

## Pricing Supplement dated 10 July 2013 – Amended and Restated

### Morgan Stanley

#### Issue of USD 6,000,000 Equity-Linked Notes

#### 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 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 Base Prospectus dated 07 June 2012 (the "2012 English Law Note Conditions") which are incorporated by reference in the Offering Circular dated 27 June 2013. This Pricing Supplement contains the final terms of the Notes and must be read in conjunction with the Offering Circular dated 27 June 2013, save in respect of the 2012 English Law Note Conditions which are incorporated by reference in 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, the 2012 English Law Note Conditions 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 (as defined herein), and may be less than par. Given the highly specialised nature of these Notes, Morgan Stanley (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, 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.

**TAX CONSIDERATIONS FOR NON-U.S. HOLDERS:** A Non-U.S. holder will be subject to U.S. withholding tax unless the beneficial owner of the note (or a financial institution holding the note on behalf of the beneficial owner) furnishes a Form W-8BEN, on which the beneficial owner certifies under penalties of perjury that it is not a U.S. person. If withholding or deduction of taxes is required by law, payments on the notes will be made net of applicable withholding taxes, and we will not be required to pay any additional amounts to Non-U.S. holders with respect to any taxes withheld.

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 2.

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
	(ii)	Guarantor:	Not Applicable
2.	(i)	Series Number:	7673
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	US Dollar ("USD")
4.		Aggregate Nominal Amount of the Notes:	
	(i)	Series:	USD 6,000,000
	(ii)	Tranche:	USD 6,000,000
5.		Issue Price	100 per cent. of Par per Note

- |     |       |   |  |
|-----|-------|---|--|
| 6.  | (i)   | Specified Denominations (Par):                  | USD 1.00   |
|     | (ii)  | Calculation Amount:                             | USD 1.00   |
| 7.  | (i)   | Issue Date:                                     | 08 July 2013   |
|     | (ii)  | Trade Date:                                     | 24 June 2013   |
|     | (iii) | Interest Commencement Date:                     | Not Applicable   |
|     | (iv)  | Strike Date:                                    | 24 June 2013   |
|     | (v)   | Determination Date:                             | 24 June 2019   |
| 8.  |       | Maturity Date:                                  | 08 July 2019, subject to adjustment in accordance with the Following Business Day Convention, such that the Maturity Date will always be at least five Business Days following the Determination Date. |
| 9.  |       | Interest Basis:                                 | Not Applicable   |
| 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:                        | Not Applicable   |
| 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:                 | 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: 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: 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) Types of Notes: Index Basket Notes

Underlying Index Basket (the “**Underlying Indices**”, each an “**Underlying Index**”)

<b>i</b>	<b>Basket Component<sub>i</sub></b>	<b>Strike Level<sub>i</sub></b>	<b>BBG Code</b>	<b>Index Sponsor</b>
1	Euro Stoxx 50 Index	Initial Reference Price x 65%	SX5E Index	Stoxx Limited
2	Hang Seng Index	Initial Reference Price x 55%	HSI Index	Hang Seng Limited
3	Nikkei 225 Index	Initial Reference Price x 55%	NKY Index	Nihon Keizai Shimbun
4	FTSE 100 Index	Initial Reference Price x 60%	UKX Index	FTSE International Limited

- (ii) Exchange[s]: As specified in Condition 10.8
- (iii) Related Exchange[s]: As specified in Condition 10.8
- (iv) Averaging Date[s]: Not Applicable
- (v) Observation Date: The Early Redemption Observation Dates and the Determination Date
- (vi) Observation Period: Not Applicable
- (vii) Determination Time[s]: As set out in Conditions
- (viii) 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.
- (ix) 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 Maturity Date at the Final Redemption Amount per Calculation Amount as determined by the Determination Agent as follows:
1. If on the Determination Date, the official closing price for all Basket Components are equal to or above 60% <sup>(1)</sup> of their respective Initial Reference Price<sub>i</sub>, then the Final Redemption Amount shall equal:
 

**Par \* (100 + (12.20 \* 6))%**
  2. Else, if on the Determination Date, the Final Reference Price for all Basket Components are above their respective Strike Levels<sub>i</sub>, then the Final Redemption Amount shall equal: **Par**
  3. Else, if on the Determination Date, the Final Reference Price of any Basket Component is less than or equal to its respective Strike Level<sub>i</sub> then the Final Redemption Amount shall equal:

$$\text{Min}_{\text{For each Basket Component } i=1 \text{ to } 4} \left( \text{Max} \left( 0, \text{Par} - \text{Par} \times \text{Participation} \times \left( \frac{\text{Strike Level}_i - \text{Final Reference Price}_i}{\text{Initial Reference Price}_i} \right) \right) \right)$$

(1) The level of 60% was corrected from the previously incorrectly stated level of 65%.

where;

“**Participation**” means 200%;

“**Initial Reference Price<sub>i</sub>**” means the official closing level of the relevant Basket Component<sub>i</sub> on the Strike Date; and

“**Final Reference Price<sub>i</sub>**” means the official closing level of the relevant Basket Component<sub>i</sub> on the Determination Date.

- (x) Provisions for determining Final Redemption Amount where calculation by reference to Index is impossible or impracticable or otherwise disrupted: Determination Agent Determination
- (xi) Weighting for each Index: Not Applicable
- (xii) Potential Adjustment Events: As per the Conditions
- (xiii) Additional Disruption Events: Change in Law, Hedging Disruption and Increased Cost of Hedging shall apply.
- (xiv) Other special terms and conditions: **Early Redemption:**

If on an Early Redemption Observation Date, the official closing price for all Basket Components are equal to or above 100% of their respective Initial Reference Price<sub>i</sub>, the Note will automatically redeem on the corresponding Early Redemption Payment Date at the Early Redemption Amount as specified in the table below;

Where:

“**Early Redemption Observation Date**” and “**Early Redemption Payment Date**” means each of the dates specified in the table below:

Early Redemption Observation Dates	Early Redemption Payment Dates	Early Redemption Amount (% * Par)
24 June 2016	01 July 2016	100+(12.20*3)%
24 June 2017	01 July 2017	100+(12.20*4)%
24 June 2018	01 July 2018	100+(12.20*5)%

In each case, Early Redemption Observation Dates are subject to adjustment in accordance with Condition 10 if any such day is not a Scheduled Trading Day or is a Disrupted Day. Early Redemption Payment Dates are subject to adjustment in accordance with the Following Business Day Convention.

“**Business Day Convention**” means Following; and

“**Business Day for trading**” means a Scheduled Trading Day in respect of each of the Underlyings.

- |     |  |            |   |
|-----|--|------------|---|
| 31. | Commodity-Linked Provisions:<br><br>(Condition 11)               | Redemption | Not Applicable  |
| 32. | Currency-Linked Provisions:<br><br>(Condition 12)                | Redemption | Not Applicable  |
| 33. | Inflation-Linked Provisions:<br><br>(Condition 13)               | Redemption | Not Applicable  |
| 34. | Credit-Linked Redemption Provisions:<br><br>(Condition 20)       |            | Not Applicable  |
| 35. | Property-Linked Provisions:<br><br>(Condition 14)                | Redemption | Not Applicable  |
| 36. | Fund-Linked Redemption Provisions:<br><br>(Condition 15)         |            | Not Applicable  |
| 37. | a. Early Redemption Amount upon Event of Default (Condition 22): |            | <p>Means, in the case of acceleration of the Notes under Condition 22 (Events of Default), an amount determined by the Determination Agent, acting in good faith and in a commercially reasonable manner, as at 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 Notes), to be the amount that a Qualified Financial Institution would charge either to assume all of the Issuer's payment and other obligations with respect to such Notes as if no such Event of Default had occurred or to undertake obligations that would have the effect of preserving the economic equivalent of any payment by the Issuer to the Noteholder with respect to the Notes.</p> <p>For the purposes of the above, "Qualified Financial Institution" means a financial institution organized under the laws of any jurisdiction in the United States of America, the European Union or Japan, which, as at the date the Determination Agent selects to determine the Early Redemption Amount, has outstanding debt obligations with a stated maturity of one year or less from the date of issue of such outstanding debt obligations and such financial institution is rated either:</p> <ol style="list-style-type: none"> <li>(1) A2 or higher by Standard &amp; Poor's Ratings Services or any successor, or any other comparable rating then used by that rating agency, or</li> <li>(2) P-2 or higher by Moody's Investors Service, Inc. or any successor, or any other comparable rating then used by that rating agency, provided that, if no Qualified Financial Institution is reasonably available, then the Determination Agent shall</li> </ol> |

select, in good faith and using a commercially reasonable discretion, a Qualified Financial Institution in the United States of America, the European Union or Japan of a reputable standing.

b. Early Redemption Amount payable upon an event described in Condition 10/ 11/ 12/ 13/ 14/ 15 As provided in Condition 10/ 11/ 12/ 13/ 14/ 15

c. Early Redemption Amount upon Early Redemption:

(Conditions 16.2, 16.3, 16.5, 16.10 and 21)

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): 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.

38. Governing Law: English law

#### **GENERAL PROVISIONS APPLICABLE TO THE NOTES**

39. Form of Notes: Registered Notes:  
(Condition 3) Global Note Certificate registered in the name of a nominee for the common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate

40. Additional Business Centre(s) or other special provisions relating to Payment Dates: New York only

41. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No

42. 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

43. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable

44. Redenomination, renominatisation and reconventioning provisions: Not Applicable

45. Restrictions on free transferability of the Notes: None
46. Other final terms: Not Applicable

**DISTRIBUTION**

47. (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
48. If non-syndicated, name and address of Dealer: Morgan Stanley & Co. International plc  
25 Cabot Square  
London E14 4QA
49. U.S. Selling Restrictions: Reg. S Compliance Category
50. 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. The investor acknowledges and agrees that any such fees will be retained by the intermediary. Further information is available from the sales intermediary upon request.
51. Additional selling restrictions: Not Applicable

**PURPOSE OF PRICING SUPPLEMENT**

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

**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 for the Notes to be admitted to the Global Exchange Market of the Irish Stock Exchange. No assurance can be given that such listing will be obtained or when such listing may take place.

### **2. RATINGS**

Ratings: The Notes will not be rated.

### **3. OPERATIONAL INFORMATION**

ISIN Code: XS0948872162

Common Code: 094887216

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

#### **Euro Stoxx 50 Index:**

THE EUROSTOXX 50 INDEX AND THE RELATED TRADEMARKS HAVE BEEN LICENSED FOR USE BY MORGAN STANLEY. THE NOTES ARE NOT SPONSORED OR PROMOTED BY STOXX LIMITED.

STOXX HAS NO RELATIONSHIP TO MORGAN STANLEY, OTHER THAN THE LICENSING OF THE INDEX AND THE RELATED TRADE MARKS FOR USE IN CONNECTION WITH THE NOTES.

STOXX DOES NOT:

- SPONSOR, ENDORSE, SELL OR PROMOTE THE NOTES;
- RECOMMEND THAT ANY PERSON INVEST IN THE NOTES OR ANY OTHER SECURITIES;
- HAVE ANY RESPONSIBILITY OR LIABILITY FOR OR MAKE ANY DECISIONS ABOUT THE TIMING, AMOUNT OR PRICING OF THE NOTES;
- HAVE ANY RESPONSIBILITY OR LIABILITY FOR THE ADMINISTRATION, MANAGEMENT OR MARKETING OF THE NOTES;
- CONSIDER THE NEEDS OF THE INSTRUMENTS OR THE OWNERS OF THE NOTES IN DETERMINING, COMPOSING OR CALCULATING THE INDEX OR HAVE ANY OBLIGATION TO DO SO.

STOXX WILL NOT HAVE ANY LIABILITY IN CONNECTION WITH THE NOTES. SPECIFICALLY:

- STOXX DOES NOT MAKE ANY WARRANTY, EXPRESS OR IMPLIED AND DISCLAIMS ANY AND ALL WARRANTY ABOUT:
  1. THE RESULTS TO BE OBTAINED BY THE NOTES, THE OWNER OF THE NOTES OR ANY OTHER PERSON IN CONNECTION WITH THE USE OF THE INDEX AND THE DATA INCLUDED IN THE INDEX;
  2. THE ACCURACY OR COMPLETENESS OF THE EURO STOXX 50 AND ITS DATA; AND
  3. THE MERCHANTABILITY AND THE FITNESS FOR A PARTICULAR PURPOSE OR USE OF THE INDEX AND ITS DATA;
- STOXX WILL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS OR INTERRUPTIONS IN THE INDEX OR ITS DATA;
- UNDER NO CIRCUMSTANCES WILL STOXX BE LIABLE FOR ANY LOST PROFITS OR INDIRECT, PUNITIVE, SPECIAL OR CONSEQUENTIAL DAMAGES OR LOSSES, EVEN IF STOXX KNOWS THAT THEY MIGHT OCCUR.

THE LICENSING AGREEMENT BETWEEN THE ISSUER AND STOXX IS SOLELY FOR THEIR BENEFIT AND NOT FOR THE BENEFIT OF THE OWNERS OF THE NOTES OR ANY OTHER THIRD PARTIES.

### **The Nikkei Index:**

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### **FTSE 100 Index:**

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### **Hang Seng Index**

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## 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 (where applicable) 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 (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 (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.