

Pricing Supplement dated 27 January 2016

**Morgan Stanley B.V.**

Issue of USD 3,000,000 Equity Linked Notes due 2021

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) (as amended, including by Directive 2010/73/EU (together, the "**Prospective Directive**") (each, a "**Relevant Member State**") will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant Member State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Distribution Agent to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the Issuer nor any Distribution Agent has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Warning: Neither this Pricing Supplement nor the Offering Circular referred to below constitutes a "prospectus" for the purposes of Article 5.4 of Directive 2003/71/EC (as amended, including by Directive 2010/73/EU, the "**Prospectus Directive**"), and the Pricing Supplement and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Directive in relation to any Notes be offered and sold under hereby.

**THE NOTES ARE NOT 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, AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) 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. NEITHER THE ISSUER NOR THE GUARANTOR IS REGISTERED, OR WILL REGISTER, UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED. TRADING IN THE NOTES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT OF 1936, AS AMENDED.

THE NOTES DESCRIBED HEREIN, ANY INTEREST THEREIN, ANY GUARANTEE IN RESPECT THEREOF AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED OR REDEEMED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS (AS DEFINED IN REGULATION S UNDER THE SECURITIES ACT. HEDGING TRANSACTIONS INVOLVING ANY "EQUITY SECURITIES" OF "DOMESTIC ISSUERS" (AS SUCH TERMS ARE DEFINED IN THE SECURITIES ACT AND REGULATIONS THEREUNDER) MAY ONLY BE CONDUCTED IN ACCORDANCE WITH THE SECURITIES ACT. SEE "*SUBSCRIPTION AND SALE*" AND "*NO OWNERSHIP BY U.S. PERSONS*" IN THE OFFERING CIRCULAR DATED 17 AUGUST 2015. IN PURCHASING THE NOTES, PURCHASERS WILL BE DEEMED TO REPRESENT AND WARRANT THAT THEY ARE NEITHER LOCATED IN THE UNITED STATES NOR A U.S. PERSON AND THAT THEY ARE NOT PURCHASING ON BEHALF OF, OR FOR THE ACCOUNT OR BENEFIT OF, ANY U.S. PERSON.

## THE NOTES 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 17 August 2015 and the supplemental Offering Circulars dated 30 November 2015 and 23 December 2015 (together the "**Offering Circular**"). This Pricing Supplement must be read in conjunction with such Offering Circular as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. 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)) and on the website of the Luxembourg Stock Exchange ([www.bourse.lu](http://www.bourse.lu)).

### Information Concerning Investment Risk

**Noteholders and prospective purchasers of Notes should ensure that they understand the nature of the Notes and the extent of their exposure to risk and that they consider the suitability of the Notes as an investment in the light of their own circumstances and financial condition. The 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 B.V. (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, are willing to take risks and can absorb the partial 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 together with the Pricing Supplement for a full detailed description of the Notes and in particular, please review the Risk Factors associated with these Notes. Investing in the Notes entails certain risks including, but not limited to, the following:**

**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. These circumstances include the Nationalisation, Delisting, Insolvency or a Takeover or Merger of the share issuers of the Underlying.**

**In addition, other circumstances may occur which either increase the liability of the Issuer fulfilling its obligations under the Securities or increase the liability of any hedging activities related to such obligations, including without limitation the adoption of or any change in any tax law relating to a common system of financial transaction tax in the European Union or otherwise.**

**In such circumstances, the Determination Agent can in its sole and absolute discretion determine whether to redeem the Securities early, or adjust the terms of the Notes, which may include without limitation adjustments to the Initial Reference Price, the Final Redemption Amount or the Underlying.**

**Potential investors should see the Offering Circular for a detailed description of potential adjustment events and adjustments.**

**Product Market Risk: The value of the Notes and the returns available under the terms of the Notes will be influenced and dependent on the value of the Underlying. It is impossible to predict how the level of the Underlying will vary over time. The historical performance (if any) of the Underlying is not indicative of its future performance.**

**Credit Risk:** Investors are exposed to the credit risk of the Issuer and/or Guarantor. 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 and the Guarantor may not be able to fulfil their 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 and the Guarantor. You may lose all or part of your investment if the Issuer and the Guarantor are unable to pay the coupons (if any) or the redemption amount and/or goes into liquidation. No assets of the Issuer and/or Guarantor are segregated and specifically set aside in order to pay the holders of the Notes in the event of liquidation of the Issuer and/or Guarantor, and the holders of the Notes will rank behind creditors who have priority rights over certain assets of the Issuer and/or Guarantor.

**Capital is not protected:** the final redemption amount depends on the performance of the Underlying and could be zero.

**Exit Risk:** Any secondary market price of the Notes will depend on many factors, including the value and volatility of the Underlying(s), interest rates, the dividend rate on the stocks that compose the Underlying, time remaining to maturity and the creditworthiness of the Issuer and/or the Guarantor. 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 Securities 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 pay-out to holders on the Notes.

**No Shareholder Rights:** A holder of Notes will have no beneficial interest in the stocks that compose the relevant 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, which is an affiliate of the Issuer, will determine the pay-out to the investor at maturity. Morgan Stanley & Co. International plc and its affiliates may trade the Underlying on a regular basis as part of its general broker-dealer business and may also carry out hedging activities in relation to the Notes. Any of these activities could influence the Determination Agent's determination of adjustments made to any Notes and any such trading activity could potentially affect the price of the Underlying and, accordingly, could affect the investor's pay-out on any Note.

**Underlying Issuer Risk:** The issuer of the relevant 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 issuer of the relevant Underlying, including and rebalancing that could trigger an adjustment to the terms of the Notes by the Determination Agent.

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.

#### GENERAL

1. (i) Issuer: Morgan Stanley B.V.  
(ii) Guarantor: Morgan Stanley
2. (i) Series Number: 9169  
(ii) Tranche Number: 1
3. Specified Currency or Currencies: U.S. Dollar (“USD”)
4. Aggregate Nominal Amount of the Notes:  
(i) Series: USD 3,000,000  
(ii) Tranche: USD 3,000,000
5. Issue Price: 100 per cent. of par per Note
6. (i) Specified Denominations: USD 1,000  
(ii) Calculation Amount (Par): USD 1,000
7. (i) Issue Date: 27 January 2016  
(ii) Trade Date: 20 January 2016  
(iii) Interest Commencement Date: Issue Date  
(iv) Strike Date: 20 January 2016  
(v) Determination Date: 20 January 2021
8. Maturity Date: 26 January 2021, subject to adjustment in accordance with the Business Day Convention (i) in the event such date is not a Business Day or (ii) such that the Maturity Date shall always be at least four (4) Business Days following the Determination Date.
9. Interest Basis: Equity-Linked Interest. See item 19 (A) below  
*(further particulars specified below)*
10. Redemption/Payment Basis: Equity-Linked Redemption. See item 31(A) below
11. Change of Interest or Redemption/Payment Basis: Not Applicable
12. Put/Call Options/Autocallable Early Redemption:

- (i) Redemption at the Option of the Issuer: Not Applicable  
(Condition 21.5)
- (ii) Redemption at the Option of Noteholders: Not Applicable  
(Condition 21.7)
- (iii) Autocallable Early Redemption: Applicable  
(Condition 18)
- (iv) Other put/call options: Not Applicable
- 13. (i) Status of the Notes: As set out in Condition 4.1  
(Condition 4)
- (ii) Status of the Guarantee: As set out in Condition 4.2
- 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 Interest Note Provisions: Applicable  
(Condition 10)
- (A) Single Share Notes/Share Basket Notes: Applicable
  - (i) Whether the Notes relate to a single share or a basket of shares (each, a "Share") and the identity of the relevant issuer(s) and class of the Share (each a "Share Issuer"): Single Share Notes
    - (a) Share: Ordinary shares of the Share Issuer
    - (b) Share Issuer: Tesla Motors, Inc. (Bloomberg® code: TSLA UW) (the "Underlying Shares")
  - (ii) Partial Lookthrough ADR Provisions: Not Applicable
  - (iii) Full Lookthrough ADR Provisions: Not Applicable

	Provisions:	
(iv)	Exchange(s):	As specified in Condition 10.9
(v)	Related Exchange(s):	As specified in Condition 10.9
(vi)	Weighting for each Share comprising the Basket of Shares:	Not Applicable
(vii)	Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s) (if not the Calculation Agent):	Morgan Stanley & Co. International plc (the “ <b>Determination Agent</b> ”). 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.
(viii)	Provisions for determining Rate of Interest where calculated by reference to one or more Shares:	Unless the Notes have been early redeemed, in respect of each Calculation Amount, the Issuer shall pay the following Interest Amount: <ul style="list-style-type: none"> <li>(i) if on an Interest Determination Date, the official closing level of the Underlying Shares is equal to or greater than its Coupon Barrier Level, at an amount in USD equal to 5.25 per cent. of the Calculation Amount; OR</li> <li>(ii) if on an Interest Determination Date, the official closing level of the Underlying Shares is less than its Coupon Barrier Level, the Interest Amount shall be zero.</li> </ul>
		Where:
		“ <b>Coupon Barrier Level</b> ” means 75 per cent. of the Initial Reference Price; and
		“ <b>Initial Reference Price</b> ” means the official closing price of the Underlying Shares on the Strike Date;
(ix)	Provisions for determining Rate of Interest where calculation by reference to one or more Shares is impossible or impracticable or otherwise disrupted:	Determination Agent determination
(x)	Interest Determination Date(s):	20 April 2016, 20 July 2016, 20 October 2016, 20 January 2017, 20 April 2017, 20 July 2017, 20 October 2017, 22 January 2018, 20 April 2018, 20 July 2018, 22 October 2018, 22 January 2019, 22 April 2019, 22 July 2019, 21 October 2019, 21 January 2020, 20 April 2020, 20 July 2020, 20 October 2020 and the Determination Date.

Interest Determination Dates are subject to adjustment if such date is not a Scheduled Trading Day or is a Disrupted Day.

- |                                                                                                            |                                            |                                                                                                                                                                                                                                                                                                                                 |
|------------------------------------------------------------------------------------------------------------|--------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (xi)                                                                                                       | Interest Period:                           | As set out in Condition 2.1 /Unadjusted                                                                                                                                                                                                                                                                                         |
| (xii)                                                                                                      | Specified Interest Payment Dates:          | 26 April 2016, 26 July 2016, 26 October 2016, 26 January 2017, 26 April 2017, 26 July 2017, 26 October 2017, 26 January 2018, 26 April 2018, 26 July 2018, 26 October 2018, 28 January 2019, 26 April 2019, 26 July 2019, 25 October 2019, 27 January 2020, 24 April 2020, 24 July 2020, 26 October 2020 and the Maturity Date. |
| Interest Payment Dates are subject to adjustment in accordance with the Following Business Day Convention. |                                            |                                                                                                                                                                                                                                                                                                                                 |
| (xiii)                                                                                                     | Averaging Date(s):                         | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| (xiv)                                                                                                      | Observation Date(s):                       | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| (xv)                                                                                                       | Observation Period(s):                     | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| (xvi)                                                                                                      | Additional Disruption Events:              | Change in Law, Hedging Disruption, Loss of Stock Borrow and Increased Cost of Hedging shall apply                                                                                                                                                                                                                               |
| (xvii)                                                                                                     | Business Day Convention:                   | Following Business Day Convention                                                                                                                                                                                                                                                                                               |
| (xviii)                                                                                                    | Additional Business Centre(s):             | New York                                                                                                                                                                                                                                                                                                                        |
| (xix)                                                                                                      | Day Count Fraction:                        | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| (xx)                                                                                                       | Minimum Rate/Amount of Interest:           | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| (xxi)                                                                                                      | Maximum Rate/Amount of Interest:           | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| (xxii)                                                                                                     | Other special terms and conditions:        | None                                                                                                                                                                                                                                                                                                                            |
| (B)                                                                                                        | Single Index Notes/Index Basket Notes:     | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| (C)                                                                                                        | Single ETF Notes/ETF Basket Notes:         | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| 20.                                                                                                        | Commodity-Linked Interest Note Provisions: | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| 21.                                                                                                        | Currency-Linked Interest Note Provisions:  | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| 22.                                                                                                        | Inflation-Linked Interest Note Provisions: | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| 23.                                                                                                        | Property-Linked Interest Note Provisions:  | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| 24.                                                                                                        | Fund-Linked Interest Note Provisions:      | Not Applicable                                                                                                                                                                                                                                                                                                                  |
| 25.                                                                                                        | Credit-Linked Interest Note Provisions:    | Not Applicable                                                                                                                                                                                                                                                                                                                  |

## PROVISIONS RELATING TO REDEMPTION

26.	Call Option:  (Condition 21.5)	Not Applicable
27.	Put Option:  (Condition 21.7)	Not Applicable
28.	Autocallable Early Redemption:  (Condition 18)	Applicable
(i)	Autocallable Early Redemption Observation Date(s):	20 April 2016, 20 July 2016, 20 October 2016, 20 January 2017, 20 April 2017, 20 July 2017, 20 October 2017, 22 January 2018, 20 April 2018, 20 July 2018, 22 October 2018, 22 January 2019, 22 April 2019, 22 July 2019, 21 October 2019, 21 January 2020, 20 April 2020, 20 July 2020 and 20 October 2020.
(ii)	Autocallable Early Redemption Amount(s) of each Note and method and calculation of such amount(s):	If on an Autocallable Early Redemption Observation Date, the official closing price of the Underlying Share is equal to or greater than the Initial Reference Price (an “ <b>Early Redemption Event</b> ”), the Note shall automatically redeem at an amount equal to Par on the relevant Early Redemption Date.  If an Early Redemption Event occurs a final Interest Amount will be payable on the Interest Payment Date/ Autocallable Early Redemption Date.
(iii)	Autocallable Early Redemption Date(s):	26 April 2016, 26 July 2016, 26 October 2016, 26 January 2017, 26 April 2017, 26 July 2017, 26 October 2017, 26 January 2018, 26 April 2018, 26 July 2018, 26 October 2018, 28 January 2019, 26 April 2019, 26 July 2019, 25 October 2019, 27 January 2020, 24 April 2020, 24 July 2020 and 26 October 2020.
29.	Final Redemption Amount of each Note  (Condition 21.1)	Linked Redemption Amount specified below
30.	Dual Currency Redemption Provisions  (Condition 8)	Not Applicable
31.	Equity-Linked Redemption Provisions:  (Condition 10)	Applicable
(A)	Single Share Notes/Share Basket Notes:	Applicable
(i)	Whether the Notes relate to a single share or a basket of shares (each, a “ <b>Share</b> ”) and the identity of the relevant issuer(s) and class of the Share (each a	See item 19 (A) above



**"Share Issuer"):**

- |        |                                                                                                                                                                                                              |     |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |
|--------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (ii)   | Partial Lookthrough Provisions:                                                                                                                                                                              | ADR | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| (iii)  | Full Lookthrough Provisions:                                                                                                                                                                                 | ADR | Not Applicable                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| (iv)   | Exchange(s):                                                                                                                                                                                                 |     | As specified in Condition 10.9                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| (v)    | Related Exchange(s):                                                                                                                                                                                         |     | As specified in Condition 10.9                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
| (vi)   | Determination Agent responsible for calculating the Final Redemption Amount:                                                                                                                                 |     | Morgan Stanley & Co. International plc (the <b>"Determination Agent"</b> ). 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 Maturity Date at the Final Redemption Amount per Note as determined by the Determination Agent as follows:<br><br>(i) if the Final Reference Price is equal to or greater than the Downside Threshold Value, at an amount in USD equal to 100 per cent. of Par; OR<br><br>(ii) if the Final Reference Price is less than the Downside Threshold Value, at an amount in USD calculated as follows:<br><br>$\text{Par} * \text{Underlying Return}$ |
|        |                                                                                                                                                                                                              |     | <i>Where:</i><br><br><b>"Downside Threshold Value"</b> means 75 per cent. of the Initial Reference Price;<br><br><b>"Final Reference Price"</b> means the official closing price of the Underlying Share on the Determination Date; and<br><br><b>"Underlying Return"</b> means:<br><br>$\text{Final Reference Price} - \text{Initial Reference Price}$                                                                                                                                                                                                                             |
| (viii) | Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical Settlement or (c) in certain circumstances depending on the closing price of the Shares, Cash Settlement or Physical Delivery |     | Cash Settlement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |

at the option of the Issuer:

- |         |                                                                                                                                                                |                                                                                                   |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------|
| (ix)    | Provisions for determining Final Redemption Amount where calculation by reference to one or more Shares is impossible or impracticable or otherwise disrupted: | Determination Agent determination                                                                 |
| (x)     | Weighting for each Share comprising the Basket of Shares:                                                                                                      | Not Applicable                                                                                    |
| (xi)    | Averaging Dates:                                                                                                                                               | Not Applicable                                                                                    |
| (xii)   | Observation Date(s):                                                                                                                                           | Not Applicable                                                                                    |
| (xiii)  | Observation Period(s):                                                                                                                                         | Not Applicable                                                                                    |
| (xiv)   | Determination Date(s):                                                                                                                                         | 20 January 2021                                                                                   |
| (xv)    | Determination Time(s):                                                                                                                                         | As per the Conditions                                                                             |
| (xvi)   | Delivery provisions for Shares (including details of who is to make such delivery):                                                                            | As per the Conditions                                                                             |
| (xvii)  | Physical Settlement:                                                                                                                                           | Not Applicable                                                                                    |
| (xviii) | Additional Disruption Events:                                                                                                                                  | Change in Law, Hedging Disruption, Loss of Stock Borrow and Increased Cost of Hedging shall apply |
| (xix)   | Business Day Convention:                                                                                                                                       | Following Business Day Convention                                                                 |
| (xx)    | Additional Business Centre(s):                                                                                                                                 | New York                                                                                          |
| (xxi)   | Other special terms and conditions:                                                                                                                            | None                                                                                              |
| (B)     | Single Index Notes/Index Basket Notes:                                                                                                                         | Not Applicable                                                                                    |
| (C)     | Single ETF Notes/ETF Basket Notes:                                                                                                                             | Not Applicable                                                                                    |
| 32.     | Commodity-Linked Redemption Provisions:<br>(Condition 11)                                                                                                      | Not Applicable                                                                                    |
| 33.     | Currency-Linked Redemption Provisions:<br>(Condition 12)                                                                                                       | Not Applicable                                                                                    |
| 34.     | Inflation-Linked Redemption Provisions:<br>(Condition 13)                                                                                                      | Not Applicable                                                                                    |
| 35.     | Credit-Linked Redemption Provisions:<br>(Condition 16)                                                                                                         | Not Applicable                                                                                    |
| 36.     | Property-Linked Redemption Provisions:                                                                                                                         | Not Applicable                                                                                    |

- (Condition 14)
37. Fund-Linked Redemption Provisions: Not Applicable
- (Condition 15)
38. Preference Share-Linked Redemption Provisions: Not Applicable
- (Condition 17)
39. (i) Early Redemption Amount upon Event of Default: Qualified Financial Institution Determination
- (Condition 26)
- (ii) Early redemption amount payable upon an event described in Condition 10/11/12/13/15/16/17 As provided in Condition 10/11/12/13/15/16/17
- (iii) Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons: (Conditions 21.2/21.3) An amount equal to the fair market value of such Note, on such day as is selected by the Determination Agent in its sole and absolute discretion (provided that such day is not more than 15 days before the date fixed for redemption of the Note), less the proportion attributable to that Note of the reasonable cost to the Issuer and/or any Affiliate of, or the loss realised by the Issuer and/or any Affiliate on, unwinding any related hedging arrangements, all as calculated by the Determination Agent in its sole and absolute discretion.
- (iv) Early redemption amount(s) per Calculation Amount payable on redemption on Force Majeure and Illegality or other early redemption (other than as specified in paragraphs 39(i), 39(ii) and 39(iii) above): As specified in Condition 27.2(a)
- (Condition 27)
40. Governing Law: English law

#### GENERAL PROVISIONS APPLICABLE TO THE NOTES

41. Form of Notes: Registered Notes:
- (Condition 3) Global Registered Note registered in the name of a nominee for a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note
42. Record Date: As set out in the Conditions
43. Additional Financial Centre(s) or other special provisions relating to Payment Business Days: New York only

- |     |                                                                                                                                                                                                                                                                             |                                                                                                              |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------|
| 44. | Determination Agent:                                                                                                                                                                                                                                                        | Morgan Stanley & Co. International plc                                                                       |
| 45. | 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                                                                                               |
| 46. | Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:                                                                                                                                                                  | Not Applicable                                                                                               |
| 47. | Redenomination, renominatisation and reconventioning provisions:                                                                                                                                                                                                            | The provisions in Condition 37 apply                                                                         |
| 48. | Restrictions on free transferability of the Notes:                                                                                                                                                                                                                          | None                                                                                                         |
| 49. | Inconvertibility Event Provisions:<br><br>(Condition 19)                                                                                                                                                                                                                    | Not Applicable                                                                                               |
| 50. | CNY Center:                                                                                                                                                                                                                                                                 | Not Applicable                                                                                               |
| 51. | Taxation:<br><br>Condition 25.1:<br><br>Condition 25.3:                                                                                                                                                                                                                     | "Additional Amounts" is Not Applicable<br><br>Implementation of Financial Transaction Tax:<br>Not Applicable |
| 52. | Other terms:                                                                                                                                                                                                                                                                | Not Applicable                                                                                               |

#### **DISTRIBUTION**

- |     |                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                    |
|-----|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 53. | (i) If syndicated, Managers and underwriting commitments (and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers) | Not Applicable                                                                                                                                                                                                                     |
|     | (ii) Date of Subscription Agreement:                                                                                                                                                                                                    | Not Applicable                                                                                                                                                                                                                     |
|     | (iii) Stabilising Manager(s) (if any):                                                                                                                                                                                                  | Not Applicable                                                                                                                                                                                                                     |
| 54. | If non-syndicated, name and address of Dealer:                                                                                                                                                                                          | Morgan Stanley & Co. International plc<br><br>25 Cabot Square<br><br>London E14 4QA                                                                                                                                                |
| 55. | U.S. Selling Restrictions:                                                                                                                                                                                                              | Regulation S                                                                                                                                                                                                                       |
| 56. | Total commission and concession:                                                                                                                                                                                                        | In connection with the offer and sale of the Notes, the Issuer or the Dealer may pay to a sales intermediary commissions of up to 3.00 per cent of the Aggregate Principal Amount. Further information is available from the sales |

intermediary upon request.

57. Additional selling restrictions:

Not Applicable

## **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the pricing supplement 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 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: .....  
Duly authorised

*[Handwritten signature]*  
TMF Management B.V.  
Managing Director  
*[Handwritten signature]*  
2016

## 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 on or about the Issue Date.

No assurances can be given that such application for listing and/or admission to trading will be granted (or, if granted, will be granted by the Issue Date.

Estimate of total expenses related to admission to trading: EUR 600

### 2. RATINGS

Ratings: The Notes will not be rated

### 3. OPERATIONAL INFORMATION

ISIN Code: XS1349324225

Common Code: 134932422

Any clearing system(s) other than Euroclear Bank S.A./N.V., 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): As per the Conditions



## 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 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 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 (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.