

**Morgan Stanley BV**

Issue of USD 2,360,000 FX-linked Notes

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 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.

THE NOTES ARE NOT RATED.

This document constitutes the Pricing Supplement relating to the issue of 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 dated 27 June 2013 and supplemented on 16 October 2013 and 9 January 2014 (together, the "**Offering Circular**"). This Pricing Supplement must be read in conjunction with such 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. The Offering Circular has also been published on the website of the Irish Stock Exchange ([www.ise.ie](http://www.ise.ie)).

### **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. Given the highly specialised nature of these Notes, Morgan Stanley BV (the "Issuer"), Morgan Stanley (the "Guarantor") 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. 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 Risk Factors associated with these Notes.**

**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 Notes or any exchanges are affected by market disruption, adjustment events or circumstances affecting normal activities.

**Credit Risk:** Investors are exposed to the credit risk of the Issuer. The Notes are essentially a loan to the Issuer with a repayment amount linked to the performance of the Underlying that the Issuer promises to pay to you at maturity. There is the risk, however, that the Issuer may not be able to fulfil its promise to you. If any companies in the Morgan Stanley group incur losses with respect to any of their activities, this may have a negative impact on the financial condition of the Issuer. You may lose all or part of your investment if the Issuer is unable to pay the redemption amount and/or goes into liquidation. No assets of the Issuer are segregated and specifically set aside in order to pay the holders of the Notes in the event of liquidation of the Issuer, and the holders of the Notes will rank behind creditors who have priority rights over certain assets of the Issuer.

**Exit Risk:** The principal amount is not protected. Potential Investors run the risk that they may receive an amount which is significantly less than their initial investment. The secondary market price of the Notes will depend on many factors, including the value and volatility of the Underlying, interest rates, the dividend rate on the Underlying, 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 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.

**Currency Exchange Risk:** Fluctuations in the exchange rates will affect the value of the Notes and, if payments are made in a currency other than the currency of denomination or the home currency of the investors, the amounts payable under the Notes. Changes in exchange rates relating to any of the relevant currencies of the Notes could result in a decrease in their effective yield and in the investor's loss of all or a substantial portion of the value of that Note or of the amounts payable. The exchange rates are the result of the supply of, and the demand for, the related currencies. Changes in the exchange rate result over time from the interaction of many factors directly or indirectly affecting economic and political conditions in the related countries / member nations, including economic and political developments in other countries. Of particular importance to potential currency exchange risks are: (i) rates of inflation; (ii) interest rate levels; (iii) balance of payments; and (iv) the extent of governmental surpluses or deficits in the relevant country. All of these factors are, in turn, sensitive to the monetary, fiscal and trade policies pursued by the related countries, the governments of the related countries and member nations (if any), and other countries important to international trade and finance. Government intervention could materially and adversely affect the value of the Notes. Foreign exchange rates can be fixed by governmental authority, allowed to float within a range of exchange rates set by governmental authority, or left

to float freely. Governments, use a variety of techniques, such as intervention by their central bank or imposition of regulatory controls or taxes, to affect the exchange rates of their respective currencies. They may also issue a new currency to replace an existing currency, fix the exchange rate or alter the exchange rate or relative exchange characteristics by devaluation or revaluation of a currency. Thus, a special risk in purchasing the Notes is that their trading value and amount payable could be affected by the actions of governments, fluctuations in response to other market forces and the movement of currencies across borders. Suspension or disruptions may adversely affect the value of the Notes. Currency markets are subject to temporary distortions or other disruptions due to various factors, including lack of liquidity, participation of speculators and government intervention. As a result, the market value of the Notes could be adversely affected. Even though currencies trade around-the-clock, the Notes will not. The interbank market in foreign currencies is a global, around-the-clock market. The hours of trading for the Notes will not conform to the hours during which the related currencies are traded. Significant price and rate movements may take place in the underlying foreign exchange markets that will not be reflected immediately in the price of the Notes.

**Liquidity Risk:** The Notes will not be traded on an organised exchange. Any secondary market in the Notes made by the Dealer will be made on a reasonable efforts basis only and subject to market conditions, law, regulation and internal policy. Even whilst there may be a secondary market in the Notes it may not be liquid enough to facilitate a sale by the holder.

**Market Risk:** Price movements in the Underlying may not correlate with each other. Increases in the value of the Underlying may be moderated, or wholly offset, by lesser increases or declines in the value of one or more of the other components.

**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, and accordingly, could affect the payout to holders on the Notes.

**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 may affect the amount payable to holders pursuant to the terms of the Notes.

**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 and (iii) in accordance with the terms set out in Annex 1.**

**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.**

- |    |      |                                   |                              |
|----|------|-----------------------------------|------------------------------|
| 1. | (i)  | Issuer:                           | Morgan Stanley BV            |
|    | (ii) | Guarantor:                        | Morgan Stanley               |
| 2. | (i)  | Series Number:                    | 7968                         |
|    | (ii) | Tranche Number:                   | 1                            |
| 3. |      | Specified Currency or Currencies: | United States Dollar ("USD") |

4.	Aggregate Nominal Amount of the Notes:	
	(i) Series:	USD 2,360,000
	(ii) Tranche:	USD 2,360,000
5.	Issue Price	100 per cent. of Par per Note
6.	(i) Specified Denominations (Par):	USD 1,000, subject to a minimum investment of USD 10,000
	(ii) Calculation Amount:	USD 1,000
7.	(i) Issue Date:	17 January 2014
	(ii) Trade Date:	09 January 2014
	(iii) Interest Commencement Date:	Not Applicable
	(iv) Strike Date:	09 January 2014
	(v) Determination Date:	11 January 2016, subject to adjustment in accordance with the Business Day Convention.
8.	Maturity Date:	18 January 2016, subject to adjustment in accordance with the Following Business Day Convention and subject that the Maturity Date shall always be at least five (5) Business Days following the Determination Date.
9.	Interest Basis:	Not Applicable
10.	Redemption/Payment Basis:	Currency-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 19.5)	
	(ii) Redemption at the option of the Noteholders:	Not Applicable
	(Condition 19.7)	
	Other Put/Call Options:	Not Applicable
13.	(i) Status of the Notes:	Condition 4.1 applies
	(Condition 4)	
	(ii) Status of the Guarantee:	Condition 4.1 applies
14.	Method of distribution:	Non-syndicated

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

15.	Fixed Rate Note Provisions:	Not Applicable
	(Condition 5)	

- |     |   |                |
|-----|---|----------------|
| 16. | Floating Rate Note Provisions:<br>(Condition 6)                 | Not Applicable |
| 17. | Zero Coupon Note Provisions:<br>(Condition 7)                   | Not Applicable |
| 18. | Dual Currency-Linked Note Interest Provisions:<br>(Condition 8) | Not Applicable |
| 19. | Equity Linked Note Interest Provisions:                         | 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:<br>(Condition 19.5)                          | Not Applicable  |
| 27. | Put Option:<br>(Condition 19.7)                           | Not Applicable  |
| 28. | Final Redemption Amount of each Note:<br>(Condition 19.1) | Linked Redemption Amount specified below  |
| 29. | Dual Currency Redemption Provisions:<br>(Condition 8)     | Not Applicable  |
| 30. | Equity-Linked Redemption Provisions:<br>(Condition 10)    | Not Applicable  |
| 31. | Commodity-Linked Redemption Provisions:<br>(Condition 11) | Not Applicable  |
| 32. | Currency-Linked Redemption Provisions:<br>(Condition 12)  | Applicable  |
|     | (i) Settlement Currency:                                  | USD   |
|     | (ii) Reference Currency:                                  | EUR/USD Rate (defined as a United States Dollar (USD) amount per 1 Euro (EUR) determined by the Determination Agent) ( <b>BBG Code:</b> EURUSD CRNCY) |

- (iii) Specified Amount: Not Applicable
- (iv) Reference Currency Jurisdiction: United States
- (v) Specified Rate: See below
- (vi) 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.
- (vii) Provisions for determining Final Redemption Amount: Unless previously redeemed, or purchased and cancelled in accordance with the Conditions, the Issuer shall redeem the Notes on the Determination Date at the Final Redemption Amount per Note as determined by the Determination Agent as follows:

i) If the Final Exchange Rate is greater than the Barrier Level;

**Par \* Max (0, 100% + Underlying Performance)**

ii) If the Final Exchange Rate is greater than the Initial Exchange Rate and less than or equal to the Barrier Level;

**Par \* 100%**

iii) Else;

**Par \* (100% +  $\left\{ \frac{\text{InitialExchangeRate} - \max(\text{FinalExchangeRate}, 1.230)}{\text{InitialExchangeRate}} \right\}$ )**

Where:

“**Underlying Performance**” means

$\left\{ \frac{\text{InitialExchangeRate} - \text{FinalExchangeRate}}{\text{InitialExchangeRate}} \right\}$

“**Initial Exchange Rate**” means 1.3607

“**Final Exchange Rate**” means the FX Rate (expressed as the amount of the Reference Currency per one EUR) as determined by the Determination Agent on the Determination Date rounded to 5 decimal places. With respect to the Final Exchange Rate FX Rate means in relation to any Determination Date respectively, the exchange rate for conversion of Reference Currency into EUR for that Determination Date respectively which will be a spot rate, expressed as the amount of the Reference Currency per one EUR, for settlement in EUR, as per the relevant FX Price Source; provided that, if a Disruption Event occurs or has occurred and

is continuing on such Determination Date respectively, or in the event that such exchange rate is unavailable, the relevant exchange rate will be as determined by the Determination Agent in good faith and its sole and absolute discretion on or about such Determination Date respectively, taking into account any information deemed relevant by the Determination Agent; and

“**Barrier Level**” means 1.45

- (viii) Observation Date/ Period: Determination Date
- (ix) Provisions for determining Final Redemption Amount where calculation by reference to Index and/or other variable is impossible or impracticable or otherwise disrupted: Determination Agent Determination
- (xi) Business Day Convention: Following Business Day Convention
- (xii) Additional Business Centre(s): London, TARGET and New York
- (xiii) Currency Disruption Events: “**Disruption Event**” means

(i) the relevant FX Rate for determining the Final Exchange Rate is not displayed on the applicable FX Price Source on the relevant day for such Reference Currency, (ii) such day is an **Unscheduled Holiday** with respect to any such Reference Currency, (iii) the Determination Agent determines in good faith that the rate so displayed on the applicable FX Price Source is manifestly incorrect, or (iv) the rate displayed on the relevant FX Price Source has been, in the good faith determination of the Determination Agent, either inflated or deflated by government intervention or otherwise differs materially from any other source as deemed to be an appropriate representation of the current market conditions as determined by the Determination Agent in its sole and absolute discretion.

**Unscheduled Holiday** means that a day is not a business day in the relevant location and the market was not aware of such fact (by means of a public announcement or by reference to other publicly available information) until a time later than 9:00 a.m. local time in the principal financial center(s) of the relevant Reference Currency two Business Days prior to the relevant Determination Date.

- (xiv) Currency Disruption Fallbacks: Determination Agent Determination
- (xv) Other special terms and conditions: “**FX Price Sources**” means:

EUR/USD: Reuters Page ECB37 at 2.15pm Frankfurt time

33. Inflation-Linked Redemption Provisions: Not Applicable

(Condition 13)

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|-----|--|--|
| 34. | Credit-Linked Redemption Provisions:<br>(Condition 14)   | Not Applicable   |
| 35. | Property-Linked Redemption Provisions:<br>(Condition 15)   | Not Applicable   |
| 36. | Fund-Linked Redemption Provisions:<br>(Condition 16)   | Not Applicable   |
| 37. | Preference Share-Linked Redemption Provisions:<br>(Condition 17)   | Not Applicable   |
| 38. | a. Early Redemption Amount upon Event of Default (Condition 22):<br><br>b. Early Redemption Amount payable upon an event described in Condition 10/ 11/ 12/ 13/ 16/ 17<br><br>c. Early Redemption Amount upon Early Redemption:<br><br>(Conditions Error! Reference source not found., Error! Reference source not found., Error! Reference source not found., Error! Reference source not found., Error! Reference source not found. 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/ 11/ 12/ 13/ 16/ 17<br><br><br><br><br><br><br><br><br><br><br>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. |
| 39. | Governing Law:   | English law  |

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

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|-----|--|---|
| 40. | Form of Notes:<br>(Condition 3)  | Registered Notes<br><br>Global Note Certificate registered in the name of a common depositary 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 special provisions relating to Payment Dates: | New York only   |



- |     |   |                |
|-----|---|----------------|
| 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: Not Applicable  
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.)
- (ii) Date of [Subscription] Agreement: Not Applicable
- (iii) Stabilising Manager(s) (if any): Not Applicable
51. If non-syndicated, name and address of Morgan Stanley & Co. International plc  
Dealer:  
25 Cabot Square  
London E14 4QA
52. U.S. Selling Restrictions: Not Applicable
53. Non-exempt offer: Not Applicable
54. 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. Further information  
can be obtained by request.
55. Additional selling restrictions: Not Applicable

## PURPOSE OF PRICING SUPPLEMENT

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

**RESPONSIBILITY**

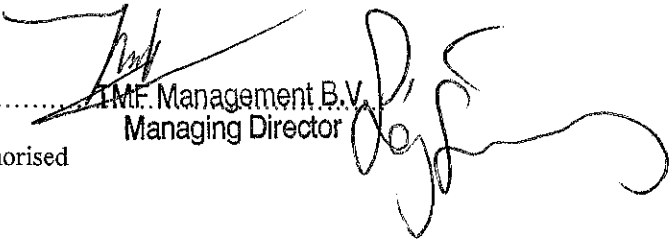
The Issuer and Guarantor accepts responsibility for the information contained in this Pricing Supplement.

Signed on behalf of the Issuer:

By:

..... J.M.F. Management B.V.  
Managing Director

Duly authorised



15/1/14

## 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 the Irish Stock Exchange and trading on its Global Exchange Market with effect from the Issue Date.

Last day of Trading: Determination Date

Estimate of total expenses related to admission to trading: EUR 500

### 2. RATINGS

Ratings: The Notes will not be rated

### 3. OPERATIONAL INFORMATION

ISIN Code: XS1015434712

Common Code: 101543471

Valor: 23320281

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

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 Offering Circular and the Base Prospectus 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 (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 this 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 (h) 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.