

Pricing Supplement dated 31 May 2016

Morgan Stanley Finance LLC

Issue of USD 1,200,000 Fund 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 DEPOSITS OR SAVINGS ACCOUNTS AND ARE NOT INSURED BY THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY OR INSTRUMENTALITY, 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 U.S. 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 REGULATIONS 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, 23 December 2015, 14 April 2016, 29 April 2016 and 27 May 2016 (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) and on the website of the Luxembourg Stock Exchange (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 Finance LLC (the "Issuer"), Morgan Stanley ("the Guarantor") 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 Notes 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.

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.

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

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: 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.

A Non-U.S. holder will be subject to U.S. withholding tax unless the beneficial owner of the note (or a financial institution holding the note on behalf of the beneficial owner) furnishes the appropriate Form W-8, on which the beneficial owner certifies under penalties of perjury that it is not a U.S. person. If withholding or deduction of taxes is required by law (regardless of whether a holder furnished an appropriate form), payments on the notes will be made net of applicable withholding taxes, and Morgan Stanley Finance LLC will not be required to pay any additional amounts to Non-U.S. holders with respect to any taxes withheld.

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

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| 1. | (i) | Issuer: | Morgan Stanley Finance LLC |
| | (ii) | Guarantor: | Morgan Stanley |
| 2. | (i) | Series Number: | 9284 |
| | (ii) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | U.S. Dollar ("USD") |
| 4. | | Aggregate Nominal Amount of the Notes: | USD 1,200,000 |
| | (i) | Series: | USD 1,200,000 |
| | (ii) | Tranche: | USD 1,200,000 |
| 5. | | Issue Price | 100 per cent. of par per Note |
| 6. | (i) | Specified Denominations: | USD 1,000 |

	(ii)	Calculation	Amount	USD 1,000
	(Par):			
7.	(i)	Issue Date:		31 May 2016
	(ii)	Trade Date:		10 May 2016
	(iii)	Interest		Not Applicable
		Commencement Date		
	(iv)	Strike Date:		11 May 2016
	(v)	Determination Date:		10 May 2021
8.	Maturity Date:			1 June 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 five (5) Business Days following the Determination Date.
9.	Interest Basis:			Not Applicable
10.	Redemption/Payment Basis:			Fund-Linked Redemption
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:		Not 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)			

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| 18. | Dual Currency-Linked Note Interest Provisions

(Condition 8) | Not Applicable |
| 19. | Equity-Linked Interest Note Provisions:

(Condition 10) | 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

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| 26. | Call Option

(Condition 21.5) | Not Applicable |
| 27. | Put Option

(Condition 21.7) | Not Applicable |
| 28. | Autocallable Early Redemption

(Condition 18) | Not Applicable |
| 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) | Not Applicable |
| 32. | Commodity-Linked Redemption Provisions

(Condition 11) | Not Applicable |
| 33. | Currency-Linked Redemption Provisions

(Condition 12) | Not Applicable |
| 34. | Inflation-Linked Redemption Provisions

(Condition 13) | Not Applicable |
| 35. | Credit-Linked Redemption Provisions | Not Applicable |

	(Condition 16)	
36.	Property-Linked Redemption Provisions	Not Applicable
	(Condition 14)	
37.	Fund-Linked Redemption Provisions	Applicable
	(Condition 15)	
(i)	Fund:	Nordea 1 Stable Return Fund (Bloomberg code: NABSRBE LX) ISIN: LU0227384020
(ii)	Fund Interest:	Shares of the Fund
(iii)	Fund Interest Unit:	Not Applicable
(iv)	Basket of Funds:	Not Applicable
(v)	Company:	Nordea 1 SICAV
(vi)	Fund Business Day:	Each Business Day that Nordea Bank is open
(vii)	Market of Listing for Fund	Not Applicable
(viii)	Fund Administrator:	Nordea Bank S.A
(ix)	Fund Adviser:	Nordea Investment Management AB
(x)	Fund Custodian:	J.P Morgan Bank Luxembourg S.A.
(xi)	Additional Fund Service Provider:	Not Applicable
(xii)	Additional Fund Documents:	Prospectus dated March 2016
(xiii)	Cut-off Period: (Condition 15.2)	Not Applicable
(xiv)	Final Cut-off Date: (Condition 15.2)	Not Applicable
(xv)	Valuation Date(s): (Condition 15.1)	10 May 2021
(xvi)	Valuation Time:	As per Condition 15.7
(xvii)	Averaging Date: (Condition 15.1)	Not Applicable
(xviii)	Scheduled Fund Valuation Date(s):	10 May 2021
(xix)	Extraordinary Dividend: (Condition 15.7)	Not Applicable
(xx)	Adjustments: (Condition 15.4):	Condition 15.4 applies
(xxi)	Fund Interest Performance:	Unless previously redeemed, or purchased and cancelled in accordance with the Conditions, the Issuer shall redeem the Notes on the Maturity Date at the Final Redemption Amount per

Calculation Amount as determined by the Determination Agent as follows:

- (i) If on the Determination Date, the Final Reference Price is equal to or greater than 95% of its Initial Reference Price, an amount in USD calculated as follows:

100% of Par + Underlying Performance

- (ii) Else

95% of Par

Where:

“Underlying Performance” means Final Reference Price/ Initial Reference Price -1

“Final Reference Price” means the official NAV of the Underlying Fund on the Determination Date; and

“Initial Reference Price” means the official NAV on the Strike Date

(xxii) Fund Subscription Date:	Not Applicable
(xxiii) Hypothetical Investor:	Not Applicable
(xxiv) Hypothetical Investor Jurisdiction:	Luxembourg
(xxv) Scheduled Redemption Payment Date:	1 June 2021
(xxvi) Subscription Notice Date:	Not Applicable
(xxvii) Redemption Notice Date:	Not Applicable
(xxviii) Reference Price:	Not Applicable
(xxix) Relevant Fund Interest Unit Price:	Not Applicable
(xxx) Eligible Fund Interest: (Condition 15.5)	Not Applicable
(xxxi) Fund Event(s): (Condition 15.5)	Nationalisation, Insolvency Event, NAV Trigger Restriction Event, Aggregate NAV Trigger Event, Changes to Fund or Fund Service Provider, Fund Modification, Strategy Breach, Breach by Fund Service Provider, Adviser Resignation, Hedging Disruption, Regulatory Action, Reporting Disruption, Change in Law
(xxxii) NAV Trigger Percentage:	Not Applicable
(xxxiii) NAV Trigger Period:	Not Applicable
(xxxiv) Aggregate NAV Trigger Value:	Not Applicable
(xxxv) Aggregate NAV Trigger Period:	Not Applicable

- (xxxvi) Additional Fund Event(s): Not Applicable
- (xxxvii) Business Day Convention: Following Business Day Convention
- (xxxviii) Additional Business Centre(s): Luxembourg
- (xxxix) Other terms: Not Applicable
38. **Preference Share-Linked Redemption Provisions:** Not Applicable
- (Condition 17)
39. (i) Early Redemption Amount upon Event of Default: (Condition 26) Qualified Financial Institution Determination
- (ii) Early redemption amount payable upon an event described in Condition [10.2(b)/10.4(a)(iii)/10.5(c)/10.6(c)/10.7(c)/10.8(c)/11.7(b)/12.5(c)/13.6(c)/14.5/14.6(c)/15.5(d)/17.4/17.5/17.6]: As provided in Condition 10.2(b)/10.4(a)(iii)/10.5(c)/10.6(c)/10.7(c)/10.8(c)/11.7(b)/12.5(c)/13.6(c)/14.5/14.6(c)/15.5(d)/17.4/17.5/17.6
- (iii) Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons: (Condition 21.2) 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)
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 depositary for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Registered Note.

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| 42. | Record Date: | As set out in the Conditions |
| 43. | Additional Financial Centre(s) or other special provisions relating to Payment Business Days: | TARGET 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 shall apply |
| 48. | Restrictions on free transferability of the Notes: | None |
| 49. | Inconvertibility Event Provisions:

(Condition 19) | Not Applicable |
| 50. | CNY Center: | Not Applicable |
| 51. | Taxation: | |
| | (i) Condition 25.1: | "Additional Amounts" is <i>Not Applicable</i> |
| | (ii) Condition 25.3: | Implementation of Financial Transaction Tax: <i>Applicable</i> |
| 52. | Other terms: | None |

DISTRIBUTION

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| 53. | (i) If syndicated, of 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
25 Cabot Square
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 will pay to the Intermediary a one time or recurring intermediary fee. The investor acknowledges and agrees that such fees will be retained by the intermediary. Further information is available from the intermediary upon request.
57. Additional selling restrictions: Not Applicable

PURPOSE OF PRICING SUPPLEMENT

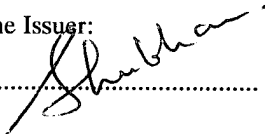
This Pricing Supplement comprises the pricing supplement required to list and have admitted to trading on Global Exchange Market of the Irish Stock Exchange for the issue of Notes described herein pursuant to the Regulation S Program for the Issuance of Notes, Series A and B, Warrants and Certificates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

RESPONSIBILITY

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

Signed on behalf of the Issuer:

By:
Duly authorised



PART B – OTHER INFORMATION

1. LISTING

Listing and admission to Trading: Application is expected to be made 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 600

2. RATINGS

Ratings: The Notes will not be rated

3. PERFORMANCE OF INDEX/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

The Issuer does not intend to provide post-issuance information with regard to the underlying].

4. OPERATIONAL INFORMATION

ISIN: XS1374811385

Common Code: 137481138

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

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 and all applicable sanctions laws and programs, including without limitation the U.S. Department of Treasury’s Office of Foreign Assets Control;
- 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 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 (f) above, or acting otherwise than as required or contemplated herein.