

Pricing Supplement dated 30 August 2013

**Morgan Stanley BV**

Issue of USD 1,085,000 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 Share (as defined herein), and may be less than par. 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 Share, are willing to take risks and can absorb the partial or complete loss of their initial investment. Consequently, if you are not an investor who falls within the description above you should not consider purchasing these Notes without taking detailed advice from a specialised professional adviser.

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

**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.

**Adjustment and Discontinuation Risk:** The Sponsor of the Underlying can add, delete or substitute stocks constituting the Underlying or make other methodological changes that could change the value of the Underlying without regard to the interests of holders of the Notes. Any of these decisions/determinations may adversely affect the value of the Notes and may result in the investor receiving a return that is materially different from what he/she would have received if the event had not occurred.

**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 [and that the Guarantor promises to pay to you if the Issuer fails to do so]. 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 coupons or the redemption amount and/or go 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.

**Capital protection at maturity:** Capital protection is provided at maturity only. If the Securities are sold prior to maturity, or redeemed by the Issuer for reasons stated in the Offering Circular, this document and the Pricing Supplement (for example if there is a change in tax law), the proceeds may be less than the initial investment.

**Exit Risk:** 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 stocks that compose 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.

**Liquidity Risk:** The Notes will not be traded on an organized 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.

**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.

**No Shareholder Rights:** A holder of Notes will have no beneficial interest in the stocks that compose the Underlying nor any voting rights and will not have the right to receive dividends or other distributions with respect to the stocks that compose the Underlying.

**Potential Conflict of Interest:** The Determination Agent (MSI plc) is also 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.

**Underlying Sponsor Risk:** The Sponsor of the Underlying is not an affiliate of the Issuer or its affiliates and is not involved with this offering in any way. Consequently, the Issuer and the Determination Agent have no ability to control the actions of the Sponsor of the Underlying, including and rebalancing that could trigger an adjustment to the terms of the Notes by the Determination Agent.

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.

	(i)	Issuer:	Morgan Stanley B.V.
	(ii)	Guarantor:	Morgan Stanley
1.	(i)	Series Number:	7769
	(ii)	Tranche Number:	1
2.		Specified Currency or Currencies:	United States Dollars ("USD")
3.		Aggregate Nominal Amount of the Notes:	
	(i)	Series:	USD 1,085,000
	(ii)	Tranche:	USD 1,085,000
4.		Issue Price	100 per cent. Of Par per Note
5.	(i)	Specified Denominations (Par):	USD 1,000
	(ii)	Calculation Amount:	USD 1,000
6.	(i)	Issue Date:	30 August 2013
	(ii)	Trade Date:	23 August 2013
	(iii)	Interest Commencement Date:	Not Applicable
	(iv)	Strike Date:	23 August 2013

	(v) Determination Date:	24 August 2020
7.	Maturity Date:	31 August 2020, subject to adjustment in accordance with the Modified Following Business Day Convention and subject that the Maturity Date shall always be at least five (5) Business Days following the Determination Date.
8.	Interest Basis:	Not Applicable
9.	Redemption/Payment Basis:	Equity-Linked Redemption
10.	Change of Interest or Redemption/Payment Basis:	Not Applicable
11.	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)	
	(iii) Other Put/Call Options:	Not Applicable
12.	(i) Status of the Notes:	Condition 4.1 applies
	(Condition 4)	
	(ii) Status of the Guarantee:	Condition 4.1 applies
13.	Method of distribution:	Non-syndicated
<b>PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE</b>		
14.	Fixed Rate Note Provisions:	Not Applicable
15.	Floating Rate Note Provisions:	Not Applicable
	(Condition 6)	
16.	Zero Coupon Note Provisions:	Not Applicable
	(Condition 7)	
17.	Dual Currency-Linked Note Interest Provisions:	Not Applicable
	(Condition 8)	
18.	Equity Linked Note Interest Provisions:	Not Applicable
19.	Commodity-Linked Note Interest Provisions:	Not Applicable
20.	Currency-Linked Interest Note Provisions:	Not Applicable
21.	Inflation-Linked Note Interest Provisions:	Not Applicable
22.	Credit-Linked Interest Note Provisions:	Not Applicable

23. Property-Linked Interest Note Provisions: Not Applicable
24. Fund-Linked Interest Note Provisions: Not Applicable

### PROVISIONS RELATING TO REDEMPTION

25. Call Option: Not Applicable  
(Condition 16.7)
26. Put Option: Not Applicable  
(Condition 16.9)
27. Final Redemption Amount of each Note: Linked Redemption Amount specified below  
(Condition 16)
28. Dual Currency Redemption Provisions: Not Applicable  
(Condition 8)
29. Equity-Linked Redemption Provisions: Applicable  
(Condition 10)
- (B) Index/Index Basket Notes:
- (i) Type of Notes: Index Notes:  
Russell 2000 Index (Bloomberg: RTY Index) (the “Underlying Index” or “Underlying”) as calculated and published by the Frank Russell Company (the “Index Sponsor”).
- (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, 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 Final Reference Price is greater than or equal to the Downside Threshold Value, then the Final Redemption Amount per Note will be an amount equal to:

**100% of Par**

- (ii) If the Final Reference Price is below the Downside Threshold Value, then the Final Redemption Amount per Note will be an amount equal to:

**Par x Performance Factor**

Where:

“**Final Reference Price**” means the official closing level of the Underlying Index as published by the Index Sponsor on the Determination Date.

For the avoidance of doubt, upon the occurrence of an Extraordinary Event affecting the Underlying Index, the Final Reference Price may be adjusted;

“**Downside Threshold Value**” means 726.768; being 70% of the Initial Reference Price;

“**Performance Factor**” means Final Reference Price / Initial Reference Price; and

“**Initial Reference Price**” means 1,038.24; being the official closing level of the Underlying Index on the Strike 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: **Contingent Equity Linked Interest:**

If the closing value of the Underlying Index is greater than or equal to the Coupon Barrier on an Interest Determination Date, each Note will pay a quarterly payment of 1.875% of Par on the corresponding Interest Payment Date as defined in the table below.

If the closing value of the Underlying Index is less than the Coupon Barrier on an Interest Determination Date, then no payment will be made with respect to the corresponding Interest Payment Date as defined in the table below.

<b>Interest Determination Date</b>	<b>Interest Payment Date</b>
November 25, 2013	December 3, 2013
February 24, 2014	March 3, 2014
May 23, 2014	June 2, 2014
August 25, 2014	September 2, 2014
November 24, 2014	December 2, 2014
February 23, 2015	March 2, 2015
May 26, 2015	June 2, 2015
August 24, 2015	August 31, 2015
November 23, 2015	December 1, 2015
February 23, 2016	March 1, 2016
May 23, 2016	May 31, 2016
August 23, 2016	August 30, 2016
November 23, 2016	December 1, 2016
February 23, 2017	March 2, 2017
May 23, 2017	May 31, 2017
August 23, 2017	August 30, 2017
November 24, 2017	December 1, 2017
February 23, 2018	March 2, 2018
May 23, 2018	May 31, 2018
August 23, 2018	August 30, 2018
November 23, 2018	November 30, 2018
February 25, 2019	March 4, 2019
May 23, 2019	May 31, 2019

August 23, 2019	August 30, 2019
November 25, 2019	December 3, 2019
February 24, 2020	March 2, 2020
May 26, 2020	June 2, 2020
August 24, 2020	August 31, 2020

“**Coupon Barrier**” means 726.768; being 70% of the Initial Reference Price;

“**Interest Determination Date**” means each of the dates specified above subject to adjustment in accordance with Condition 10.1.

“**Interest Payment Date**” means each of the dates specified in the table above subject to adjustment in accordance with the Following Business Day Convention and subject that the Interest Payment Date shall always be at least five (5) Business Days following the relevant Interest Determination Date.

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

“**Business Day Convention**” means Following.

- 30. Commodity-Linked Redemption Provisions: Not Applicable  
(Condition 11)
- 31. Currency-Linked Redemption Provisions: Not Applicable  
(Condition 12)
- 32. Inflation-Linked Redemption Provisions: Not Applicable  
(Condition 13)
- 33. Credit-Linked Redemption Provisions: Not Applicable  
(Condition 20)
- 34. Property-Linked Redemption Provisions: Not Applicable  
(Condition 14)
- 35. Fund-Linked Redemption Provisions: Not Applicable  
(Condition 15)
- 36. Preference Share-Linked Redemption Provisions: Not Applicable  
(Condition 17)
- 37. a. Early Redemption Amount upon Event of Default (Condition 24): Qualified Financial Institution Determination
- b. Early Redemption Amount payable upon an event described in Condition 10: As provided in Condition 10



c. Early Redemption Amount upon Early Redemption:

(Conditions 19.2, 19.3, 19.5, 19.10, 23 and 25)

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 common depository for Euroclear and Clearstream Luxembourg exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate.
40. Record Date: As set out in the Conditions
41. Additional Business Centre(s) or other special provisions relating to Payment Dates: New York only
42. Talons for future Coupons or Receipts to be attached to Definitive Notes (and dates on which such Talons mature): No
43. 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
44. Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made: Not Applicable
45. Redenomination, renominatisation and reconventioning provisions: Not Applicable
46. Restrictions on free transferability of the Notes: None
48. Inconvertibility Event Provisions: Applicable – Suspended Payment, Early Redemption as determined by the Determination Agent
- (i) Inconvertibility Early Redemption Amount Options: Fair Market Value
- (ii) Fallback FX Spot Rate: Not Applicable

- (iii) Inconvertibility Specified Currency: As set out in the Conditions
  - (iv) Relevant Currency/ies: As set out in the Conditions
  - (v) Relevant Jurisdiction: The countries of incorporation of the issuers of the shares which comprise the Index.
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 Dealer: Morgan Stanley & Co. International plc  
25 Cabot Square  
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 total discount offered, or total distribution fees payable, will be 3.50%. 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 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.

**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

25/8/13

## **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: XS0967440560

Common Code: 096744056

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

#### RUSSELL 2000 INDEX

The Notes are not sponsored, endorsed, sold or promoted by Frank Russell Company ("Russell"). Russell makes no representation or warranty, express or implied, to the owners 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 Russell 2000 Index to track general stock market performance or a segment of the same. Russell's publication of the Russell 2000 Index in no way suggests or implies an opinion by Russell as to the advisability of investment in any or all of the securities upon which the Russell 2000 Index is based. Russell's only relationship to Morgan Stanley is the licensing of certain trademarks and trade names of Russell and of the Russell 2000 Index, which is determined, composed and calculated by Russell without regard to Morgan Stanley or the Notes. Russell is not responsible for and has not reviewed the Notes nor any associated literature or publications and Russell makes no representation or warranty express or implied as to their accuracy or completeness, or otherwise. Russell reserves the right, at any time and without notice, to alter, amend, terminate or in any way change the Russell 2000 Index. Russell has no obligation or liability in connection with the administration, marketing or trading of the Notes.

RUSSELL DOES NOT GUARANTEE THE ACCURACY AND/OR THE COMPLETENESS OF THE RUSSELL 2000 INDEX OR ANY DATA INCLUDED THEREIN AND RUSSELL SHALL HAVE NO LIABILITY FOR ANY ERRORS, OMISSIONS, OR INTERRUPTIONS THEREIN. RUSSELL MAKES NO WARRANTY, EXPRESS OR IMPLIED, AS TO RESULTS TO BE OBTAINED BY MORGAN STANLEY, INVESTORS, OWNERS OF THE NOTES, OR ANY OTHER PERSON OR ENTITY FROM THE USE OF THE RUSSELL 2000 INDEX OR ANY DATA INCLUDED THEREIN. RUSSELL 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 RUSSELL 2000 INDEX OR ANY DATA INCLUDED THEREIN. WITHOUT LIMITING ANY OF THE FOREGOING, IN NO EVENT SHALL RUSSELL HAVE ANY LIABILITY FOR ANY SPECIAL, PUNITIVE, INDIRECT, OR CONSEQUENTIAL DAMAGES (INCLUDING LOST PROFITS), EVEN IF NOTIFIED OF THE POSSIBILITY OF SUCH DAMAGES. The Russell 2000 Index is a trademark of Russell and has been licensed for use by Morgan Stanley.

## 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 and the Final Terms 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.