FXAUD**" means, with respect to an Interest Period, the rate determined by the Determination Agent appearing for the spot currency exchange rate (or derived spot rate, as the case may be) for exchanging an amount in JPY for an amount in AUD expressed as a number of JPY per one AUD reported by Bloomberg L.P. which appears on Bloomberg Screen BFIX (or its successor page for the purpose of displaying such rate) under caption "MID" as of 3:00 p.m., Tokyo time, on the FX Determination Date relating to such Interest Period or, if such rate is not displayed at such time for any reason, the rate of exchange determined by the Determination Agent.

"**FX Determination Date**" means, with respect to an Interest Period, the tenth Business Day prior to the scheduled Specified Interest Payment Date on which such Interest Period ends.

- | | | |
|--------|--|---|
| (iii) | Interest Determination Date(s): | Not Applicable |
| (iv) | Provisions for determining Rate(s) of Interest and/or Interest Amount(s) where calculation by reference to other variable is impossible or impracticable or otherwise disrupted: | As set out in paragraph 22(ii) |
| (v) | Interest Period: | As set out in Condition 2.1 / Unadjusted |
| (vi) | Specified Interest Payment Dates: | 24 January and 24 July each year from and including 24 January 2019 to and including the Maturity Date, subject to adjustment in accordance with the Business Day Convention. |
| (vii) | Business Day Convention: | Modified Following Business Day Convention. |
| (viii) | Additional Business Centre(s): | Tokyo, London, New York and Sydney |
| (ix) | Day Count Fraction: | 30/360 (ISDA) |
| (x) | Minimum Rate/Amount of Interest: | 0.00 per cent. per annum |
| (xi) | Maximum Rate/Amount of Interest: | 6.00 per cent. per annum |
| (xii) | Other special terms and conditions: | Not Applicable |
| 23. | Inflation-Linked Interest Note Provisions
<i>(Condition 13)</i> | Not Applicable |
| 24. | Property- Linked Interest Note Provisions
<i>(Condition 14)</i> | Not Applicable |
| 25. | Fund-Linked Interest Note Provisions
<i>(Condition 15)</i> | Not Applicable |
| 26. | Credit- Linked Interest Note Provisions
<i>(Condition 16)</i> | Not Applicable |

PROVISIONS RELATING TO REDEMPTION

27.	Call Option (Condition 21.5)	Not Applicable
28.	Put Option (Condition 21.7)	Not Applicable
29.	Autocallable Early Redemption (Condition 18)	Not Applicable
30.	Final Redemption Amount of each Note (Condition 21.1)	<p>If (i) FXUSD Final is below the FXUSD Trigger; and/or (ii) FXAUD Final is below the FXAUD Trigger, either USD 1,333,333.33 or AUD 1,818,181.82 per Calculation Amount as notified by the Issuer to the Noteholders no later than 10 Business Days prior to the Maturity Date provided that in the absence of any such notice, the Final Redemption Amount shall be JPY 100,000,000 per Calculation Amount; otherwise, JPY 100,000,000 per Calculation Amount.</p> <p>"FXUSD Trigger" means 75.00.</p> <p>"FXAUD Trigger" means 55.00.</p>
31.	Dual Currency Redemption Provisions (Condition 8)	Applicable
	(i) Rate of Exchange/method of calculating Rate of Exchange:	<p>"FXAUD Final" means the rate determined by the Determination Agent appearing for the spot currency exchange rate for exchanging an amount in JPY for an amount in AUD expressed as a number of JPY per one AUD, on the Bloomberg Screen BFIX (or its successor page for the purposes of displaying such spot foreign exchange rate) under caption "MID" as of 3:00 p.m., Tokyo time, on the FX2 Determination Date, as determined by the Determination Agent or, if such rate is not so displayed at such time for any reason, the rate of exchange determined by the Determination Agent.</p> <p>"FXUSD Final" means the rate determined by the Determination Agent appearing for the spot currency exchange rate for exchanging an amount in JPY for an amount in USD expressed as a number of JPY per one USD, on the Bloomberg Screen BFIX (or its successor page for the purposes of displaying such spot foreign exchange rate) under caption "MID" as of 3:00 p.m., Tokyo time, on the FX2 Determination Date, as determined by the Determination Agent or, if such rate is not so displayed at such time for any reason, the rate of exchange determined by the Determination Agent.</p> <p>"FX2 Determination Date" means the fifteenth Business Day prior to the Maturity Date.</p>

	(ii) Determination Agent responsible for calculating the Final Redemption Amount:	Morgan Stanley MUFG Securities Co., Ltd. and its successors
	(iii) Provisions for determining Final Redemption Amount:	As set out in paragraph 30
	(iv) Provisions for determining Final Redemption Amount where calculation by reference to Rate of Exchange is impossible or impracticable or otherwise disrupted:	As set out in paragraph 31(i)
	(v) Person at whose option Specified Currencies are payable:	Not Applicable
	(vi) Terms and conditions:	Not Applicable
32.	Equity-Linked Redemption Provisions <i>(Condition 10)</i>	Not Applicable
33.	Commodity-Linked Redemption Provisions <i>(Condition 11)</i>	Not Applicable
34.	Currency-Linked Redemption Provisions <i>(Condition 12)</i>	Not Applicable
35.	Inflation-Linked Redemption Provisions <i>(Condition 13)</i>	Not Applicable
36.	Property-Linked Redemption Provisions <i>(Condition 14)</i>	Not Applicable
37.	Fund-Linked Redemption Provisions <i>(Condition 15)</i>	Not Applicable
38.	Credit-Linked Redemption Provisions <i>(Condition 16)</i>	Not Applicable

39. **Preference Share-Linked Redemption Provisions**
(*Condition 17*) Not Applicable
40. (i) Early Redemption Amount upon Event of Default (*Condition 26*) Theoretical Value
- (ii) Early redemption amount payable upon an event described in Conditions 10.2(b), 10.4(a)(iii), 10.5(c), 10.6(c), 10.7(c), 10.8(c), 11.7(b), 12.5(c), 13.6(c), 14.5, 14.6(c), 15.5(d), 17.4, 17.5 and/or 17.6 (as applicable): Not Applicable
- (iii) Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons:
(*Condition 21.3*) An amount equal to the fair market value of such Note, on such day as is selected by the Determination Agent in its sole and absolute discretion (provided that such day is not more than 15 days before the date fixed for redemption of the Note), less the proportion attributable to that Note of the reasonable cost to the Issuer and/or any Affiliate of, or the loss realised by the Issuer and/or any Affiliate on, unwinding any related hedging arrangements, all as calculated by the Determination Agent in its sole and absolute discretion.
- (iv) Early redemption amount(s) per Calculation Amount payable on redemption on other early redemption (other than as specified in paragraphs 40(i), 40(ii) and 40(iii) above and paragraph 41(ii) below): Not Applicable.
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 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: (<i>Condition 3</i>)	Registered Notes 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:	As set out in the Conditions
46.	Additional Financial Centre(s) or other special provisions relating to Payment Business Days:	Tokyo, London, New York and Sydney
47.	Determination Agent:	Morgan Stanley MUFG Securities Co., Ltd. and its successors
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, renominalisation and reconventioning provisions:	Not Applicable
51.	Restrictions on free transferability of the Notes:	None
52.	Inconvertibility Provisions: (<i>Condition 19</i>)	Event Not Applicable
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:	(a) Unless previously redeemed, or purchased and cancelled, if an FX Event occurs, the Issuer will redeem the Notes at par on the Specified Interest Payment Date

immediately following the FX Event Determination Date on which the FX Event occurred.

The provisions of this paragraph 55(a) shall not affect any Interest Amount payable pursuant to paragraph 22 above until the Notes are redeemed.

"**AUD KO Level**" means 81.36.

"**AUD Reference Rate**" means the rate determined by the Determination Agent appearing for the spot currency exchange rate for exchanging an amount in JPY for an amount in AUD, expressed as a number of JPY per one AUD, on the Bloomberg Screen BFIX (or its successor page for the purposes of displaying such spot foreign exchange rate) under caption "MID" as of 3:00 p.m., Tokyo time or, if such rate is not so displayed at such time for any reason, the rate of exchange determined by the Determination Agent.

An "**FX Event**" will occur if on any FX Event Determination Date the Determination Agent determines that each of the USD Reference Rate and AUD Reference Rate on such FX Event Determination Date is equal to or greater than USD KO Level and AUD KO Level respectively.

"**FX Event Determination Date**" means each FX Determination Date from and including the FX Determination Date scheduled to fall immediately prior to the Specified Interest Payment Date scheduled to fall in July 2023 to and including the FX Determination Date scheduled to fall immediately prior to the Specified Interest Payment Date scheduled to fall in January 2043.

"**USD KO Level**" means 109.52.

"**USD Reference Rate**" means the rate determined by the Determination Agent appearing for the spot currency exchange rate for exchanging an amount in JPY for an amount in USD, expressed as a number of JPY per one USD, on the Bloomberg Screen BFIX (or its successor page for the purposes of displaying such spot foreign exchange rate) under caption "MID" as of 3:00 p.m., Tokyo time or, if such rate is not so displayed at such time for any reason, the rate of exchange determined by the Determination Agent.

(b) With respect to amounts payable pursuant to these Conditions, the rounding provisions of Condition 36(c) shall not apply and instead all JPY amounts shall be rounded to the nearest whole JPY (with amounts equal to or greater than JPY 0.5 being rounded up to the next upper whole JPY).

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 Subscription Agreement: Not Applicable
 - (iii) Stabilising Manager(s) (if any): Not Applicable
57. If non-syndicated, name of Dealer: Morgan Stanley & Co. International plc
58. U.S. Selling Restrictions: Regulation S
59. Additional selling restrictions: Each purchaser of the Notes agrees that it will comply with all relevant laws, regulations and directives in each jurisdiction in which it purchases, offers, sells or delivers Notes or has in its possession or distributes any offering material connected with the Notes, including but not limited to the following selling restrictions.
- No public offering of the Notes, or possession or distribution of any offering material in relation thereto, is permitted in any jurisdiction where action for that purpose is required unless the relevant action has been taken.
- The Notes must not be offered or sold in any jurisdiction except to persons whose investment activities involve them in acquiring, holding, managing or disposing (as principal or agent) of investments of a nature similar to the Notes and who are particularly knowledgeable in investment matters.
- Prohibition to Sales to EEA Retail Investors: 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 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 MIFID II;
 - (b) a customer within the meaning of IMD, 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 no key information document required by the PRIIPs Regulation for offering or selling the Notes or otherwise making them available to retail investors in the EEA has been 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.

The Notes have not been and will not be registered under the Securities Act, as amended, or the securities laws of any State or other jurisdiction of the United States, and are subject to U.S. tax requirements. The Notes may not be offered, sold, traded or delivered at any time directly or indirectly within the United States (which term includes the territories, the possessions and all other areas subject to the jurisdiction of the United States of America) or to or for the account or benefit of a U.S. Person (as defined in Regulation S under the Securities Act). In purchasing the Notes, the Noteholders hereby represent and warrant that the Noteholders are neither located in the United States nor a U.S. person and that the Noteholders are not purchasing for, or for the account or benefit of, any such person.

In each member state of the EEA which has implemented the Prospectus Directive (Directive 2003/71/EC), as amended by Directive 2010/73/EU, no offer of the Notes to the public (as defined for the purposes of such Directive and any implementing measures in any such member state) may be made, except in circumstances which do not result in any breach of such Directive and any such implementing measures by the offeror, the Issuer, the Dealer and Morgan Stanley MUFG Securities Co., Ltd. and their respective affiliates. For this purpose an offer shall not be treated as not requiring the publication of a prospectus pursuant to Article 3 of the Prospectus Directive, or any corresponding provision of any such implementing measures solely by virtue of the application of Article 3(2)(b) (offer to fewer than 150 persons) or any corresponding provision of any such implementing measures.

The Notes have not been and will not be registered under the FIEL. The Notes may not be offered or sold, directly or indirectly in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan) or to others for re-offering or resale, directly or indirectly, in Japan or to, or for the benefit of, a resident of Japan, except pursuant to an exemption from the registration requirements under, and otherwise in compliance with, the FIEL and any other

applicable laws, regulations and ministerial guidelines of Japan.

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

RESPONSIBILITY

The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:

Duly authorised

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.

2. RATINGS

Ratings: The Notes will not be rated.

3. PERFORMANCE OF EQUITY / INDEX / COMMODITY / CURRENCY / FUND / FORMULA / OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Information not provided

4. OPERATIONAL INFORMATION

ISIN: XS1446594902

Common Code: 144659490

Any clearing system(s) other than Euroclear Bank S.A./N.V., Clearstream Banking S.A. 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): None

Names and addresses of additional Paying Agent(s) (if any): None

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 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.

5. **POTENTIAL SECTION 871(M) TRANSACTION** Not Applicable

6. **PROHIBITION OF SALES TO EEA RETAIL INVESTORS** Applicable

ANNEX 1

In purchasing any Notes, the purchaser will be deemed to represent and undertake to the Issuer, the Dealer (Morgan Stanley & Co. International plc), Morgan Stanley MUFG Securities Co., Ltd. and their respective affiliates, in the following terms:

- (a) The purchaser represents and undertakes to the Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. and each of their affiliates that (i) it has consulted with its own legal, regulatory, investment, accounting, tax and other advisors to the extent it believes is appropriate to assist it in understanding and evaluating the risks involved in, and consequences of, purchasing the Notes and has made its own independent decisions to purchase the Notes and as to whether the Notes are appropriate or proper for it based upon its own judgement; (ii) it is capable of assessing the merits of and understanding, and understands and accepts, the terms, conditions, risks and potential consequences associated with the purchase of the Notes; (iii) it is capable of assuming, and assumes, the risks of the Notes (it being understood that no communication (written or oral) received from Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. or any of their affiliates may be treated by the purchaser as an assurance or guarantee as to the expected results of the Notes or investment advice or a recommendation to purchase the Notes); (iv) none of the Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. or their affiliates is acting as a fiduciary or an adviser to it in respect of the Notes; and (v) to the extent that it offers, sells, delivers or otherwise transfers any Notes, it shall only effect such transactions as principal after having made such enquiries it deems relevant in order to satisfy itself that prospective purchaser(s) have the requisite capacity and authority to purchase such Notes and that the Notes are suitable for such purchaser(s) and after obtaining all requisite licenses, consents and regulatory approvals.
- (b) The purchaser acknowledges and agrees that no element of the purchase shall constitute, or be deemed to constitute, a partnership between either it and the Issuer or it and the Dealer, nor shall any element of the purchase constitute, or be deemed to constitute, the purchaser as the agent of either the Issuer or the Dealer or their respective affiliates. Any party to whom it sells or transfers the Notes will remain its sole responsibility and will not become clients or customers of either the Issuer or the Dealer.
- (c) The purchaser represents and undertakes to the Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. and each of their affiliates that (i) it will not, directly or indirectly, offer, sell or arrange the sale of any Notes or distribute or publish any document or carry out any type of solicitation in connection with the Notes, except in compliance with any applicable law and regulations, codes of conduct and selling practices (including, for the avoidance of doubt, Regulation S under the United States Securities Act of 1933, as amended, (the "Securities Act"), investment intermediaries laws, prospectus and public offer laws and anti-money laundering laws and regulations), and that will not constitute a public offering of the Notes, or give rise to any liability for the Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. or any of their respective directors, officers, employers, agents or affiliates; and (ii) that it has not offered and will not offer any Notes to persons in any member state of the EEA, except in circumstances which do not result in any breach of the Prospectus Directive by the offeror, the Issuer, the Dealer or, Morgan Stanley MUFG Securities Co., Ltd. and their respective affiliates provided that an offer shall not be treated as not requiring the publication of a prospectus pursuant to Article 3 of the Prospectus Directive solely by virtue of the application of Article 3(2)(b). "Prospectus Directive" means Directive 2003/71/EC, as amended by Directive 2010/73/EU.
- (d) The purchaser represents and undertakes to the Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. and each of their affiliates that it is not (i) an employee benefit plan (hereinafter an "**ERISA Plan**"), as defined in Section 3(3) of the Employee Retirement Income Security Act of 1974, as amended ("**ERISA**"), subject to Title I of ERISA or a plan subject to Section 4975 of the

Internal Revenue Code of 1986, as amended, or subject to any other statute, regulation, procedure or restriction that is materially similar to Section 406 of ERISA or Section 4975 of the Code (together with ERISA Plans, "**Plans**"), (ii) a person acting on behalf of a Plan or (iii) a person any of the assets of whom constitute assets of a Plan. It will provide notice to the Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. and each of their affiliates in the event that it is aware that it is in breach of any aspect of this representation or is aware that with the passing of time, giving of notice or expiry of any applicable grace period it will breach this representation.

- (e) The purchaser (i) acknowledges and agrees that the Notes have not been and will not be registered under the Securities Act or any securities laws of any state or other jurisdiction of the United States and are subject to U.S. tax requirements; (ii) agrees that it and each of its affiliates will not offer, sell, transfer or deliver, at any time, any of the Notes, directly or indirectly, in the United States (which term includes the territories, the possessions and all other areas subject to the jurisdiction of the United States of America) to or for the account or benefit of any U.S. Persons (as defined in Regulation S under the Securities Act), and (iii) undertakes to the Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. and each of their affiliates that all offers, sales and arrangements of sales of any instruments by it will be made on terms requiring the person(s) with whom it is dealing to undertake as set out in (i), (ii) and (iii) above.
- (f) The purchaser acknowledges that 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.
- (g) The purchaser undertakes that, in the event that the purchaser or its affiliates prepares any promotional materials with respect to the Notes, (i) it shall obtain all applicable consents and approvals, including the prior consent of the Issuer, the Dealer and Morgan Stanley MUFG Securities Co., Ltd.; and (ii) it shall include a disclaimer of the Dealer and Morgan Stanley MUFG Securities Co., Ltd. and their affiliates' liability for such material on any approved materials.
- (h) The purchaser (i) acknowledges that the Notes have not been, and will not be, registered under the FIEL and accordingly it has undertaken that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of any Japanese Person or to others for re-offering or resale, directly or indirectly, in Japan or to any Japanese Person except under circumstances which will result in compliance with all applicable laws, regulations and guidelines promulgated by the relevant Japanese governmental and regulatory authorities and in effect at the relevant time, including but not limited to the delivery of transfer restriction notice required under the FIEL and, (ii) represents and undertakes to the Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. and each of their affiliates that (a) to the extent that it offers, sells, delivers or otherwise transfers any Notes, it shall only effect such transactions as principal after having made such enquiries it deems relevant in order to satisfy itself that prospective purchaser(s) have the requisite capacity and authority to purchase such Notes and that the Notes are suitable for such purchaser(s) and after obtaining all requisite licenses, consents and regulatory approvals and that (b) it shall comply with all applicable laws and regulations including but not limited to the FIEL (including the obligation to provide disclosure documents before/upon entering into transactions with general investors as defined under the FIEL). For the purpose of this paragraph, "Japanese Person" shall mean any person resident in Japan, including any corporation or other entity organised under the laws of Japan.
- (i) The purchaser undertakes that, in the event that it or its affiliates receive any fee, rebate or discount, it shall not be in breach of any applicable laws, regulations or customer or contractual requirements or obligations and that it shall, where required to do so, disclose such fee, rebate or discount to any party it may sell or transfer the Notes to (i) where required by applicable law, regulation or rule or (ii) at the request of any such party to whom it has sold or transferred the Notes. The purchaser

acknowledges and agrees that, Morgan Stanley & Co. International plc and/or the Issuer may disclose such fee, rebate or discount to any party it may sell or transfer the Notes to (i) where required by applicable law, regulation or rule or (ii) at the request of any such party to whom it has sold or transferred the Notes.

- (j) The purchaser represents, warrants and undertakes that:
- (i) as of the date hereof it has the capacity and authority to purchase and hold the Notes and to give and perform the undertakings and representations set out herein;
 - (ii) it is not purchasing the Notes as an extension of credit to Morgan Stanley pursuant to a loan agreement entered into in the ordinary course of its trade or business;
 - (iii) no consent, approval, authorisation or order of any court or governmental authority or agency is required for its purchase of, and investment in, the Notes and the giving and performing of the representations and undertakings set out herein; and
 - (iv) without prejudice to the generality of sub-paragraph (iii), it agrees that it will obtain any consent, approval or permission which is required for the offer, purchase or sale by it of the Notes under the laws and regulations in force in any jurisdiction to which it is subject to in which it makes such offers, purchases or sales and it will comply with all such laws and regulations.
- (k) The purchaser agrees and undertakes to indemnify and hold harmless and keep indemnified and hold harmless the Issuer, the Dealer, Morgan Stanley MUFG Securities Co., Ltd. and each of their respective affiliates and their respective directors, officers and controlling persons from and against any and all losses, actions, claims, damages and liabilities (including without limitation any fines or penalties and any legal or other expenses incurred in connection with defending or investigating any such action or claim) caused directly or indirectly by the purchaser or any affiliate or agent of it failing to comply with any of the provisions set out above, or acting otherwise than as required or contemplated herein.