

**Pricing Supplement dated 03 October 2013**

**Morgan Stanley B.V.**

Issue of SEK 60,000,000 Equity-Linked Notes

Guaranteed by Morgan Stanley

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) (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 be offered and sold under hereby.

**THE NOTES ARE NOT BANK DEPOSITS AND ARE NOT INSURED BY THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY, NOR ARE THEY OBLIGATIONS OF, OR GUARANTEED BY, A BANK.**

**PART A – CONTRACTUAL TERMS**

THE NOTES DESCRIBED HEREIN AND ANY GUARANTEE IN RESPECT THEREOF HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES, AND THE SECURITIES MAY INCLUDE SECURITIES THAT ARE SUBJECT TO U.S. TAX LAW REQUIREMENTS. 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, AS AMENDED.

THE NOTES DESCRIBED HEREIN AND ANY INTEREST THEREIN MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED 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 EITHER REGULATION S UNDER THE SECURITIES ACT OR, IN THE CASE OF FTRO NOTES, THE UNITED STATES INTERNAL REVENUE CODE OF 1986, AS AMENDED). SEE "*SUBSCRIPTION AND SALE*" AND "*NO OWNERSHIP BY U.S. PERSONS*" IN THE OFFERING CIRCULAR DATED 27 JUNE 2013. 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 FOR, OR FOR THE ACCOUNT OR BENEFIT OF, ANY SUCH PERSON.

This document constitutes a Pricing Supplement relating to the issue of Notes described herein. Terms used but not defined herein are as defined in the Offering Circular in respect of the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates dated 27 June 2013 (the "Offering Circular"). Full information on the Issuer 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.

## 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 on redemption of the Notes is linked to the performance of the Underlying Index (as defined herein), and may be less than par. Given the highly specialised nature of these Notes, Morgan Stanley B.V. (the "Issuer") and Morgan Stanley & Co. International plc ("MSI plc") 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 Index, 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 Base Prospectus for a full detailed description of the Notes and in particular, please review the Risk Factors associated with these 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 document. Clients are urged to seek the advice of their own professional advisers about the consequences of the proposals contained herein.

US Treasury Circular 230 Notice - Morgan Stanley does not render advice on tax and tax accounting matters to clients. This material was not intended or written to be used, and it cannot be used by any taxpayer, for the purpose of avoiding penalties that may be imposed on the taxpayer under U.S. federal tax laws.

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|----|-------|--|--|
| 1. | (i)   | Issuer:                                | Morgan Stanley B.V.                                  |
|    | (ii)  | Guarantor:                             | Morgan Stanley                                       |
| 2. | (i)   | Series Number:                         | 7815   |
|    | (ii)  | Tranche Number:                        | 1  |
| 3. |       | Specified Currency or Currencies:      | Swedish Krona ("SEK")                                |
| 4. |       | Aggregate Nominal Amount of the Notes: |  |
|    | (i)   | Series:                                | SEK 60,000,000                                       |
|    | (ii)  | Tranche:                               | SEK 60,000,000                                       |
| 5. |       | Issue Price                            | 100 per cent. of Par per Note                        |
| 6. | (i)   | Specified Denominations (Par):         | SEK 1,000,000  |
|    | (ii)  | Calculation Amount:                    | SEK 1,000,000  |
| 7. | (i)   | Issue Date:                            | 03 October 2013                                      |
|    | (ii)  | Trade Date:                            | 19 September 2013                                    |
|    | (iii) | Interest Commencement Date:            | As set out below                                     |
|    | (iv)  | Strike Date:                           | 19 September 2013                                    |
|    | (v)   | Determination Date:                    | 19 September 2018                                    |
| 8. |       | Maturity Date:                         | 03 October 2018, subject to adjustment in accordance |

with the Following Business Day Convention.

- |     |   |                          |
|-----|---|--------------------------|
| 9.  | Interest Basis:                                   | Equity-Linked Interest   |
| 10. | Redemption/Payment Basis:                         | Equity-Linked Redemption |
| 11. | Change of Interest or Redemption/Payment Basis:   | Not Applicable           |
| 12. | Put/Call Options:                                 | Not Applicable           |
|     | (i) Redemption at the option of the Issuer:       | Not Applicable           |
|     | (Condition 16.7)                                  |                          |
|     | (ii) Redemption at the option of the Noteholders: | Not Applicable           |
|     | (Condition 16.9)                                  |                          |
|     | (iii) Other Put/Call Options:                     | Not Applicable           |
| 13. | (i) Status of the Notes:                          | Condition 4.1 applies    |
|     | (Condition 4)                                     |                          |
|     | (ii) Status of the Guarantee:                     | Condition 4.2 applies    |
| 14. | Method of distribution:                           | Non-syndicated           |

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

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|-----|--|--|
| 15. | Fixed Rate Note Provisions:                    | Not Applicable   |
| 16. | Floating Rate Note Provisions:                 | Not Applicable   |
|     | (Condition 6)                                  |  |
| 17. | Zero Coupon Note Provisions:                   | Not Applicable   |
|     | (Condition 7)                                  |  |
| 18. | Dual Currency-Linked Note Interest Provisions: | Not Applicable   |
|     | (Condition 8)                                  |  |
| 19. | Equity-Linked Note Interest Provisions:        | Applicable   |
| (B) | (i) Types of Notes:                            | Index Notes  |
|     |  | S&P 500 Index (Bloomberg: SPX Index) (the “ <b>Underlying Index</b> ” as calculated and published by The McGraw-Hill Companies, Inc. (the “ <b>Index Sponsor</b> ”). |
|     | (ii) Exchange[s]:                              | As defined in Condition 10   |
|     | (iii) Related Exchange[s]:                     | All Exchanges  |
|     | (iv) Weighting for each Index:                 | Not Applicable   |

(v) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):

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.

(vi) Provisions for determining Rate of Interest where calculated by reference to Index:

Unless an Early Redemption occurs, in respect of each Interest Payment Date (t), an amount equal to:

(i) If the official closing level of the Underlying Index is above the Barrier Level on the relevant Interest Determination Date:

4.20% of Par

(ii) Else, 0% of Par

Where:

“**Barrier Level**” means 50% of the Initial Reference Price;

“**Initial Reference Price**” means 1,722.34, being the official closing level of the Underlying Index on the Strike Date.

(vii) Interest Determination Date(s) (t):

“**Interest Determination Date (t)**” means each of the dates specified in the table below, or if any such date is not a Scheduled Trading Day the first following day which is a Scheduled Trading Day:

t	Interest Determination Date (t)
1	19 September 2014
2	21 September 2015
3	19 September 2016
4	19 September 2017
5	The Determination Date

(viii) Provisions for determining Rate of Interest where calculation by reference to Index is impossible or impracticable or otherwise disrupted:

Determination Agent Determination

(ix) Interest Period:

As set out in Condition 2.1, Unadjusted

(x) Interest Payment Dates (t):

“**Interest Payment Date (t)**” means each of the dates specified in the table below, subject to adjustment in accordance with Following Business Day Convention.

t	Interest Payment Date (t)
---	---------------------------

1	03 October 2014
2	03 October 2015
3	03 October 2016
4	03 October 2017
5	The Maturity Date

- (xi) Averaging Date: Not Applicable
- (xii) Observation Date(s)/ Observation Period: Interest Determination Dates
- (xiii) Business Day Convention: Following Business Day Convention
- (xiv) Additional Business Centre(s): Not Applicable
- (xv) Day Count Fraction: Not Applicable
- (xvi) Minimum Rate/Amount of Interest: Not Applicable
- (xvii) Maximum Rate/Amount of Interest: Not Applicable
- (xviii) Other special terms and conditions: Not Applicable
20. Commodity-Linked Note Interest Provisions: Not Applicable
21. Currency-Linked Note Interest Provisions: Not Applicable
22. Inflation-Linked Note Interest Provisions: Not Applicable
23. Credit-Linked Note Interest Provisions: Not Applicable
24. Property-Linked Note Interest Provisions: Not Applicable
25. Fund-Linked Note Interest Provisions: Not Applicable
- PROVISIONS RELATING TO REDEMPTION**
26. Call Option: Not Applicable  
(Condition 16.7)
27. Put Option: Not Applicable  
(Condition 16.9)
28. Final Redemption Amount of each Note: Equity-Linked Redemption Amount specified below  
(Condition 16)
29. Dual Currency Redemption Provisions: Not Applicable  
(Condition 8)
30. Equity-Linked Redemption Provisions: Applicable

(Condition 10)

(B) Index/Index Basket Notes:

- (i) Type of Notes: Index Notes  
See Paragraph 19 above.
- (ii) Exchange(s): As defined in Condition 10.8
- (iii) Related Exchange(s): All Exchanges
- (iv) Averaging Date(s): Not Applicable
- (v) Observation Date: Not Applicable
- (vi) Observation Period: Not Applicable
- (vii) Determination Date(s): As defined above
- (viii) Determination Time(s): As set out in the Conditions
- (ix) 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.
- (x) Provisions for determining Final Redemption Amount: Unless previously redeemed, or purchased and cancelled in accordance with the Conditions or an Early Redemption, the Issuer shall redeem the Notes on the Maturity Date at the Final Redemption Amount per Note as determined by the Determination Agent on the Determination Date as follows:
  - (i) If the official closing price of the Underlying Index has never traded at or below the Barrier Level from and including the Strike Date, to and including the Determination Date, then the Final Redemption Amount per Note will be an amount equal to:

**100% of Par**
  - (ii) Else, if the official closing price of the Underlying Index has traded at or below the Barrier Level at least once from and including the Strike Date, to and including the Determination Date, and
    - a) on the Determination Date, the Final Reference Price is at or above the Initial Reference Price, then the Final Redemption Amount per Note will be an amount equal to:

**100% of Par**

b) Else,

**Par x (Final Reference Price / Initial Reference Price)**

Where:

“**Barrier Level**” means 50% of the Initial Reference Price;

“**Initial Reference Price**” means the official closing price of the Underlying Index on the Strike Date.

“**Final Reference Price**” means the official closing price of the Underlying Index on the Determination Date.

(xi) Provisions for determining Final Redemption Amount where calculation by reference to Index is impossible or impracticable or otherwise disrupted : Determination Agent Determination

(xii) Weighting for each Index: Not Applicable

(xiii) Potential Adjustment Events: As per the Conditions

(xiv) Additional Disruption Events: Change in Law, Hedging Disruption and Increased Cost of Hedging shall apply

(xv) Other special terms and conditions: **Early Redemption:** If on an Early Redemption Observation Date, the Determination Agent determines that the Underlying Index closes above the Initial Reference Price (as defined above), the Notes will be automatically redeemed on the Early Redemption Date at 100% of Par.

Where:

“**Early Redemption Observation Date**” means 19 September 2014, 21 September 2015, 19 September 2016, 19 September 2017 and 19 September 2018, or if any such day is not a Scheduled Trading Day the first following day which is a Scheduled Trading Day;

“**Early Redemption Date**” means 03 October 2014, 03 October 2015, 03 October 2016, 03 October 2017 and 3 October 2018, subject to the Following Business Day Convention.

For the avoidance of doubt a final Equity Linked Interest Amount shall be payable on the relevant Early Redemption Date/Interest Payment Date in the event of an Early Redemption.

“**Business Days**” means New York and Stockholm

31. Commodity-Linked Redemption Provisions: Not Applicable  
(Condition 11)

- |     |   |   |
|-----|---|---|
| 32. | Currency-Linked Redemption Provisions:<br>(Condition 12)  | Not Applicable  |
| 33. | Inflation-Linked Redemption Provisions:<br>(Condition 13)   | Not Applicable  |
| 34. | Credit-Linked Redemption Provisions:<br>(Condition 20)  | Not Applicable  |
| 35. | Property-Linked Redemption Provisions:<br>(Condition 14)  | Not Applicable  |
| 36. | Fund-Linked Redemption Provisions:<br>(Condition 15)  | Not Applicable  |
| 37. | Preference Share-Linked Redemption Provisions:<br>(Condition 17)  | Not Applicable  |
| 38. | a. Early Redemption Amount upon Event of Default (Condition 24):<br><br>b. Early Redemption Amount payable upon an event described in Condition 10<br><br>c. Early Redemption Amount upon Early Redemption:<br><br>(Conditions 19.2, 19.3, 19.5, 19.10, 23 and 25)<br><br>Early Redemption Amount(s) per Calculation Amount payable on redemption for taxation reasons or other early redemption and/or the method of calculating the same (if required or if different from that set out in the Conditions): | Qualified Financial Institution Determination<br><br>As provided in Condition 10.<br><br><br><br><br>The fair value of such Note on such day as is selected by the Determination Agent acting in good faith and in a commercially reasonable manner, 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 acting in good faith and in a commercially reasonable manner. |
| 39. | Governing Law:  | English law   |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

- |     |  |   |
|-----|--|---|
| 40. | Form of Notes:<br>(Condition 3)        | Registered Notes<br><br>Global Note Certificate registered in the name of a common depository for Euroclear and Clearstream Luxembourg exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate. |
| 41. | Record Date:                           | As set out in the Conditions  |
| 42. | Additional Business Centre(s) or other | Stockholm   |



special provisions relating to Payment Dates:

- |     |   |                |
|-----|---|----------------|
| 43. | Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature):   | No             |
| 44. | 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 |
| 45. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:  | Not Applicable |
| 46. | Redenomination, renominatisation and reconventioning provisions:  | Not Applicable |
| 47. | Restrictions on free transferability of the Notes:  | None           |
| 48. | Inconvertibility Event Provisions:  | Not Applicable |
| 49. | Other final terms:  | Not Applicable |

#### **DISTRIBUTION**

- |     |  |  |
|-----|--|--|
| 50. | (i) If syndicated, names of Managers: 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   |
| 51. | If non-syndicated, name and address of Dealer:   | Morgan Stanley & Co. International plc<br>25 Cabot Square<br>London E14 4QA  |
| 52. | U.S. Selling Restrictions:   | Not Applicable   |
| 53. | Total commission and concession:   | In connection with the offer and sale of the Notes, the Issuer or the Dealer will pay to the Intermediary a one time or recurring distribution fee. The investor acknowledges and agrees that such fees will be retained by the Intermediary. Further information is available from the Intermediary upon request. |
| 54. | Additional selling restrictions:   | Not Applicable   |

#### **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the pricing supplement required for issue of the Notes and admission to trading on the Global Exchange Market of the Irish Stock Exchange described herein pursuant to the Program for the Issuance of Notes, Series A and B, Warrants and Certificates of Morgan Stanley B.V.

**RESPONSIBILITY**

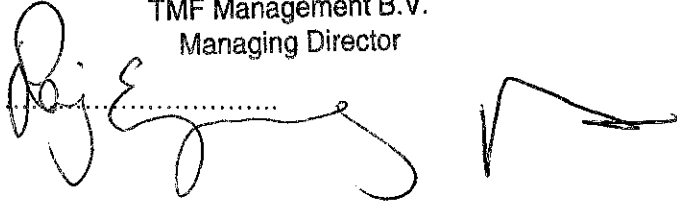
The Issuer accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:

TMF Management B.V.  
Managing Director

.....  
Duly authorised



1/10/13

## **PART B – OTHER INFORMATION**

### **1. LISTING**

Listing and admission to Trading: Application is expected to be made for the Notes to be admitted to trading on the Global Exchange Market of the Irish Stock Exchange with effect from the Issue Date. No assurance can be given that such listing will be obtained.

### **2. RATINGS**

Ratings: The Notes will not be rated.

### **3. OPERATIONAL INFORMATION**

ISIN Code: XS0974821877

Common Code: 097482187

New Global Note: No

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking société anonyme and the relevant identification number(s): 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

## ANNEX 1

### STATEMENT CONCERNING THE UNDERLYING INDEX

#### Statement concerning the S&P 500 Index

The Notes are not sponsored, endorsed, sold or promoted by Standard & Poor's, a division of McGraw-Hill, Inc. ("S&P"). S&P makes no representation or warranty, express or implied, to the holders of the Notes or any member of the public regarding the advisability of investing in securities generally or in the Notes particularly or the ability of the S&P 500® Index to track general stock market performance. S&P's only relationship to the Issuer is the licensing of certain trademarks and trade names of S&P and of the S&P 500® Index which is determined, composed and calculated by S&P without regard to the Issuer or the Notes. S&P has no obligation to take the needs of the Issuer or the holders of the Notes into consideration in determining, composing or calculating the S&P 500® Index. S&P is not responsible for and has not participated in the determination of the timing of, prices at, or quantities of the Notes to be issued or in the determination or calculation of the equation by which the Notes are to be converted into cash. S&P has no obligation or liability in connection with the administration, marketing or trading of the Notes.

**S&P DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE S&P 500® INDEX OR ANY DATA INCLUDED THEREIN AND S&P SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. S&P MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY THE ISSUER, HOLDERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE S&P 500® INDEX OR ANY DATA INCLUDED THEREIN. S&P MAKES NO EXPRESS OR IMPLIED WARRANTIES, AND EXPRESSLY DISCLAIMS ALL WARRANTIES OF MERCHANTABILITY OR FITNESS FOR A PARTICULAR PURPOSE OR USE WITH RESPECT TO THE S&P 500® INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL S&P HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES.**

THE ISSUER ACCEPTS NO RESPONSIBILITY OR LIABILITY WHATSOEVER IN RESPECT OF ANY PERSON WHO MAY BE AFFECTED ADVERSELY OR OTHERWISE, WHETHER DIRECTLY OR INDIRECTLY, IN CONNECTION WITH ANY PURCHASE OR SALE OF, OR INVESTMENT IN NOTES, FOR ANY ACTIONS TAKEN OR ANY OMISSIONS RELATING TO THE S&P 500® INDEX INCLUDING, WITHOUT LIMITATION, CHANGES IN THE COMPOSITION OF THE S&P 500® INDEX, ALTERATIONS OR ERRORS IN THE METHODS OF CALCULATING THE S&P 500® INDEX, DELAY, TERMINATION, SUSPENSION OR INTERRUPTION OF THE S&P 500® INDEX ITSELF OR IN THE CALCULATION OR PUBLICATION OF THE S&P 500®, THE ACCURACY AND THE COMPLETENESS OF ANY COMPOSITION OF THE S&P 500® INDEX OR CALCULATION OF THE S&P 500® INDEX, ANY ACT OF FORCE MAJEURE OR OTHERWISE ON THE PART OF THE CORPORATIONS OR ANY SUCCESSOR SPONSOR.

## ANNEX 2

Any investment in the Notes made with the intention to offer, sell or otherwise transfer (together, “distribute” and each a “distribution”) such Notes to prospective investors will be deemed to include, without limitation, the following representations, undertakings and acknowledgements:

- a) (i) you are purchasing the instruments as principal (and not as agent or in any other capacity); (ii) none of the Issuer, the Dealer or their affiliates is acting as a fiduciary or an advisor to it in respect of the instruments; (iii) you are not relying upon any representations made by the Issuer, the Guarantor or any of their affiliates; (iv) you have consulted with your own legal, regulatory, tax, business, investments, financial, and accounting advisers to the extent that you have deemed necessary, and you have made your own investments, hedging and trading decisions based upon your own judgement and upon any advice from such advisors as you have deemed necessary and not upon any view expressed by the Issuer or any of its affiliates or agents and (v) you are purchasing the instruments with a full understanding of the terms, conditions and risks thereof and you are capable of and willing to assume those risks;
- b) you shall only distribute as principal or, alternatively, acting on a commission basis in your own name for the account of your investors and will not do so as agent for any Morgan Stanley entity (together “Morgan Stanley”) who shall assume no responsibility or liability whatsoever in relation to any such distribution. You shall distribute the product in your own name and to such customers as you identify in your own discretion, at your own risk and under your sole responsibility. You shall make such enquiries you deem relevant in order to satisfy yourself that prospective investors have the requisite capacity and authority to purchase the product and that the product is suitable for those investors;
- c) you shall not make any representation or offer any warranty to investors regarding the product, the Issuer or Morgan Stanley or make any use of the Issuer’s or Morgan Stanley’s name, brand or intellectual property which is not expressly authorised and you shall not represent you are acting as an agent of Morgan Stanley in such distribution. You acknowledge that neither the Issuer nor Morgan Stanley assume any responsibility or liability whatsoever in relation to any representation or warranty you make in breach hereof;
- d) if you distribute any material prepared and transmitted by the Issuer or by Morgan Stanley, you shall only distribute the entire material and not parts thereof. Any material you, or any third party you engage on your behalf, prepare shall be true and accurate in all material respects and consistent in all material respects with the content of the Base Prospectus or Offering Circular and the Pricing Supplement and shall not contain any omissions that would make them misleading. You shall only prepare and distribute such material in accordance with all applicable laws, regulations, codes, directives, orders and/or regulatory requirements, rules and guidance in force from time to time (“Regulations”). You acknowledge that neither the Issuer nor Morgan Stanley shall have any liability in respect of such material which shall, for the avoidance of doubt, at all times be your sole responsibility;
- e) you will not, directly or indirectly, distribute or arrange the distribution of the product or disseminate or publish (which for the avoidance of doubt will include the dissemination of any such materials or information via the internet) any materials or carry out any type of solicitation in connection with the product in any country or jurisdiction, except under circumstances that will result in compliance with all applicable Regulations and selling practices, and will not give rise to any liability for the Issuer or Morgan Stanley. For the avoidance of doubt, this includes compliance with the selling restrictions mentioned herein;
- f) if you receive any fee, rebate or discount, you shall not be in breach of any Regulation or customer or contractual requirements or obligations and you shall, where required to do so (whether by any applicable Regulation, contract, fiduciary obligation or otherwise), disclose such fees, rebates and discounts to your investors. You acknowledge that where fees are payable, or rebates or discounts applied, the Issuer and Morgan Stanley are obliged to disclose the amounts and/or basis of such

fees, rebates or discounts at the request of any of your investors or where required by any applicable Regulations.

- g) you will be committed to purchase at the issue price stated in the term sheet for these Notes (or at the price otherwise agreed between us) instruments, when issued, in the agreed quantity and having terms, as provided in the definitive documentation, consistent with those in the term sheet (subject to any modifications agreed between us);
- h) we may enter into hedging or other arrangements in reliance upon your commitment, and, if you fail to comply with your commitment, your liability to us shall include liability for our costs and losses in unwinding such hedging or other arrangements;
- i) you agree and undertake to indemnify and hold harmless and keep indemnified and held harmless the Issuer, the Dealer 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 you or any of your affiliates or agents to comply with any of the provisions set out in (a) to (i) above, or acting otherwise than as required or contemplated herein.
- j) You are not purchasing the Notes as an extension of credit to Morgan Stanley pursuant to a loan agreement entered into in the ordinary course of your trade or business.