

PROHIBITION OF SALES TO UK RETAIL INVESTORS:

THE SECURITIES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE UNITED KINGDOM (THE "UK"). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 ("EUWA");
- (B) A CUSTOMER WITHIN THE MEANING OF THE PROVISIONS OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND ANY RULES OR REGULATIONS MADE UNDER THE FSMA TO IMPLEMENT DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN EUWA; OR
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN ARTICLE 2 OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN EUWA.

CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN EUWA (THE "**UK PRIIPS REGULATION**") FOR OFFERING OR SELLING THE SECURITIES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE UK HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE SECURITIES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE UK MAY BE UNLAWFUL UNDER THE UK PRIIPS REGULATION.

MIFID II PRODUCT GOVERNANCE/ RETAIL INVESTORS/ PROFESSIONAL INVESTORS AND ECPS TARGET MARKET:

SOLELY FOR THE PURPOSES OF THE MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES HAS LED TO THE CONCLUSION THAT:

- (A) THE TARGET MARKET FOR THE SECURITIES IS ELIGIBLE COUNTERPARTIES, PROFESSIONAL CLIENTS AND RETAIL CLIENTS, EACH AS DEFINED IN DIRECTIVE 2014/65/EU (AS AMENDED, "**MIFID II**"); AND
- (B) ALL CHANNELS FOR DISTRIBUTION TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE; AND
- (C) THE FOLLOWING CHANNELS FOR DISTRIBUTION OF THE SECURITIES TO RETAIL CLIENTS ARE APPROPRIATE – INVESTMENT ADVICE, PORTFOLIO MANAGEMENT, AND NON-ADVISED SALES AND PURE EXECUTION SERVICES, SUBJECT TO THE DISTRIBUTER'S SUITABILITY AND APPROPRIATENESS OBLIGATIONS UNDER MIFID II, AS APPLICABLE.

ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE SECURITIES (A "**DISTRIBUTOR**") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURER'S TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES (BY EITHER ADOPTING OR REFINING THE MANUFACTURER'S TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

UK MIFIR PRODUCT GOVERNANCE/ RETAIL INVESTORS/ PROFESSIONAL INVESTORS AND ECPS TARGET MARKET:

SOLELY FOR THE PURPOSES OF THE MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES HAS LED TO THE CONCLUSION THAT:

- (A) THE TARGET MARKET FOR THE SECURITIES IS RETAIL CLIENTS, AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN EUWA, AND ELIGIBLE COUNTERPARTIES, AS DEFINED IN THE FCA HANDBOOK CONDUCT OF BUSINESS SOURCEBOOK ("**COBS**"), AND PROFESSIONAL CLIENTS, AS DEFINED IN REGULATION (EU) NO 600/2014 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN EUWA ("**UK MIFIR**");

- (B) ALL CHANNELS FOR DISTRIBUTION TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE; AND
- (C) THE FOLLOWING CHANNELS FOR DISTRIBUTION OF THE SECURITIES TO RETAIL CLIENTS ARE APPROPRIATE – INVESTMENT ADVICE, PORTFOLIO MANAGEMENT, NON-ADVISED SALES AND PURE EXECUTION SERVICES, SUBJECT TO THE DISTRIBUTOR'S SUITABILITY AND APPROPRIATENESS OBLIGATIONS UNDER COBS, AS APPLICABLE.

ANY DISTRIBUTOR SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO THE FCA HANDBOOK PRODUCT INTERVENTION AND PRODUCT GOVERNANCE SOURCEBOOK (THE "**UK MIFIR PRODUCT GOVERNANCE RULES**") IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

Final Terms dated 2 April 2024

MORGAN STANLEY B.V.

Legal Entity Identifier (LEI): KG1FTTDCK4KNVM3OHB52

Issue of up to EUR 5,500,000 Equity Linked Notes due 2031

Guaranteed by Morgan Stanley

under the Regulation S Program for the Issuance of Notes and Certificates, Series A and Series B, and Warrants

PART A – CONTRACTUAL TERMS

This document constitutes Final Terms relating to the issue of Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Securities set forth in the Base Prospectus dated 14 July 2023 and the supplements dated 27 July 2023, 11 August 2023, 6 October 2023, 25 October 2023, 27 October 2023, 13 November 2023, 7 December 2023, 22 January 2024 and 8 March 2024 to the Base Prospectus which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation (Regulation (EU) 2017/1129) (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus as so supplemented. Full information on the Issuer, the Guarantor and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. However, a summary of the Issue is annexed to these Final Terms. Copies of the Base Prospectus, any supplement(s) thereto and these Final Terms are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA and on the Issuer's website at <http://sp.morganstanley.com/EU/Documents>.

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|----|---|-----------------------------------|
| 1. | (i) Series Number: | EU931 |
| | (ii) Series Designation: | Series A |
| | (iii) Tranche Number: | 1 |
| 2. | Specified Currency or Currencies: | Euro ("EUR") |
| 3. | Aggregate Nominal Amount of the Securities: | Up to EUR 5,500,000 |
| | (i) Series: | Up to EUR 5,500,000 |
| | (ii) Tranche: | Up to EUR 5,500,000 |
| 4. | Issue Price | 100 per cent. of par per Security |
| 5. | (i) Type of Securities: | Notes |
| | (ii) Specified Denomination(s): | EUR 1,000 |

	(iii)	Calculation Amount:	EUR 1,000
6.	(i)	Issue Date:	15 May 2024
	(ii)	Trade Date:	8 May 2024
	(iii)	Interest Commencement Date	Not Applicable
	(iv)	2006 ISDA Definitions	Applicable
	(v)	2021 ISDA Definitions	Not Applicable
	(vi)	Strike Date:	8 May 2024
	(vii)	Determination Date:	8 May 2031
7.		Maturity Date:	Scheduled Maturity Date is the Interest Payment Date falling on, or nearest to, 15 May 2031
8.		Specified Day(s):	Applicable 5 Business Days
9.	(i)	Supplementary Provisions for Belgian Securities:	Not Applicable
	(ii)	Minimum Redemption Amount:	Not Applicable
10.		Interest Basis:	Barrier Conditional Coupon Equity-Linked Interest (further particulars specified below)
11.		Redemption/Payment Basis:	Single Barrier Final Redemption Equity-Linked Redemption
12.		Put/Call Options:	
	(i)	Redemption at the option of the Issuer:	Not Applicable
		(General Condition 16.5)	
	(ii)	Redemption at the Non-discretionary Option of the Issuer	Not Applicable
		(General Condition 16.6)	
	(iii)	Redemption at the option of the Securityholders:	Not Applicable
		(General Condition 16.8)	
13.		Automatic Change of Interest Basis:	Not Applicable
14.		Method of distribution:	Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Security Provisions** Not Applicable
(General Condition 5 and Section 2 of the Additional Conditions)
16. **Floating Rate Security Provisions** Not Applicable
(General Condition 6)
17. **Range Accrual Securities:** Not Applicable
(General Conditions 5 and 6 and Paragraph 1.8 of Section 2 of the Additional Conditions)
18. **Barrier Securities:** Not Applicable
(Paragraph 1.9 of Section 2 of the Additional Conditions)
19. **Steeper Securities:** Not Applicable
(Paragraph 1.10 of Section 2 of the Additional Conditions)
20. **Digital Option Securities:** Not Applicable
(Paragraph 1.11 of Section 2 of the Additional Conditions)
21. **Inverse Floater Securities:** Not Applicable
(Paragraph 1.12 of the Additional Conditions)
22. **Switchable Securities:** Not Applicable
(Paragraph 1.13 of Section 2 of the Additional Conditions)
23. **Zero Coupon Security Provisions** Not Applicable
(General Condition 7)
24. **Linked Interest Provisions: Relevant Underlying** Applicable
(General Conditions 6.10 and 8)
- (A) **Equity-Linked Interest Securities: Single Share-Linked Interest Securities, Share Basket-Linked Interest Securities:** Not Applicable
(General Condition 9)
- (B) **Equity-Linked Interest Securities: Single Index-Linked Interest** Applicable

	Securities/Index Interest Securities:	Basket-Linked	
	(General Condition 9)		
(i)	Type of Securities:		Single Index-Linked Interest Securities
(ii)	Index/Indices:		Solactive NESTE AR 1.3 Index (Bloomberg Code: <SONEST13 Index>)
(iii)	Exchange(s):		As specified in General Condition 9.9 (<i>Definitions applicable to Equity-Linked Securities</i>)
(iv)	Related Exchange(s):		All Exchanges
(v)	Determination Agent responsible for calculating Interest Amount:		Morgan Stanley & Co. International plc
(vi)	Determination Time:		As per General Condition 9.9 (<i>Definitions applicable to Equity-Linked Securities</i>)
(vii)	Benchmark Provisions:	Trigger	Applicable
(viii)	Alternative Index:	Pre-nominated	None
(ix)	Additional Disruption Event(s): (General Condition 9.6)		Hedging Disruption, Increased Cost of Hedging and Change in Law shall apply
(x)	Correction Cut Off Time: (General Condition 9.2(f))		within one Settlement Cycle after the original publication and prior to the relevant Interest Payment Date
(xi)	Weighting for each Index comprised in the Basket:		Not Applicable
(C)	Equity-Linked Interest Securities: Single ETF-Linked Interest Securities, ETF Basket Linked Interest Securities:		Not Applicable
	(General Condition 9)		
(D)	Commodity-Linked Securities	Interest	Not Applicable
	(General Condition 10)		
(E)	Currency Linked Securities	Interest	Not Applicable
	(General Condition 11)		
(F)	Inflation-Linked Interest Securities		Not Applicable
	(General Condition 12)		

(G)	Fund-Linked Interest Securities (General Condition 13)	Not Applicable
(H)	Futures Contract-Linked Interest Securities (General Condition 15)	Not Applicable
25.	Linked Interest Provisions: Interest Terms (General Condition 6.10 and Section 2 of the Additional Conditions)	Applicable
(A)	No Coupon: (Paragraph 1.14 of Section 2 of the Additional Conditions)	Not Applicable
(B)	Regular Coupon: (Paragraph 1.15 of Section 2 of the Additional Conditions)	Not Applicable
(C)	Barrier Conditional Coupon: (Paragraph 1.16 of Section 2 of the Additional Conditions)	Applicable
(i)	Interest Payment Dates:	15 May 2031, adjusted in accordance with the Business Day Convention specified below
(ii)	Memory Barrier Conditional Coupon:	Not Applicable
(iii)	Interest Amount is payable if Knock-in Value as of:	the relevant Interest Determination Date is greater than or equal to the relevant Coupon Barrier Value
(iv)	Knock-in Value:	is the Relevant Underlying Value
(v)	Coupon Rate:	A percentage rate to be determined by the Determination Agent before the Issue Date and notified to the Securityholders not more than 15 Business Days thereafter by publication on www.alexandria.fi/XS2785895876 , provided that such percentage rate shall be no less than 53.20 per cent.
(vi)	Coupon Barrier Value:	70 per cent. of Initial Reference Value
(vii)	Interest Determination Date(s):	8 May 2031
(viii)	Barrier Observation Date(s):	Not Applicable
(ix)	Barrier Observation Period:	Not Applicable
(x)	Business Day Convention:	Following Business Day Convention
(xi)	Interest Payment Date(s):	The Scheduled Interest Payment Date, adjusted in accordance with the Business Day Convention specified above The Scheduled Interest Payment Date is 15 May 2031.

(xii)	Interest Specified Day(s):	Applicable 5 Business Days
(xiii)	Reset Initial Reference Value:	Not Applicable
(xiv)	Initial Reference Value:	Determined in accordance with the Value Determination Terms specified below
	<ul style="list-style-type: none"> • Initial Reference Value Determination Date(s): 	Strike Date
(xv)	Value Determination Terms for Initial Reference Value: (Section 4 of the Additional Conditions)	Closing Value
(xvi)	Value Determination Terms for Final Reference Value (Coupon): (Section 4 of the Additional Conditions)	Not Applicable
(xvii)	Value Determination Terms for Relevant Underlying Value: (Section 4 of the Additional Conditions)	Closing Value
(D)	Memory Double Barrier Conditional Coupon: (Paragraph 1.17 of Section 2 of the Additional Conditions)	Not Applicable
(E)	Dual Barrier Conditional Coupon (Paragraph 1.18 of Section 2 of the Additional Conditions)	Not Applicable
(F)	Range Barrier Conditional Coupon (Paragraph 1.19 of Section 2 of the Additional Conditions)	Not Applicable
(G)	Range Accrual Coupon (Paragraph 1.20 of Section 2 of the Additional Conditions)	Not Applicable
(H)	Performance Linked Coupon: (Paragraph 1.21 of Section 2 of the Additional Conditions)	Not Applicable
(I)	Participation and Performance Linked Coupon:	Not Applicable

- (Paragraph 1.22 of Section 2 of the Additional Conditions)
- (J) **Inflation Linked Coupon:** Not Applicable
(Paragraph 1.23 of Section 2 of the Additional Conditions)
- (K) **Mixto Coupon** Not Applicable
(Paragraph 1.24 of Section 2 of the Additional Conditions)
- (L) **Annual Performance Linked Coupon** Not Applicable
(Paragraph 1.25 of Section 2 of the Additional Conditions)
- (M) **Cappuccino Coupon** Not Applicable
(Paragraph 1.26 of Section 2 of the Additional Conditions)
- (N) **Dropback Coupon** Not Applicable
(Paragraph 1.27 of Section 2 of the Additional Conditions)
- (O) **Linked Interest Provisions: Performance Determination Terms for Knock-in Value**
(for determining Relevant Underlying Performance, where used for determining the Knock-in Value)
(Section 5 of the Additional Conditions)
- (I) **Performance Determination Terms for Securities linked to a Single Underlying:** Not Applicable
(for determining "Relevant Underlying Performance")
- (II) **Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket:** Not Applicable
(for determining "Relevant Underlying Performance")
(Section 5 of the Additional Conditions)

PROVISIONS RELATING TO REDEMPTION

26. **Call Option** Not Applicable
(General Condition 16.5)
27. **Non-Discretionary Call Option:** Not Applicable
(General Condition 16.6)

28.	Put Option (General Condition 16.8)	Not Applicable
29.	Final Redemption Amount of each Security (General Condition 16.1)	As determined in accordance with Sub-Section III (<i>Redemption at Maturity</i>) of Section 2 of the Additional Conditions and paragraph 31 (<i>Linked Redemption Provisions: Final Redemption Amount</i>) below
	(i) Final Bonus:	Not Applicable
	(ii) Final Bonus Amount:	Not Applicable
30.	Linked Redemption Provisions: Relevant Underlying (General Conditions 9 and 16)	
(A)	Equity-Linked Redemption Securities: Single Share-Linked Redemption Securities/Share Basket-Linked Redemption Securities: (General Condition 9)	Not Applicable
(B)	Equity-Linked Redemption Securities: Single Index-Linked Redemption Securities/Index Basket-Linked Redemption Securities: (General Condition 9)	Applicable
	(i) Type of Securities:	Single Index-Linked Redemption
	(ii) Index/Indices:	Solactive NESTE AR 1.3 Index (Bloomberg Code: <SONEST13 Index>)
	(iii) Q&A Supplement:	Not Applicable
	(iv) Exchange(s):	As specified in General Condition 9.9 (<i>Definitions applicable to Equity-Linked Securities</i>)
	(v) Related Exchange(s):	All Exchanges
	(vi) Determination Agent responsible for calculating Final Redemption Amount:	Morgan Stanley & Co. International plc
	(vii) Determination Time:	As per General Condition 9.9
	(viii) Benchmark Trigger Provisions:	Applicable
	(ix) Alternative Pre-nominated Index	None

(x)	Additional Disruption Event(s): (General Condition 9.6)	Hedging Disruption, Increased Cost of Hedging and Change in Law shall apply
(xi)	Correction Cut Off Time: (General Condition 9.2(f))	within one Settlement Cycle after the original publication and prior to the relevant Automatic Early Redemption Date or Maturity Date (as applicable)
(xii)	Weighting for each Index:	Not Applicable
(C)	Equity-Linked Redemption Securities: Single ETF-Linked Redemption Securities/ETF Basket-Linked Redemption Securities: (General Condition 9)	Not Applicable
(D)	Commodity-Linked Redemption Securities (General Condition 10)	Not Applicable
(E)	Currency-Linked Redemption Securities (General Condition 11)	Not Applicable
(F)	Inflation-Linked Redemption Provisions (General Condition 12)	Not Applicable
(G)	Fund-Linked Redemption Provisions (General Condition 13)	Not Applicable
(H)	Futures Contract-Linked Redemption Provisions (General Condition 15)	Not Applicable
31.	Linked Redemption Provisions: Final Redemption Amount (General Condition 17 and Sub-Section III (<i>Redemption at Maturity</i>) of Section 2 of the Additional Conditions)	
(i)	Fixed Redemption: (Paragraph 3.1 of Section 2 of the Additional Conditions)	Not Applicable
(ii)	Capitalised Non-Memory Redemption: (Paragraph 3.2 of Section 2 of the Additional Conditions)	Not Applicable

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| (iii) | Capitalised Memory Redemption:

(Paragraph 3.3 of Section 2 of the Additional Conditions) | Not Applicable |
| (iv) | Basic Performance Linked Redemption 1:

(Paragraph 3.4 of Section 2 of the Additional Conditions) | Not Applicable |
| (v) | Basic Performance Linked Redemption 2:

(Paragraph 3.5 of Section 2 of the Additional Conditions) | Not Applicable |
| (vi) | Performance-Linked Redemption:

(Paragraph 3.6 of Section 2 of the Additional Conditions) | Not Applicable |
| (vii) | Barrier Redemption 1:

(Paragraph 3.7 of Section 2 of the Additional Conditions) | Not Applicable |
| (viii) | Barrier Redemption 2:

(Paragraph 3.8 of Section 2 of the Additional Conditions) | Not Applicable |
| (ix) | Barrier and Participation Redemption:

(Paragraph 3.9 of Section 2 of the Additional Conditions) | Not Applicable |
| (x) | Barrier and Participation Redemption – FX Performance Adjustment:

(Paragraph 3.10 of Section 2 of the Additional Conditions) | Not Applicable |
| (xi) | Single Barrier Final Redemption:

(Paragraph 3.11 of Section 2 of the Additional Conditions) | Applicable |
- Knock-in Value: Relevant Underlying Value

- Elections for Paragraph 3.11(a) of Section 2 of the Additional Conditions: If the Determination Agent determines that the Knock-in Value as of the Determination Date is greater than or equal to the Final Redemption Barrier Value, Fixed Redemption shall apply.
 - Final Redemption Barrier Value: 70 per cent of Initial Reference Value
 - Final Redemption Rate: Not Applicable
 - Specified Rate 1: 100 per cent.
 - Physical Settlement: Not Applicable
 - Elections for Paragraph 3.11(b) of Section 2 of the Additional Conditions: Basic Performance-Linked Redemption
 - Specified Rate 2: Not Applicable
 - Participation Rate: 100 per cent.
 - Specified Percentage: 100 per cent.
 - Knock-in Barrier Level: Not Applicable
 - Specified Rate: Not Applicable
 - Elections for Paragraph 3.11(c) of Section 2 of the Additional Conditions: Not Applicable
- (xii) Second Chance Proviso: Not Applicable
- (xiii) Dual Barrier Final Redemption 1: Not Applicable
(Paragraph 3.12 of Section 2 of the Additional Conditions)
- (xiv) Dual Barrier Final Redemption 2: Not Applicable
(Paragraph 3.13 of Section 2 of the Additional Conditions)
- (xv) Dual Barrier Final Redemption 3: Not Applicable

- (Paragraph 3.14 of Section 2 of the Additional Conditions)
- (xvi) Dual Barrier Final Redemption 4: Not Applicable
(Paragraph 3.15 of Section 2 of the Additional Conditions)
- (xvii) Dual Barrier Final Redemption 5: Not Applicable
(Paragraph 3.16 of Section 2 of the Additional Conditions)
- (xviii) Dual Barrier Final Redemption 6: Not Applicable
(Paragraph 3.17 of Section 2 of the Additional Conditions)
- (xix) Dual Barrier Redemption – Twin Win Not Applicable
(Paragraph 3.18 of Section 2 of the Additional Conditions)
- (xx) Performance Linked Redemption: Not Applicable
(Paragraph 3.19 of Section 2 of the Additional Conditions)
- (xxi) Mixto Redemption: Not Applicable
(Paragraph 3.20 of Section 2 of the Additional Conditions)
- (xxii) Participation and Performance-Linked Redemption: Not Applicable
(Paragraph 3.21 of Section 2 of the Additional Conditions)
- (xxiii) Synthetic Zero Redemption: Not Applicable
(Paragraph 3.22 of Section 2 of the Additional Conditions)
- (xxiv) Lock In Ladder Redemption: Not Applicable

- (Paragraph 3.23 of Section 2 of the Additional Conditions)
- (xxv) Lock In Ladder Barrier Redemption: Not Applicable
(Paragraph 3.24 of Section 2 of the Additional Conditions)
- (xxvi) Ranked Underlying Redemption: Not Applicable
(Paragraph 3.25 of Section 2 of the Additional Conditions)
- (xxvii) Multiple Barrier Redemption: Not Applicable
(Paragraph 3.26 of Section 2 of the Additional Conditions)
- (xxviii) Inflation Linked Redemption: Not Applicable
(Paragraph 3.27 of Section 2 of the Additional Conditions)
- (xxix) Booster Redemption (1): Not Applicable
(Paragraph 3.28 of Section 2 of the Additional Conditions)
- (xxx) Booster Redemption (2): Not Applicable
(Paragraph 3.29 of Section 2 of the Additional Conditions)
- (xxxi) Booster Redemption (3): Not Applicable
(Paragraph 3.30 of Section 2 of the Additional Conditions)
- (xxxii) Booster Redemption (4): Not Applicable
(Paragraph 3.31 of Section 2 of the Additional Conditions)
- (xxxiii) Booster Redemption (5): Not Applicable
(Paragraph 3.32 of Section 2 of the Additional Conditions)
- (xxxiv) Hybrid Exposure: Not Applicable

- (Paragraph 3.33 of Section 2 of the Additional Conditions)
- (xxxv) Plateau Booster Not Applicable
Redemption (1):
(Paragraph 3.34 of Section 2 of the Additional Conditions)
- (xxxvi) Plateau Booster Not Applicable
Redemption (2):
(Paragraph 3.35 of Section 2 of the Additional Conditions)
- (xxxvii) MXN Denominated UDI Not Applicable
Linked Redemption:
(Paragraph 3.36 of Section 2 of the Additional Conditions)
- (xxxviii) UDI Final Linked Not Applicable
Redemption:
(Paragraph 3.37 of Section 2 of the Additional Conditions)
- (xxxix) Linear Inflation Linked Not Applicable
Redemption:
(Paragraph 3.40 of Section 2 of the Additional Conditions)
- (xl) Interpolated Inflation Not Applicable
Linked Redemption:
(Paragraph 3.41 of Section 2 of the Additional Conditions)
- (xli) One Star Final Not Applicable
Redemption:
(Paragraph 3.42 of Section 2 of the Additional Conditions)
- (xlii) Shark Redemption: Not Applicable
(Paragraph 3.43 of Section 2 of the Additional Conditions)
- (xliii) Dropback Redemption: Not Applicable

(Paragraph 3.44 of Section 2 of the Additional Conditions)

(xliv) Multi Booster Redemption 2: Not Applicable

(Paragraph 3.35 of Section 2 of the Additional Conditions)

(xlv) Dual Barrier Final Redemption – Twin Win 2: Not Applicable

(Paragraph 3.19 of Section 2 of the Additional Conditions)

32. **Value Determination Terms for Initial Reference Value as of Initial Reference Value Determination Date:** Closing Value
(Section 4 of the Additional Conditions)

- Initial Reference Value Determination Date(s): Strike Date

33. **Value Determination Terms for Final Reference Value as of the Determination Date** Closing Value

34. **Value Determination Terms for Relevant Underlying Value as of the relevant date or period:** Closing Value
(Section 4 of the Additional Conditions)

35. **Linked Redemption Provisions: Performance Determination Terms for Final Redemption Amount**
(for determining Relevant Underlying Performance and Relevant Underlying Performance (Autocall) where used for determining the Final Redemption Amount)
(Section 5 of the Additional Conditions)

- (A) **Performance Determination Terms for Securities linked to a Single Underlying:** Not Applicable
(for purposes of determining Final Redemption Amount in accordance with all provisions except Paragraph 3.17(b) of Section 2 of the Additional Conditions)
- (B) **Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket:** Not Applicable
(for determining "Relevant Underlying Performance")
(Section 5 of the Additional Conditions)
- (C) **Performance Determination Terms for Securities linked to a Single Underlying:** Not Applicable
(for determining "Relevant Underlying Performance")
- (D) **Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket:** Not Applicable
(for determining "Relevant Underlying Performance")
(Section 5 of the Additional Conditions)
36. **Early Redemption**
- (A) **Autocall 1:** Not Applicable
(Paragraph 2.1 of Section 2 of the Additional Conditions)
- (B) **Autocall 2:** Applicable
(Paragraph 2.2 of Section 2 of the Additional Conditions)
- (i) **Knock-in Value:** is the Relevant Underlying Value
- (ii) **Automatic Early Redemption Event occurs if:** the Knock-in Value as of the relevant Automatic Early Redemption Determination Date is greater than or equal to the Autocall Barrier Value in respect of such Automatic Early Redemption Determination Date.
- (iii) **Automatic Early Redemption Determination Date(s):** 8 May 2025, 8 August 2025, 10 November 2025, 9 February 2026, 8 May 2026, 10 August 2026, 9 November 2026, 8 February 2027, 10 May 2027, 9 August 2027, 8 November 2027, 8 February 2028, 8 May 2028, 8 August 2028, 8 November 2028, 8 February 2029, 8 May 2029, 8 August 2029, 8 November 2029,

8 February 2030, 8 May 2030, 8 August 2030, 8 November 2030, 10 February 2031 and 8 May 2031.

- (iv) Barrier Observation Date(s): Not Applicable
- (v) Barrier Observation Period: Not Applicable
- (vi) Automatic Early Redemption Date(s): Scheduled Automatic Early Redemption Dates are:
15 May 2025, 15 August 2025, 17 November 2025, 16 February 2026, 15 May 2026, 17 August 2026, 16 November 2026, 15 February 2027, 17 May 2027, 16 August 2027, 15 November 2027, 15 February 2028, 15 May 2028, 15 August 2028, 15 November 2028, 15 February 2029, 15 May 2029, 15 August 2029, 15 November 2029, 15 February 2030, 15 May 2030, 15 August 2030, 15 November 2030, 17 February 2031 and the Maturity Date.
- (vii) Automatic Early Redemption Specified Day(s): Applicable
5 Business Days
- (viii) Autocall Barrier Value: 100 per cent. of the Initial Reference Value
- (ix) Specified Automatic Early Redemption Determination Dates(s): Each Automatic Early Redemption Determination Date as specified in item 36(B)(iii) above
- Specified Rate: 100 per cent.
- (x) Automatic Early Redemption Rate: A percentage rate in respect of the relevant Automatic Early Redemption Determination Date to be determined by the Determination Agent before the Issue Date and notified to the Securityholders not more than 15 Business Days thereafter by publication on www.alexandria.fi/XS2785895876, **provided that** such percentage rate shall be no less than specified in the below table:

n	Automatic Early Redemption Determination Date	Automatic Early Redemption Rate
1.	8 May 2025	Minimum 15.2%
2.	8 August 2025	Minimum 19%
3.	10 November 2025	Minimum 22.8%
4.	9 February 2026	Minimum 26.6%
5.	8 May 2026	Minimum 30.4%
6.	10 August 2026	Minimum 34.2%
7.	9 November 2026	Minimum 38%
8.	8 February 2027	Minimum 41.8%

9.	10 May 2027	Minimum 45.6%
10.	9 August 2027	Minimum 49.4%
11.	8 November 2027	Minimum 53.2%
12.	8 February 2028	Minimum 57%
13.	8 May 2028	Minimum 60.8%
14.	8 August 2028	Minimum 64.6%
15.	8 November 2028	Minimum 68.4%
16.	8 February 2029	Minimum 72.2%
17.	8 May 2029	Minimum 76%
18.	8 August 2029	Minimum 79.8%
19.	8 November 2029	Minimum 83.6%
20.	8 February 2030	Minimum 87.4%
21.	8 May 2030	Minimum 91.2%
22.	8 August 2030	Minimum 95%
23.	8 November 2030	Minimum 98.8%
24.	10 February 2031	Minimum 102.6%
25.	8 May 2031	Minimum 53.2%

- (xi) Reset Initial Reference Value: Not Applicable
- (xii) Initial Reference Value: Determined in accordance with the Value Determination Terms specified below
- Initial Reference Value Determination Date(s): Strike Date
 - Specified Percentage: Not Applicable
- (xiii) **Value Determination Terms** for Initial Reference Value as of Initial Reference Value Determination Date Closing Value
(Section 4 of the Additional Conditions)
- (xiv) **Value Determination Terms** for determining Not Applicable

Final Reference Value
(Autocall):

- | | | |
|------|---|--|
| (xv) | Value Determination Terms for Relevant Underlying Value as of the relevant date or period:

(Section 4 of the Additional Conditions) | Closing Value |
| (C) | Autocall 3:

(Paragraph 2.3 of Section 2 of the Additional Conditions) | Not Applicable |
| (D) | Autocall 4:

(Paragraph 2.4 of Section 2 of the Additional Conditions) | Not Applicable |
| (E) | Autocall 5:

(Paragraph 2.5 of Section 2 of the Additional Conditions) | Not Applicable |
| (F) | Autocall 6:

(Paragraph 2.6 of Section 2 of the Additional Conditions) | Not Applicable |
| (G) | Early Knock Out Event:

(Paragraph 2.7 of Section 2 of the Additional Conditions) | Not Applicable |
| (H) | Second Chance Autocall Proviso: | Not Applicable |
| (I) | (i) Early Redemption Amount upon Event of Default (General Condition 21): | Qualified Financial Institution Determination. The Determination Agent will determine the amount a Qualified Financial Institution would charge to assume all of the Issuer's payment and other obligations with respect to such Securities as if no such Event of Default had occurred or to undertake obligations that would have the effect of preserving the economic equivalent of any payment by the Issuer to the Securityholder with respect to the Securities |
| | (ii) Early Redemption Amount (Tax) upon redemption pursuant to Condition 16.3 (<i>Tax Redemption – MSI plc and MSBV Securities</i>). | Early Redemption Amount (Tax) – Fair Market Value |
| (J) | Inconvertibility Event Provisions:

(General Condition 33) | Not Applicable |
| 37. | Automatic Early Redemption Event

(General Condition 16.12) | Not Applicable |

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

38.	Form of Securities: (General Condition 3)	Registered Securities: Global Security Certificate registered in the name of a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Security Certificates at any time.
39.	Additional Business Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
40.	Record Date:	The Record Date is one clearing system business day before the relevant due date for payment
41.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
42.	Taxation:	
	(i) General Condition 20.1:	"Additional Amounts" is Not Applicable
	(ii) General Condition 20.3:	Implementation of Financial Transaction Tax Event is Applicable
43.	CNY Centre:	Not Applicable
44.	Illegality and Regulatory Event (General Condition 22):	Applicable
45.	Early Redemption Amount (Illegality and Regulatory Event):	Early Redemption Amount (Illegality and Regulatory Event) – Fair Market Value shall apply
46.	Relevant Rates Benchmark Discontinuance or Prohibition on Use (General Condition 6.20)	Not Applicable
47.	CMS Reference Rate – Effect of Index Cessation Event (General Condition 6.21)	Not Applicable
48.	Index Cancellation or Administrator/ Benchmark Event (General Condition 9.2(b))	Benchmark Trigger Provisions are Applicable Alternative Pre-nominated Index: None
49.	Redemption for Index Adjustment Event: (General Condition 9.2(d))	Benchmark Trigger Provisions are Applicable Alternative Pre-nominated Index: None Early Redemption Amount (Index Cancellation) – Fair Market Value shall apply
50.	Merger Event or Tender Offer: (General Condition 9.4(a))	Not Applicable
51.	Nationalisation, Insolvency and Delisting: (General Condition 9.4(b))	Not Applicable
52.	Extraordinary ETF Events: (General Condition 9.5)	Not Applicable
53.	Additional Disruption Events:	Early Redemption Amount (Additional Disruption Event) – Fair Market Value shall apply

	(General Condition 9.6)	
54.	Partial Lookthrough Depository Receipt Provisions: (General Condition 9.7)	Not Applicable
55.	Full Lookthrough Depository Receipt Provisions: (General Condition 9.8)	Not Applicable
56.	Administrator/Benchmark Events (General Condition 10.4)	Not Applicable
57.	Commodity Disruption Events (General Condition 10.6)	Not Applicable
58.	Commodity Index Cancellation or Administrator/Benchmark Event Date (General Condition 10.7(b))	Not Applicable
59.	Redemption for Commodity Index Adjustment Event (General Condition 10.7(d))	Not Applicable
60.	Additional Disruption Events: (General Condition 10.8)	Not Applicable
61.	Administrator/Benchmark Events (General Condition 11.5)	Not Applicable
62.	Additional Disruption Events: (General Condition 11.6)	Not Applicable
63.	Cessation of Publication (General Condition 12.2)	Not Applicable
64.	Additional Disruption Events: (General Condition 12.8)	Not Applicable
65.	CNY Disruption Events: (General Condition 34)	Not Applicable
66.	Substitution of Issuer or Guarantor with non Morgan Stanley Group entities: (General Condition 35.2)	Applicable
67.	FX _{Final} Determination Date:	Not Applicable
68.	FX _{Initial} Determination Date:	Not Applicable

DISTRIBUTION

69.	(i) If syndicated, names and addresses of Managers and underwriting commitments: and names and addresses of	Not Applicable
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the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers.)

- (ii) Date of Subscription Agreement: Not Applicable
 - (iii) Stabilising Manager(s) (if any): Not Applicable
70. If non-syndicated, name and address of dealer: Morgan Stanley & Co. International plc
25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom
71. Non-exempt Offer and Offer Period: An offer of the Securities may be made by Alexandria Group Oyj other than pursuant to Article 1(4) of the Prospectus Regulation in Finland ("**Public Offer Jurisdiction**") during the period from, and including 2 April 2024, to, and including, 30 April 2024 ("**Offer Period**") See further paragraph 7 of Part B below.
72. Swiss Non-exempt Offer and Swiss Offer Period: Not Applicable
73. Total commission and concession: In connection with the offer and sale of the Securities, Morgan Stanley & Co. International plc will pay Alexandria Group Oyj a one time or recurring distribution fee amount equal to a maximum of 5.00 per cent. of the Aggregate Nominal Amount.

United States Taxation

This discussion is limited to the U.S. federal tax issues addressed below. Additional issues may exist that are not addressed in this discussion and that could affect the federal tax treatment of an investment in the Securities. Investors should seek their own advice based upon their particular circumstances from an independent tax advisor.

A non-U.S. investor should review carefully the section entitled "*United States Federal Taxation*" in the Base Prospectus.

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Luxembourg Stock Exchange's Regulated Market and to be listed on the official list of the Luxembourg Stock Exchange with effect from on or around 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, the Issuer has no duty to maintain the listing (if any) of the Securities on the relevant stock exchange(s) over their entire lifetime.

2. RATINGS

Ratings: The Securities will not be rated

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

So far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(i) Reasons for the offer: General corporate purposes

(ii) Estimated net proceeds: Up to EUR 5,500,000

(iii) Estimated total expenses: None

Fixed Rate Securities only – YIELD

Indication of yield: Not Applicable

Floating Rate Securities/Range accrual Securities/Barrier Securities only – HISTORIC INTEREST RATES

Not Applicable

5. *Linked Securities only* – PERFORMANCE OF UNDERLYING EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING

Further details on the Solactive NESTE AR 1.3 Index (the "**Index**") can be found on Bloomberg page <SONEST13 Index>.

The value of the Securities is linked to the positive or negative performance of the Index. An increase in the value of the Index will have a positive effect on the value of the Securities, and a decrease in the value of the Index will have a negative effect on the value of the Securities.

The interest and redemption amounts payable on the Securities are dependent on the value or performance of the Index reaching a threshold or barrier and a small increase or decrease in the value or performance of the Index near to the threshold or barrier may lead to a significant increase or decrease in the return of the Securities and Securityholders may receive no interest at all.

The interest and redemption amounts payable on the Securities are linked to the value or performance of the Index as of one or more predefined dates and, irrespective of the level of the Index between these dates, the values or performance of the Index on these dates will affect the value of the Securities more than any other factor.

The Final Redemption Amount payable on the Securities is linked to the performance of the Index and Securityholders may not receive the amount initially invested, and may receive a significantly lesser amount.

The market price or value of the Securities at any time is expected to be affected by changes in the value of the Index.

The Issuer does not intend to provide post-issuance information

6. OPERATIONAL INFORMATION

ISIN Code: XS2785895876

Common Code: 278589587

SEDOL: Not Applicable

CFI: DTZNR

FISN: MORGAN STANLEY/ZERO CPNEMTN 2031051

Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking société anonyme and the relevant identification number(s): Not Applicable

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): The Bank of New York Mellon, London Branch
One Canada Square, London E14 5AL United Kingdom

Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Intended to be held in a manner which would allow Eurosystem eligibility: No

Whilst the designation is specified as "no" at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Securities are capable of meeting them the Securities may then be deposited with one of the ICSDs as common safekeeper, and registered in the name of a nominee of one of the ICSDs acting as common safekeeper. Note that this does not necessarily mean that the Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. TERMS AND CONDITIONS OF THE OFFER

Offer Price: Issue Price

Conditions to which the offer is subject: Offers of the Securities are conditional upon their issue. The Issuer has the right to withdraw the offering of the Securities and cancel the issuance of the Securities prior to the end of the subscription period for any reason. Reasons for the cancellation of the offer include, in particular: (i) adverse market conditions, as determined by the Issuer in its reasonable discretion (such as, for example, increased equity

market volatility and increased currency exchange rate volatility) or (ii) that the number of applications received at that time is insufficient, in the Issuer's opinion, to make an economically viable issuance.

Description of the application process:	<p>The Securities are being offered to retail investors in Finland.</p> <p>A prospective investor should contact the Distributor (as defined below) during the Offer Period. The Distributor has the right to close the Offer Period early. A prospective investor will acquire the Securities in accordance with the arrangements existing between the Distributor and its customers relating to the subscription of securities generally and not directly with the Issuer or the Dealer.</p> <p>Persons interested in purchasing Securities should contact their financial adviser. If an investor in any jurisdiction other than Finland wishes to purchase Securities, such investor should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial adviser, bank or financial intermediary for more information.</p>
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
Details of the minimum and/or maximum amount of application:	<p>Minimum amount of application: EUR 5,000</p> <p>Maximum amount of application: Not Applicable</p>
Details of the method and time limited for paying up and delivering the Securities:	The Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys
Manner in and date on which results of the offer are to be made public:	The Issuer will arrange for the results of the offer to be published on the website of the Luxembourg Stock Exchange (www.luxse.com) on or around the Issue Date.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not applicable. There are no estimated expenses charged to the investor by the Issuer or the Authorised Offeror
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	Alexandria Group Oyj of Eteläesplanadi 22 A, 00130 Helsinki, Finland (the “ Distributor ”), will be the sole placer of the Securities.

8. **PLACING AND UNDERWRITING**

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place: Distributor

Name and address of any paying agents and depository agents in each country: The Bank of New York Mellon, One Canada Square, London, E14 5AL, United Kingdom.

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" agreements. Where not all of the issue is underwritten, a statement of the portion not covered: None

9. **OTHER MARKETS**

All the regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of securities to be offered or admitted to trading are already admitted to trading: None

10. **POTENTIAL SECTION 871(m) TRANSACTION** The Issuer has determined that the Securities should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no such withholding is required, unless such agent or withholding agent knows or has reason to know otherwise.

11. **Prohibition of Sales to EEA Retail Investors:** Not Applicable

12. **Prohibition of Sales to UK Retail Investors:** Applicable

13. **Prohibition of Offer to Private Clients in Switzerland:** Applicable

14. **Swiss withdrawal right pursuant to Article 63(5) of the Swiss Financial Services Ordinance:** Not Applicable

15. **Details of benchmarks administrators and registration under the EU Benchmark Regulation:** Applicable
Solactive NESTE AR 1.3 Index is administered by Solactive AG, who as at the Issue Date, appears on the register of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011).

16. **Details of benchmarks administrators and registration** Not Applicable

**under the UK Benchmarks
Regulation:**

SUMMARY				
A. INTRODUCTION AND WARNINGS				
A.1.1	<i>Name and international securities identifier number (ISIN) of the Securities</i>			
Tranche 1 of Series A Issue of up to EUR 5,500,000 Equity Linked Notes due 2031 (the " Securities "). ISIN Code: XS2785895876				
A.1.2	<i>Identity and contact details of the issuer, including its legal entity identifier (LEI)</i>			
Morgan Stanley B.V. (the " Issuer " or " MSBV ") is incorporated under the laws of The Netherlands and has its registered office at Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands. MSBV's legal entity identifier (LEI) is KG1FTDCK4KNVM3OHB52.				
A.1.3	<i>Identity and contact details of the competent authority approving the Base Prospectus</i>			
The Base Prospectus has been approved by the Commission de Surveillance du Secteur Financier (" CSSF ") as competent authority, whose postal address is 283, Route, d'Arlon, L-2991 Luxembourg, telephone number (+352) 26 251 – 2601, in accordance with Regulation (EU) 2017/1129 (the " Prospectus Regulation ").				
A.1.4	<i>Date of approval of the Base Prospectus</i>			
The Base Prospectus was approved on 14 July 2023.				
A.1.5	<i>Warning</i>			
This summary has been prepared in accordance with Article 7 of the Prospectus Regulation and should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. Any investor could lose all or part of their invested capital and, where any investor's liability is not limited to the amount of the investment, it could lose more than the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or if it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.				
B. KEY INFORMATION ON THE ISSUER				
B.1	<i>Who is the issuer of the Securities?</i>			
B.1.1	<i>Domicile, legal form, LEI, jurisdiction of incorporation and country of operation</i>			
MSBV was incorporated as a private company with limited liability (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) under the laws of The Netherlands. MSBV is registered at the commercial register of the Chamber of Commerce (<i>Kamer van Koophandel</i>). It has its corporate seat at Amsterdam. MSBV's legal entity identifier (LEI) is KG1FTDCK4KNVM3OHB52				
B.1.2	<i>Principal activities</i>			
MSBV's principal activity is the issuance of financial instruments and the hedging of obligations arising pursuant to such issuances.				
B.1.3	<i>Major Shareholders</i>			
MSBV is ultimately controlled by Morgan Stanley				
B.1.4	<i>Key managing directors</i>			
B. Carey, D. Diab Abboud, P.J.G. de Reus, TMF Management B.V., A Doppenberg				
B.1.5	<i>Identity of the statutory auditors</i>			
Deloitte Accountants B.V				
B.2	<i>What is the key financial information regarding the Issuer?</i>			
The information in respect of the years ended 31 December 2022 and 31 December 2021 set out below is derived from the audited financial statements included in the MSBV Annual Report for the years ended 31 December 2022 and 31 December 2021.				
The information in respect of the six months ended 30 June 2022 set out below is derived from the unaudited financial statements included in the MSBV June 2022 interim financial report and the information in respect of the six months ended 30 June 2023 set out below is derived from the unaudited financial statements included in the MSBV June 2023 interim financial report.				
Consolidated income statement				
<i>In EUR (thousands)</i>	2022	2021	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Profit before income tax	1,776	2,825	814	847

Balance Sheet

<i>In EUR (thousands)</i>	31 December 2022	31 December 2021	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Net financial debt (long term debt plus short term debt minus cash)	10,406,654	9,759,260	9,863,015	10,698,647
Current ratio (current assets/current liabilities)	1.009:1	1.009:1	1.011:1	1.008:1
Debt to equity ratio (total liabilities/total shareholder equity)	316:1	309:1	294:1	332:1

Cash flow statement

<i>In EUR (thousands)</i>	2022	2021	Six months ended 30 June 2023 (unaudited)	Six months ended 30 June 2022 (unaudited)
Net Cash flows generated by/(used in) operating activities	3,042	(4,990)	(1,275)	80
Net Cash flows generated by/(used in) financing activities	(8,938)	(11,172)	(20,820)	(8,938)
Net Cash flow from investing activities	8,938	11,172	20,820	8,938

B.3**What are the key risks that are specific to the Issuer?**

- **Risk Relating to the Issuer and Guarantor**

Holders of Securities issued by the Issuer bear the credit risk of the Issuer and/or the Guarantor, that is the risk that the Issuer and/or the Guarantor is not able to meet its obligations under such Securities, irrespective of whether such Securities are referred to as capital or principal protected or how any principal, interest or other payments under such Securities are to be calculated. If the Issuer and/or the Guarantor is not able to meet its obligations under the Securities, then that would have a significant negative impact on the investor's return on the Securities and an investor may lose up to its entire investment.

All material assets of MSBV are obligations of (or securities issued by) one or more Morgan Stanley Group companies. If any of these Morgan Stanley Group companies incurs losses with respect to any of its activities (irrespective of whether those activities relate to MSBV or not) the ability of such company to fulfil its obligations to MSBV could be impaired, thereby exposing holders of securities issued by MSBV to a risk of loss.

The following key risks affect Morgan Stanley and, since Morgan Stanley is the ultimate holding company of MSBV, also impact MSBV:

- **Risks relating to the financial situation of Morgan Stanley**

Morgan Stanley's results of operations may be materially affected by market fluctuations and by global and economic conditions and other factors, including changes in asset values. Holding large and concentrated positions may expose Morgan Stanley to losses. These factors may result in losses for a position or portfolio owned by Morgan Stanley.

Morgan Stanley is exposed to the risk that third parties that are indebted to it will not perform their obligations, as well as that a default by a large financial institution could adversely affect financial markets. Such factors give rise to the risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations to Morgan Stanley.

Liquidity is essential to Morgan Stanley's businesses and Morgan Stanley relies on external sources to finance a significant portion of its operations. Morgan Stanley's borrowing costs and access to the debt capital markets depend on its credit ratings. Morgan Stanley is a holding company, has no operations and depends on dividends, distributions and other payments from its subsidiaries. Further, Morgan Stanley's liquidity and financial condition have in the past been, and in the future could be, adversely affected by U.S. and international markets and economic conditions. As a result of the foregoing, there is a risk that Morgan Stanley will be unable to finance its operations due to a loss of access to the capital markets or difficulty in liquidating its assets.

- **Risks relating to the operation of Morgan Stanley's business activities**

Morgan Stanley is subject to operational risks, including a failure, breach or other disruption of its operations or security systems or those of Morgan Stanley's third parties (or third parties thereof), as well as human error or malfeasance, which could adversely affect its businesses or reputation. A cyber-attack, information or security breach or a technology failure could adversely affect Morgan Stanley's ability to conduct its business, manage its exposure to risk or result in disclosure or misuse of confidential or proprietary information and otherwise adversely impact its results of operations, liquidity and financial condition, as well as cause reputational harm.

Morgan Stanley's risk management strategies, models and processes may not be fully effective in mitigating its risk exposures in all market environments or against all types of risk. Further, replacement or reform of certain interest rate benchmarks could adversely affect Morgan Stanley's business, securities, financial condition and results of operations.

- **Legal, Regulatory and Compliance Risk**

Morgan Stanley is subject to the risk of legal or regulatory sanctions, material financial loss including fines, penalties, judgments, damages and/or settlements, or loss to reputation it may suffer as a result of its failure to comply with laws, regulations, rules, related self-regulatory organization standards and codes of conduct applicable to its business activities. Morgan Stanley is also subject to contractual and commercial risk, such as the risk that a counterparty's performance obligations will be unenforceable. Additionally, Morgan Stanley is subject to anti-money laundering, anti-corruption and terrorist financing rules and regulations.

- **Other risks relating to Morgan Stanley's business activities**

Morgan Stanley faces strong competition from other financial services firms, which could lead to pricing pressures that could materially adversely affect its revenue and profitability. Further, automated trading markets and the introduction and application of new technologies may adversely affect Morgan Stanley's business and may increase competition.

Morgan Stanley is subject to numerous political, economic, legal, tax, operational, franchise and other risks as a result of its international operations (including risks of possible nationalization, expropriation, price controls, capital controls, exchange controls, increased taxes and levies and other restrictive governmental actions, as well as the outbreak of hostilities or political and governmental instability) which could adversely impact its businesses in many ways. The UK's withdrawal from the EU could adversely affect Morgan Stanley.

Morgan Stanley may be unable to fully capture the expected value from acquisitions, divestitures, joint ventures, minority stakes or strategic alliances.

The application of regulatory requirements and strategies in the United States or other jurisdictions to facilitate the orderly resolution of large financial institutions may pose a greater risk of loss for Morgan Stanley's security holders and subject Morgan Stanley to other restrictions.

C. KEY INFORMATION ON THE SECURITIES

C.1	<i>What are the main features of the Securities?</i>
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C.1.1	<i>Type, class and ISIN</i>
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	<i>Insert whether issued in the form of Notes or Certificates</i>
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The Securities are issued in registered form ("**Registered Securities**") in global certificate form. The ISIN Code of the Securities is XS2785895876.

The Securities are not Securities in respect of which physical settlement may apply or may be elected to apply.

Interest is payable on the securities calculated by reference to the value or performance of an equity index.

Redemption amounts payable in respect of the Securities are linked to the value or performance of an equity index.

C.1.2	<i>Currency, denomination, par value, number of Securities issued and duration</i>
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The specified currency of the Securities is Euro ("**EUR**"). The specified denomination EUR 1,000. The aggregate nominal amount of the Notes is up to EUR 5,500,000 and the issue price per Security is 100 per cent. of par. The Securities issue on 15 May 2024 and are scheduled to mature on 15 May 2031. The Securities may redeem earlier if an early redemption event occurs.

C.1.3	<i>Rights attached to the Securities</i>
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The Securities are not ordinary debt securities and the interest and/or redemption amount are linked to the performance of the index identified as the Relevant Underlying.

"**Relevant Underlying**": Solactive NESTE AR 1.3 Index (the "**Index**") (Bloomberg Code: <SONEST13 Index>)

Interest:

BARRIER CONDITIONAL COUPON

The Securities are "**Barrier Conditional Coupon**". If, on an Interest Determination Date, the Determination Agent determines that the Knock-in Value is greater than or equal to the Coupon Barrier Value in respect of that Interest Determination Date, the Issuer will pay the Coupon Amount on the immediately succeeding Interest Payment Date. No interest will otherwise be paid by the Issuer. The Coupon Amount, if payable, will be an amount per Calculation Amount equal to the product of Coupon Rate and the Calculation Amount.

DEFINED TERMS

Where:

"**Coupon Rate**" will be a percentage rate, not lower than 53.20%, determined by the Determination Agent at the end of the offer period in respect of the Securities in accordance with market conditions at such time, and which shall be notified to Securityholders thereafter by publication on www.alexandria.fi/XS2785895876; "**Initial Reference Value**" means the Relevant Underlying Value as of the Strike Date; "**Strike Date**" means 8 May 2024; "**Interest Payment Date**" means 15 May 2031; "**Knock-in Value**" means the Relevant Underlying Value determined according to the Value Determination Terms specified below; "**Relevant Underlying Value**" is the value of the Relevant Underlying, determined according to the Value Determination Terms specified below; "**Interest Determination Date**" means 8 May 2031; "**Coupon Barrier Value**" means 70 per cent. of the Initial Reference Value; and "**Calculation Amount**" means EUR1,000.

AUTOCALL 2

If, on any Automatic Early Redemption Determination Date, the Determination Agent determines that the Knock-in Value is greater than or equal to the Autocall Barrier Value in respect of such Automatic Early Redemption Determination Date, the Securities will be redeemed on the immediately succeeding Automatic Early Redemption Date at an amount per Calculation Amount equal to the product of (i) the Calculation Amount and (ii) the sum of (a) the Specified Rate and (b) the Automatic Early Redemption Rate.

Where:

"Specified Rate" means 100 per cent.; "Autocall Barrier Value" is 100 per cent. of the Initial Reference Value; "Calculation Amount" means EUR1,000; "Initial Reference Value" means the Relevant Underlying Value as of the Strike Date; "Strike Date" means 8 May 2024; "Knock-in Value" means the Relevant Underlying Value determined according to the Value Determination Terms specified below; "Relevant Underlying Value" is the value of the Relevant Underlying, determined according to the Value Determination Terms specified below; "Automatic Early Redemption Rate" will be a percentage rate in respect of the relevant Automatic Early Redemption Determination Date, not lower than specified in the table below, determined by the Determination Agent at the end of the offer period in respect of the Securities in accordance with market conditions at such time, and which shall be notified to Securityholders thereafter by publication on www.alexandria.fi/XS2785895876; and "Automatic Early Redemption Determination Dates" and "Automatic Early Redemption Dates" are set out in the table below.

Automatic Early Redemption Determination Date(s)	Automatic Early Redemption Rate	Automatic Early Redemption Date(s):
8 May 2025	Minimum 15.2%	15 May 2025
8 August 2025	Minimum 19%	15 August 2025
10 November 2025	Minimum 22.8%	17 November 2025
9 February 2026	Minimum 26.6%	16 February 2026
8 May 2026	Minimum 30.4%	15 May 2026
10 August 2026	Minimum 34.2%	17 August 2026
9 November 2026	Minimum 38%	16 November 2026
8 February 2027	Minimum 41.8%	15 February 2027
10 May 2027	Minimum 45.6%	17 May 2027
9 August 2027	Minimum 49.4%	16 August 2027
8 November 2027	Minimum 53.2%	15 November 2027
8 February 2028	Minimum 57%	15 February 2028
8 May 2028	Minimum 60.8%	15 May 2028
8 August 2028	Minimum 64.6%	15 August 2028
8 November 2028	Minimum 68.4%	15 November 2028
8 February 2029	Minimum 72.2%	15 February 2029
8 May 2029	Minimum 76%	15 May 2029
8 August 2029	Minimum 79.8%	15 August 2029
8 November 2029	Minimum 83.6%	15 November 2029
8 February 2030	Minimum 87.4%	15 February 2030
8 May 2030	Minimum 91.2%	15 May 2030
8 August 2030	Minimum 95%	15 August 2030
8 November 2030	Minimum 98.8%	15 November 2030
10 February 2031	Minimum 102.6%	17 February 2031

8 May 2031	Minimum 53.2%	15 May 2031
SINGLE BARRIER FINAL REDEMPTION		
<p>If, on the Determination Date, the Determination Agent determines that the Knock-in Value is greater than or equal to the Final Redemption Barrier Value, the Issuer will pay an amount per Calculation Amount equal to the product of the Calculation Amount and the Specified Rate 1. In all other cases, the Issuer will pay an amount per Calculation Amount equal to the the product of the Calculation Amount, the Participation Rate and the value which is the Final Reference Value divided by the Applicable Initial Reference Value.</p> <p>Where:</p> <p>"Applicable Initial Reference Value" means a value equal to the product of the Initial Reference Value and the Specified Percentage; "Initial Reference Value" means the Relevant Underlying Value as of the Strike Date; "Strike Date" means 8 May 2024; "Knock-in Value" means the Relevant Underlying Value determined according to the Value Determination Terms specified below; "Relevant Underlying Value" is the value of the Relevant Underlying, determined according to the Value Determination Terms specified below; "Specified Percentage" means 100 per cent.; "Specified Rate 1" means 100 per cent.; "Participation Rate" means 100 per cent.; "Final Reference Value" is the value of the Relevant Underlying, determined according to the Value Determination Terms specified below; "Calculation Amount" means EUR1,000; "Determination Date" means 8 May 2031; and "Final Redemption Barrier Value" means 70 per cent. of the Initial Reference Level.</p>		
VALUE DETERMINATION TERMS		
<p>Value Determination Terms for determining Initial Reference Value, Final Reference Value and Relevant Underlying Value: The Determination Agent will determine the value of the Index as of the scheduled weekday closing time of the exchange.</p> <p>Disruption Events: The following disruption events apply in relation to the Index: Change in Law, Increased Cost of Hedging and Hedging Disruption</p> <p>Disruption Events can affect the Relevant Underlying and lead to adjustments and/or early redemption of the Securities. The Determination Agent shall determine whether the Securities or any exchanges or price sources are affected by such events on a relevant date of valuation, and may make adjustments to the Securities, or take any other appropriate action, to account for relevant adjustments or events in relation to the Relevant Underlying. In addition, in certain circumstances, the Issuer may redeem or terminate the Securities early following any such event. In this case, in relation to each Security, the Issuer will pay an amount (which amount may, in certain circumstances, be the fair market value of the Securities) which may be less than the nominal value or face value.</p> <p>Tax Redemption: The Securities may be redeemed early for tax reasons at an amount (determined by the Determination Agent, acting in good faith and in a commercially reasonable manner) equal to the fair market value of such Security on such day as is selected by the Determination Agent acting in good faith and in a commercially reasonable manner.</p> <p>Events of Default: If an Event of Default occurs, the Securities may be redeemed prior to their Maturity Date at the Early Redemption Amount if the Securityholders of not less than 25 per cent. in aggregate principal amount of such Security give written notice to the Issuer declaring the Securities to be immediately due and payable.</p> <p>The Events of Default applicable to the Securities are as follows:</p> <ol style="list-style-type: none"> (1) non-payment of any amount of principal or any amount of interest (in each case, within 30 days of the due date) in respect of the Securities; and (2) the Issuer becomes insolvent or is unable to pay its debts as they fall due, or an administrator or liquidator is appointed in respect of the Issuer or the whole or a substantial part of its undertaking, assets and revenues (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent), or the Issuer takes any action for a composition with or for the benefit of its creditors generally, or an order is made or an effective resolution is passed for the winding up, liquidation or dissolution of the Issuer (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent) and such order or effective resolution has remained in force and has not been rescinded, revoked or set aside for 60 days after the date on which such order is made or effective resolution is passed. <p>Early Redemption Amount: The Early Redemption Amount will be determined by the Determination Agent to be the amount a qualified financial institution (being a financial institution organised under the laws of any jurisdiction in the USA, European Union or Japan and which satisfies certain credit ratings requirements, which the Determination Agent selects for this purposes at the time when the Early Redemption Amount is to be determined) would charge to assume all of the Issuer's obligations in respect of the Securities or to undertake obligations that would have the effect of preserving the economic equivalent of any payments by the Issuer to the Securityholder with respect to the Securities</p> <p>Governing Law: The Securities will be governed by English law.</p> <p>Limitations to the rights:</p> <p>Prescription. Claims for principal and interest on redemption in respect of the Securities shall become void unless the relevant security certificates are surrendered for payment within 10 years of the due date for payment.</p>		
C.1.4	<i>Rank of the Securities in the Issuer's capital structure upon insolvency</i>	
The Securities constitute direct and general obligations of the Issuer ranking <i>pari passu</i> among themselves.		
C.1.5	<i>Restrictions on free transferability of the Securities</i>	
Interests in the Securities will be transferred in accordance with the procedures and regulations of the relevant clearing system, subject to restrictions on sale of the Securities into certain jurisdictions. The Securities cannot be offered or sold in the U.S. or to U.S. persons, nor held		

in the U.S. or by U.S. Persons at any time. The Securities may not be acquired or held by, or acquired with the assets of, any employee benefit plan subject to Title I of the United States Employee Retirement Income Security Act of 1974, as amended ("ERISA"), any individual retirement account or plan subject to Section 4975 of the United States Internal Revenue Code of 1986, or any entity whose underlying assets include "plan assets" within the meaning of Section 3(42) of ERISA by reason of any such employee benefit plan's account's or plan's investment therein.

C.2 *Where will the Securities be traded?*

Application is expected to be made by the Issuer (or on its behalf) for the Securities to be admitted to trading on the Luxembourg Stock Exchange's Regulated Market and to be listed on the official list of the Luxembourg Stock Exchange with effect from on or around the Issue Date.

C.3 *Is there a guarantee attached to the Securities?*

C.3.1 *Nature and scope of the Guarantee*

The payment obligations of MSBV in respect of the Securities are unconditionally and irrevocably guaranteed by Morgan Stanley (the "Guarantor" or "Morgan Stanley") pursuant to a guarantee dated as of 14 July 2023 (the "Guarantee") which is governed by New York law. The Guarantor's obligations under the Guarantee constitute direct, general and unsecured obligations of the Guarantor which rank without preference among themselves and *pari passu* with all other outstanding, unsecured and unsubordinated obligations of the Guarantor, present and future, but in the event of insolvency only to the extent permitted by laws affecting creditors' rights.

C.3.2 *Brief description of the Guarantor*

Morgan Stanley is incorporated and has its registered address in the U.S.A. Its legal entity identifier is IGJSL3JD5P30I6NJZ34. The Issuer is a financial holding company and is regulated by the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended.

C.3.3 *Key financial information of the Guarantor*

The information in respect of the years ended 31 December 2023 and 31 December 2022 is derived from Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2023.

Consolidated Income Statement

In USD (million)	2023	2022
Income before provision for income taxes	11,813	14,089

Balance Sheet

In USD (million)	31 December 2023	31 December 2022
Borrowings	263,732	238,058

Cash Flow Statement

In USD (million)	2023	2022
Net cash provided by (used for) operating activities	(33,536)	(6,397)
Net cash provided by (used for) financing activities	(2,726)	22,714
Net cash provided by (used for) investing activities	(3,084)	(11,632)

C.3.4 *Most material risk factors pertaining to the Guarantor*

The most material risk factors pertaining to Morgan Stanley are listed under section B.3 "What are the key risks that are specific to the Issuer?" above.

C.4 *What are the key risks that are specific to the Securities?*

- The Securities are not deposits or savings accounts and are not insured by the U.S. Federal deposit insurance corporation, the UK Financial Services Compensation Scheme, or any other governmental agency or instrumentality or deposit protection scheme anywhere, nor are they obligations of, or guaranteed by, a bank.
- The terms of certain Securities differ from those of ordinary debt securities because the Securities may not pay interest and, on maturity, depending on the performance of the Relevant Underlying, may return less than the amount invested or nothing.
- The Securities will not have the benefit of any cross-default or cross-acceleration with other indebtedness of MSBV or Morgan Stanley (as applicable). In addition, a covenant default by Morgan Stanley, as guarantor, or an event of bankruptcy, insolvency or reorganization of Morgan Stanley, as guarantor, does not constitute an event of default with respect to the Securities.
- The market price of Securities may be very volatile. Further, investors in Securities may receive no interest and payment of principal or interest, if applicable, may occur at a different time or in a different currency than expected. The Relevant Underlying may be subject to

significant fluctuations that may not correlate with changes in interest rates, currencies or other indices. The timing of changes in a Relevant Underlying may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Relevant Underlying the greater the effect on yield.

- It is impossible to predict how the level of the Relevant Underlying will vary over time. The historical performance value (if any) of the Relevant Underlying does not indicate the future performance of the Relevant Underlying. Factors such as volatility, interest rates, remaining term of the Securities or exchange rates will influence the price investors will receive if an investor sells its Securities prior to maturity.
- "Benchmarks" are subject to recent national, international and other regulatory reforms, which could have a material impact on any Securities linked to a "benchmark" index, including in any of the following circumstances: (i) certain "benchmarks" may be discontinued, or (ii) the administrator(s) of a "benchmark" may not obtain authorisation/registration or not be able to rely on one of the regimes available to non-EU benchmarks. Depending on the particular "benchmark" and the applicable terms of the Securities, the occurrence of such a circumstance may lead to such benchmark being deemed replaced with an alternative benchmark selected by the Determination Agent, adjustment to the terms and conditions of the Securities or early redemption of the Securities. Any of the above consequences could have a material adverse effect on the value of and return on any such Securities.
- The Index is comprised of a synthetic portfolio of other assets, and its performance may be dependent on the performance of such assets. Returns on the Securities do not reflect a direct investment in underlying shares or other assets comprising the Index. A change in the composition or discontinuance of an Index could adversely affect the market value of the Securities. Securities are not sold or promoted by the Index or the sponsor of such Index. The Issuer or its affiliates are not liable for the actions or omissions of the sponsor of the Index, any information concerning the Index, the performance of such Index or use thereof in connection with the Securities.
- Payment of interest and redemption and early redemption amounts on the Securities is conditional on the value or performance of the Relevant Underlying being greater than or equal to a specified barrier value, and if such condition (a "barrier condition") is not satisfied, a lower amount is payable than would otherwise have been payable on the Securities.

D. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

D.1 *Under which conditions and timetable can I invest in the Securities?*

The total amount of the offer is up to EUR 5,500,000

The Offer Period is the period from, and including, 2 April 2024 to, and including, 30 April 2024 for the Securities that will be offered by means of "online selling" and "door to door selling".

The minimum amount of application is EUR 5,000.

Conditions to which the offer is subject: Offers of the Securities are conditional upon their issue. The Issuer has the right to withdraw the offering of the Securities and cancel the issuance of the Securities prior to the end of the subscription period for any reason.

Description of the application process: A prospective investor should contact the Distributor during the Offer Period. The Distributor has the right to close the Offer Period early. A prospective investor will acquire the Securities in accordance with the arrangements existing between the Distributor and its customers relating to the subscription of securities generally and not directly with the Issuer or the Dealer.

Details of the method and time limited for paying up and delivering the Securities: The Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.

Manner in and date on which results of the offer are to be made public: The Issuer will arrange for the results of the offer to be published on the website of the Luxembourg Stock Exchange (www.luxse.com) on or around the Issue Date.

Plan of distribution and allotment

The Securities are being offered in Finland

Pricing

The Securities will be offered at the Issue Price.

Placing and Underwriting

Name and address of the distributor is Alexandria Group Oyj (the "**Distributor**") of Eteläesplanadi 22 A, 00130 Helsinki, Finland.

Issuing and Paying Agent: The Bank of New York Mellon, London Branch.

Determination Agent: Morgan Stanley & Co. International plc

Estimated Expenses charged to the investor by the Issuer or the offeror

Not applicable. There are no estimated expenses charged to the investor by the Issuer or the Authorised Offeror.

D.2 *Why has the prospectus been produced?*

Reasons for offer, use and estimated net amount of proceeds

The net proceeds of the issue of the Securities will be used by the Issuer for general corporate purposes.

Underwriting agreement on a firm commitment basis

The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

Conflicts of interest

Potential conflicts of interest may exist between the investor and the Determination Agent, who, under the terms of the Securities, may make such adjustments to the Securities as it considers appropriate as a consequence of certain events affecting the Relevant Underlying, and in doing so, is entitled to exercise substantial discretion.

SAMMANFATTNING	
A. INTRODUKTION OCH VARNINGAR	
A.1.1	<i>Namn och Internationellt Identifikationsnummer (ISIN) för Värdepapperen</i>
Tranche 1 av Serie A emission av upp till EUR 5 500 000 Aktierelaterade Obligationer med förfall 2031 ("Värdepapperen"). ISIN: XS2785895876.	
A.1.2	<i>Identitet och kontaktuppgifter till emittenten, inklusive dess identifieringskod för juridiska personer (LEI)</i>
Morgan Stanley B.V. (" Emittenten " eller " MSBV ") är bildat enligt lagstiftningen i Nederländerna och har sitt säte på Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, Nederländerna. MSBV:s identifieringskod för juridiska personer (LEI) är KG1FTTDCK4KNVM3OHB52	
A.1.3	<i>Identitet och kontaktuppgifter till den behöriga myndighet som godkänner Grundprospektet</i>
Grundprospektet har godkänts av Commission de Surveillance du Secteur Financier (" CSSF ") som behörig myndighet, vars postadress är 283, Route, d'Arlon, L-2991 Luxemburg, telefonnummer (+352) 26 251 - 2601, i enlighet med Förordning (EU) 2017/1129 (" Prospektförordningen ").	
A.1.4	<i>Dag för godkännande av Grundprospektet</i>
Grundprospektet godkändes den 14 juli 2023.	
A.1.5	<i>Varning</i>
Denna sammanfattning har upprättats i enlighet med Artikel 7 i Prospektförordningen och ska läsas som en introduktion till Grundprospektet. Varje beslut att investera i Värdepapperen ska ske med beaktande av Grundprospektet i dess helhet utav investeraren. En investerare kan förlora hela eller delar av sitt investerade kapital och, där en investerares ansvar inte är begränsat till investeringens belopp, kan denne förlora mer än det investerade beloppet. Om krav med bäring på informationen i Grundprospektet framställs i domstol kan käranden, enligt nationell rätt i Medlemsstaterna, vara skyldig att stå för kostnaden för att översätta Grundprospektet innan den juridiska processen inleds. Civilrättsligt ansvar kan uppkomma för de personer som har lagt fram denna Sammanfattning, inklusive varje översättning härav, men endast om Sammanfattningen är missvisande, felaktig eller oförenlig när den läses tillsammans med övriga delar av Grundprospektet eller om den inte, tillsammans med andra delar av Grundprospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i Värdepapperen.	
B. NYCKELINFORMATION OM EMITTENTEN	
B.1	<i>Vem är Emittent av Värdepapperen?</i>
B.1.1	<i>Hemvist, juridisk form, identifieringskod för juridiska personer (LEI), enligt vilken lagstiftning Emittenten bedriver verksamhet och i vilket land bolaget har bildats</i>
MSBV bildades som ett privat bolag med begränsat ägaransvar (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) underkastat lagstiftningen i Nederländerna. MSBV är registrerat i handelsregistret hos handelskammaren (<i>Kamer van Koophandel</i>). Dess säte är i Amsterdam. MSBV:s identifieringskod för juridiska personer (LEI) är KG1FTTDCK4KNVM3OHB52	
B.1.2	<i>Huvudsaklig verksamhet</i>
MSBV:s huvudsakliga verksamhet är emission av finansiella instrument och hedgning av åtaganden med anledning av sådana emissioner	
B.1.3	<i>Stora aktieägare</i>
MSBV kontrolleras ytterst av Morgan Stanley.	
B.1.4	<i>De viktigaste befattningshavarna</i>
B. Carey, D. Diab Abboud, P.J.G. de Reus, TMF Management B.V., A Doppenberg.	
B.1.5	<i>De lagstadgade revisorernas identitet</i>
Deloitte Accountants B.V.	
B.2	<i>Vad är Emittentens finansiella nyckelinformation?</i>
Informationen avseende åren som slutade den 31 december 2022 och den 31 december 2021 angiven nedan är hämtad från de reviderade finansiella räkenskaperna inkluderad i MSBV:s Årsredovisning för åren som slutade den 31 december 2022 och den 31 december 2021. Informationen avseende sexmånadersperioden som avslutades den 30 juni 2022 som anges nedan härrör från de oreviderade finansiella rapporterna som ingår i MSBV:s delårsrapport för juni 2022 och informationen avseende sexmånadersperioden som avslutades den 30 juni 2023 som anges nedan härrör från de oreviderade finansiella rapporterna som ingår i MSBV:s delårsrapport för juni 2023.	
Konsoliderad resultaträkning	

<i>I tusentals EUR</i>	2022	2021	Sex månader som slutade den 30 juni 2023 (oreviderad)	Sex månader som slutade den 30 juni 2022 (oreviderad)
Vinst före inkomstskatt	1 776	2 825	814	847

Balansräkning

<i>I tusentals EUR</i>	31 december 2022	31 december 2021	Sex månader som slutade den 30 juni 2023 (oreviderad)	Sex månader som slutade den 30 juni 2022 (oreviderad)
Finansiell nettoskuld (långfristig plus kortfristig skuld minus kontanta medel)	10 406 654	9 759 260	9 863 015	10 698 647
Balanslikviditet (omsättningstillgångar/kortfristiga skulder)	1,009:1	1,009:1	1,011:1	1,008:1
Skuldsättningsgrad (totala skulder/totalt eget kapital)	316:1	309:1	294:1	332:1

Kassaflödesanalys

<i>I tusentals EUR</i>	2022	2021	Sex månader som slutade den 30 juni 2023 (oreviderad)	Sex månader som slutade den 30 juni 2022 (oreviderad)
Nettokassaflöde från/(som används i) verksamhetsaktiviteter	3 042	(4 990)	(1 275)	80
Nettokassaflöde från/(som används i) finansieringsaktiviteter	(8 938)	(11 172)	(20 820)	(8 938)
Nettokassaflöde från investeringsaktiviteter	8 938	11 172	20 820	8 938

B.3 Vilka nyckelrisker är specifika för Emittenten?

- Risker relaterade till Emittenten och Garanten**

Innehavare av Värdepapper emitterade av Emittenten bär kreditrisken för Emittenten och/eller Garanten, som är risken att Emittenten och/eller Garanten inte kan uppfylla sina åtaganden enligt sådana Värdepapperen, oavsett huruvida sådana Värdepapper är kapitalskyddade eller principalskyddade eller hur kapitalbelopp, räntebelopp eller andra betalningar enligt sådana Värdepapper ska beräknas. Om Emittenten och/eller Garanten inte kan uppfylla sina åtaganden enligt Värdepapperen, kommer det ha en betydande negativ påverkan på investerarens avkastning på Värdepapperen och en investerare kan förlora hela sin investering.

Samtliga betydande tillgångar för MSBV är åtaganden för (eller värdepapper emitterade av) ett eller flera företag inom Morgan Stanley-Koncernen. Om något av dessa företag inom Morgan Stanley-Koncernen drabbas av förluster avseende någon av dess verksamheter (oavsett om dessa verksamheter är relaterade till MSBV eller inte) kan förmågan hos sådant företag att fullgöra sina åtaganden gentemot MSBV, försämrans och därigenom exponera innehavare av värdepapper emitterade av MSBV mot risk för förlust.

De följande nyckelriskerna påverkar Morgan Stanley, och eftersom Morgan Stanley är det yttersta holdingmoderbolaget för MSBV, påverkar de även MSBV:

- Risker relaterade till Morgan Stanleys finansiella ställning**

Morgan Stanleys verksamhetsresultat kan väsentligen påverkas av marknadsfluktuationer och av globala och ekonomiska händelser och andra faktorer, inklusive förändringar i tillgångsvärdering. Att inneha stora och koncentrerade positioner exponerar Morgan Stanley för stora förluster. Dessa faktorer kan resultera i förluster för en position eller portfölj som ägs av Morgan Stanley.

Morgan Stanley är exponerat för risken att tredje parter som är skuldsatta till företaget inte kommer uppfylla sina åtaganden, såväl som att ett förfall av en stor finansiell institution negativt kan påverka finansiella marknader. Sådana faktorer ger upphov till risken för förlust som uppstår när en låntagare, motpart eller emittent inte uppfyller sina finansiella åtaganden gentemot Morgan Stanley.

Likviditet är essentiellt för Morgan Stanleys verksamhet och Morgan Stanley förlitar sig på externa källor för att finansiera en betydande del av sin verksamhet. Morgan Stanleys lånekostnader och tillgång till skuld kapitalmarknader är beroende av dess kreditbetyg. Morgan Stanley är ett holdingbolag, har ingen verksamhet och är beroende av dess utdelning, distribution och andra betalningar från dess dotterföretag. Vidare har Morgan Stanleys likviditet och finansiella ställning historiskt varit, och kan i framtiden vara, negativt påverkad av amerikanska och internationella marknader och ekonomiska händelser. Som en följd av det föregående, finns det en risk att Morgan Stanley kan vara oförmöget att finansiera sin verksamhet på grund av förlorad tillgång till kapitalmarknaderna eller svårigheter att avyttra sina tillgångar.

- Risker relaterade till bedrivandet av Morgan Stanleys verksamhet**

Morgan Stanley är föremål för operationella risker, inklusive misslyckande, avbrott eller annan störning av dess verksamhet eller säkerhetssystem eller de för Morgan Stanleys tredje parter (eller dess tredje parter), såväl som mänskliga misstag eller tjänstefel, vilket negativt kan påverka dess verksamhet eller rykte. En cyberattack, informations- eller säkerhetsavbrott eller teknisk störning kan negativt påverka Morgan Stanleys förmåga att utöva sin verksamhet, hantera sin riskexponering eller resultera i avslöjande eller olaglig användning av konfidentiell eller proprietär information och i övrigt negativt påverka dess verksamhetsresultat, likviditet och finansiella ställning, såväl som orsaka en skada på dess rykte.

Morgan Stanleys riskhanteringsstrategier, modeller och processer kanske inte är till fullo effektiva vad avser lindring av dess riskexponering i alla marknadsmiljöer eller mot alla typer av risk. Vidare kan utbyte eller reformering av vissa räntesatsreferensvärden negativt påverka Morgan Stanleys verksamhet, värdepapper, finansiella ställning och verksamhetsresultat.

- **Juridisk, regulatorisk och regelefterlevnadsrisk**

Morgan Stanley är föremål för risker avseende juridiska eller regulatoriska sanktioner, betydande finansiella förluster inklusive böter, straff, domar, skadestånd och/eller förlikning, eller förlust av rykte som det kan lida som ett resultat av dess oförmåga att efterleva lagar, förordningar och regler, relaterade till självregleringsorganisationers standarder och uppförandekoder tillämpliga på dess verksamhet. Morgan Stanley är även föremål för kontraktuell och kommersiell risk, såsom risken att en motparts prestationsåtaganden inte kommer vara möjliga att verkställa. Vidare är Morgan Stanley föremål för regler och förordningar för att motverka penningtvätt, korruption och terroristfinansiering.

- **Andra risker relaterade till Morgan Stanleys verksamhet**

Morgan Stanley möter stark konkurrens från andra bolag som erbjuder finansiella tjänster, vilket kan leda till prissättningspress som kan påverka dess avkastning och lönsamhet betydande negativt. Vidare kan automatiserade handelsplatser negativt påverka Morgan Stanleys verksamhet och kan öka konkurrensen.

Morgan Stanley är föremål för åtskilliga politiska, legala, skatterättsliga, franchise och andra risker som ett resultat av dess internationella verksamhet (inklusive risker avseende nationalisering, expropriation, priskontroller, kapitalkontroller, börskontroller, ökad beskattning och avgifter samt andra restriktiva myndighetsåtgärder, såväl som utbrott av fientlighet eller politiskt och myndighetsrelaterad instabilitet) vilken negativt kan påverka dess verksamhet på många sätt. Storbritanniens utträde ur EU kan negativt påverka Morgan Stanley.

Morgan Stanley kan vara oförmöglet att till fullo fånga det förväntade värdet från avyttringar, joint ventures, minoritetsposter eller strategiska allianser.

Tillämpligheten av regulatoriska krav och strategier i USA eller andra jurisdiktioner för att främja en ordnad upplösning av stora finansiella institutioner kan utgöra en större risk för förlust för Morgan Stanleys Värdepappersinnehavare och för Morgan Stanley för andra restriktioner.

C. NYCKELINFORMATION OM VÄRDEPAPPAREN

C.1 Vilka är Värdepapperens viktigaste egenskaper?

C.1.1 Typ, klass och ISIN

Infoga huruvida Värdepapperen emitteras i form av Obligationer eller Certifikat

Värdepapperen emitteras i registrerad form ("**Registrerade Värdepapper**") i form av globalt certifikat. ISIN-koden för Värdepapperen är XS2785895876.

Värdepapperen är inte Värdepapper avseende vilka fysisk avveckling kan tillämpas eller kan väljas att tillämpas.

Ränta ska betalas på värdepapperen beräknad utifrån värdet eller utvecklingen för ett aktieindex.

Inlösenbelopp som ska betalas avseende Värdepapperen är relaterade till värdet på eller utvecklingen för ett aktieindex.

C.1.2 Valuta, denominering, parvärde, antal Värdepapper som emitteras och löptid

Den angivna valutan för Värdepapperen är euro ("**EUR**"). Den angivna valören för Värdepapperen är EUR 1 000. Det sammanlagda nominella beloppet av Obligationerna är upp till EUR 5 500 000 och emissionskursen per Värdepapper är 100 procent av par. Värdepapperen emitteras den 15 maj 2024 och Värdepapperen är planerade att förfalla den 15 maj 2031. Värdepapperen kan lösas in i förtid om en händelse för förtida inlösen inträffar.

C.1.3 Rättigheter förknippade med Värdepapperen

Värdepapperen är inte vanliga skuldvärdepapper och ränte- och/eller inlösenbeloppet är relaterade till utvecklingen för indexet som identifieras som Relevant Underliggande.

"**Relevant Underliggande**": Solactive NESTE AR 1.3 Index ("**Index**") (Bloomberg-kod: <SONEST13 Index>).

Ränta:

KUPONG VILLKORAD AV BARRIÄR

Värdepapperen är "**Kupong Villkorad av Barriär**". Om, på en Ränfastställeledag, Fastställelseagenten fastställer att Värdet (Knock-in) är större än eller lika med Värdet (Kupongbarriär) avseende den Ränfastställeledagen, kommer Emittenten att betala Kupongbeloppet på den omedelbart följande Ränfastställeledagen. Ingen ränta kommer annars att betalas av Emittenten. Kupongbeloppet, om något, kommer att vara ett belopp per Beräkningsbelopp lika med produkten av Kupongräntesatsen och Beräkningsbeloppet.

DEFINIERADE TERMER

Där:

"**Kupongräntesats**" kommer att vara en procentsats, inte lägre än 53,20%, fastställd av Fastställelseagenten vid slutet av erbjudandeperioden avseende Värdepapperen i enlighet med marknadsförhållandena vid sådan tidpunkt och som ska meddelas Värdepappersinnehavarna därefter genom publicering på www.alexandria.fi/XS2785895876; "**Initialt Referensvärde**" betyder det Relevanta Underliggande Värdet per Startdagen; "**Startdag**" betyder den 8 maj 2024; "**Räntebetalningsdag**" betyder den 15 maj 2031; "**Värde (Knock-in)**" betyder det Relevanta Underliggande Värdet enligt Villkoren för Fastställande av Värde angivna nedan; "**Relevant Underliggande Värde**" är värdet för den Relevanta Underliggande, fastställt enligt Villkoren för Fastställande av Värde angivna nedan; "**Räntefastställeledag**" betyder den 8 maj 2031; "**Värde (Kupongbarriär)**" betyder 70 procent av det Initiala Tillämpliga Värdet; och "**Beräkningsbelopp**" betyder EUR1 000.

AUTOCALL 2

Om, på någon Fastställelseledag för Automatisk Förtida Inlösen, Fastställelseagenten fastställer att Värdet (Knock-in) är större än eller lika med Värdet (Autocallbarriär) avseende sådan Fastställelseledag för Automatisk Förtida Inlösen, kommer Värdepapperen att lösas in på den omedelbart följande Inlösendagen vid Automatisk Förtida Inlösen till ett belopp per Beräkningsbelopp lika med produkten av (i) Beräkningsbeloppet och (ii) summan av (a) den Angivna Kursen och (b) Inlösenkursen vid Automatisk Förtida Inlösen.

Där:

"**Angiven Kurs**" betyder 100 procent; "**Värde (Autocall-Barriär)**" är 100 procent av det Initiala Tillämpliga Referensvärdet; "**Beräkningsbelopp**" betyder EUR1 000; "**Initialt Referensvärde**" betyder det Relevanta Underliggande Värdet per Startdagen; "**Startdag**" betyder den 8 maj 2024; "**Värde (Knock-in)**" betyder det Relevanta Underliggande Värdet fastställt enligt Villkoren för Fastställande av Värde angivna nedan; "**Relevant Underliggande Värde**" är värdet för den Relevanta Underliggande, fastställt enligt Villkoren för Fastställande av Värde angivna nedan; "**Inlösendag vid Automatisk Förtida Inlösen**" kommer att vara en procentsats avseende den relevanta Fastställelseledagen för Automatisk Förtida Inlösen, inte lägre än vad som anges i tabellen nedan, fastställd av Fastställelseagenten vid slutet av erbjudandeperioden avseende Värdepapperen i enlighet med marknadsförhållandena vid sådan tidpunkt och som kommer att meddelas Värdepappersinnehavarna därefter genom publicering på www.alexandria.fi/XS2785895876; och "**Fastställelseledagar för Automatisk Förtida Inlösen**" anges i tabellen nedan.

Fastställelseledag(ar) för Automatisk Förtida Inlösen	Inlösenkurs vid Automatisk Förtida Inlösen	Inlösendag(ar) vid Automatisk Förtida Inlösen:
8 maj 2025	Minimum 15,2%	15 maj 2025
8 augusti 2025	Minimum 19%	15 augusti 2025
10 november 2025	Minimum 22,8%	17 november 2025
9 februari 2026	Minimum 26,6%	16 februari 2026
8 maj 2026	Minimum 30,4%	15 maj 2026
10 augusti 2026	Minimum 34,2%	17 augusti 2026
9 november 2026	Minimum 38%	16 november 2026
8 februari 2027	Minimum 41,8%	15 februari 2027
10 maj 2027	Minimum 45,6%	17 maj 2027
9 augusti 2027	Minimum 49,4%	16 augusti 2027
8 november 2027	Minimum 53,2%	15 november 2027
8 februari 2028	Minimum 57%	15 februari 2028
8 maj 2028	Minimum 60,8%	15 maj 2028
8 augusti 2028	Minimum 64,6%	15 augusti 2028
8 november 2028	Minimum 68,4%	15 november 2028
8 februari 2029	Minimum 72,2%	15 februari 2029
8 maj 2029	Minimum 76%	15 maj 2029
8 augusti 2029	Minimum 79,8%	15 augusti 2029

8 november 2029	Minimum 83,6%	15 november 2029
8 februari 2030	Minimum 87,4%	15 februari 2030
8 maj 2030	Minimum 91,2%	15 maj 2030
8 augusti 2030	Minimum 95%	15 augusti 2030
8 november 2030	Minimum 98,8%	15 november 2030
10 februari 2031	Minimum 102,6%	17 februari 2031
8 maj 2031	Minimum 53,2%	15 maj 2031

Inlösen vid Förfalldagen:

SLUTLIG INLÖSEN ENSKILD BARRIÄR

Om, på Fastställsedagen, Fastställseagenten fastställer att Värdet (Knock-in) är större än eller lika med Värdet (Slutlig Inlösenbarriär), kommer Emittenten att betala ett belopp per Beräkningsbelopp lika med produkten av Beräkningsbeloppet och den Angivna Kursen 1. I alla andra fall, kommer Emittenten att betala ett belopp per Beräkningsbelopp lika med produkten av Beräkningsbeloppet, Deltagandegraden och värdet som är det Slutliga Referensvärdet dividerat med det Tillämpliga Initiala Referensvärdet.

Där:

"**Tillämpligt Initialt Referensvärde**" betyder att värde lika med produkten av det Initiala Referensvärdet och den Angivna Procentsatsen; "**Initialt Referensvärde**" betyder det Relevanta Underliggande Värdet per Startdagen; "**Startdag**" betyder den 8 maj 2024; "**Värde (Knock-in)**" betyder det Relevanta Underliggande Värdet fastställt enligt Villkoren för Fastställande av Värde angivna nedan; "**Relevant Underliggande Värde**" är värdet för den Relevanta Underliggande, fastställt enligt Villkoren för Fastställande av Värden angivna nedan; "**Angiven Procentsats**" betyder 100 procent; "**Angiven Kurs 1**" betyder 100 procent; "**Deltagandegrad**" betyder 100 procent; "**Slutligt Referensvärde**" är värdet för den Relevanta Underliggande, fastställt enligt Villkoren för Fastställande av Värden angivna nedan; "**Beräkningsbelopp**" betyder EUR1 000; "**Fastställsedag**" betyder den 8 maj 2031; och "**Värdet (Slutlig Inlösenbarriär)**" betyder 70 procent av den Initiala Referensnivån.

VILLKOR FÖR FASTSTÄLLANDE AV VÄRDE

Villkor för Fastställande av Värde för att fastställa Initialt Referensvärde, Slutligt Referensvärde och Relevant Underliggande Värde: Fastställseagenten kommer att fastställa värdet för Index per den planerade stängningstidpunkten på vardagar på börsen.

Avbrotthändelser: De följande avbrotthändelserna är tillämpliga avseende Index: Förändring i Lag, Ökad Kostnad för Hedgning och Hedgningsavbrott.

Avbrotthändelser kan påverka den Relevanta Underliggande och kan leda till justeringar och/eller förtida inlösen av Värdepapperen. Fastställseagenten ska fastställa huruvida Värdepapperen eller några börser eller priskällor påverkas av sådana händelser och kan komma att göra justeringar i Värdepapperen eller vidta andra lämpliga åtgärder, för att beakta relevanta justeringar eller händelser avseende den Relevanta Underliggande. Dessutom, under vissa omständigheter, kan Emittenten lösa in eller avsluta Värdepapperen i förtid efter varje sådan händelse. I sådant fall, avseende respektive Värdepapper, kommer Emittenten att erlagga ett belopp (vilket belopp kan, under vissa omständigheter, vara det rimliga marknadsvärdet för Värdepapperen vilket kan vara mindre än det nominella värdet eller värdet angivet därpå).

Skatteinlösen: Värdepapperen kan lösas in i förtid av skatteskäl vid ett belopp (fastställt av Fastställseagenten, agerandes i god tro och på ett kommersiellt försvarbart sätt) motsvarande det rimliga marknadsvärdet för sådant Värdepapper på sådan dag så som utvald av Fastställseagenten i god tro och på ett kommersiellt försvarbart sätt.

Uppsägningsgrundande Händelser: Om en Uppsägningsgrundande Händelse inträffar, kan Värdepapperen lösas in före dessas Förfalldag till Inlösenbeloppet vid Förtida Inlösen om Värdepappersinnehavare representerande inte mindre än 25 procent av det sammanlagda kapitalbeloppet för sådant Värdepapper ger skriftligt meddelande till Emittenten med förklaring att Värdepapperen är omedelbart förfallna till betalning.

Uppsägningsgrundande Händelser tillämpliga på Värdepapperen är som följer:

- (1) utebliven betalning av något belopp av kapital (inom 30 dagar från förfalldagen) eller något belopp av ränta (inom 30 dagar från förfalldagen) avseende Värdepapperen; och
- (2) Emittenten blir insolvent eller oförmögen att betala sina skulder när dessa förfaller, eller en förvaltare eller likvidator utsedd avseende Emittenten, eller helheten av eller en betydande del av dess företag, tillgångar eller intäkter (förutom när det gäller för att genomföra eller som ett led i genomförandet av en sammanslagning, rekonstruktion eller omorganisering medan den är solvent) eller Emittenten vidtar någon åtgärd för att ingå ett ackord med eller till förmån för sina borgenärer i allmänhet, eller en order ges eller ett effektivt beslut fattas om att Emittenten ska upplösas, likvideras eller upplösas (förutom när det gäller för att genomföra eller som ett led i genomförandet av en sammanslagning, rekonstruktion eller omorganisering medan den är solvent) och sådan order ges eller ett effektivt beslut är fortsatt i kraft och har inte upphävts, återkallats eller åsidosatts under 60 dagar efter det datum då sådan order gavs eller effektivt beslut fattades.

Förtida Inlösenbelopp: Det Förtida Inlösenbeloppet kommer fastställas av Fastställseagenten som det belopp som en kvalificerad finansiell institution (som är en finansiell institution organiserad under lagarna i någon av följande jurisdiktioner: USA, Europeiska Unionen eller Japan och som uppfyller vissa kreditvärderingskriterier, som Fastställseagenten utser för detta ändamål vid tidpunkten när

<p>det Förtida Inlösenbeloppet ska fastställas) skulle ta ut för att överta samtliga av Emittentens åtaganden under Värdepapperen eller att ikläda sig förpliktelser som skulle få effekten att bevara den ekonomiska motsvarigheten av varje betalning av Emittenten till Värdepappersinnehavarna avseende Värdepapperen.</p> <p>Tillämplig rätt: Värdepapperen kommer vara underkastade engelsk rätt.</p> <p>Begränsning av rättigheterna</p> <p>Preskription. Anspråk på kapitalbelopp och ränta vid inlösen avseende Värdepapperen ska bli ogiltiga, såvida inte värdepapperscertifikaten presenteras för betalning inom tio år från förfallodagen för betalning.</p>																									
C.1.4	<i>Värdepapperens rangordning i Emittentens kapitalstruktur vid insolvens</i>																								
<p>Värdepapperen utgör direkta och generella förpliktelser för Emittenten och rangordnas lika sinsemellan (<i>pari passu</i>).</p>																									
C.1.5	<i>Begränsningar av Värdepapperens fria överlåtbarhet</i>																								
<p>Ränta i Värdepapperen kommer att överföras i enlighet med det relevanta clearingsystemets förfaranden och förordningar, med förbehåll för restriktioner i försäljningen av Värdepapperen till vissa jurisdiktioner. Värdepapperen kan inte erbjudas eller säljas i USA eller till Amerikanska Personer, och kan inte heller innehas i USA eller av någon Amerikansk Person, vid någon tidpunkt. Värdepapperen får inte köpas eller innehas av, eller köpas med tillgångar av, någon förmånsplan för anställda som är föremål för <i>Title I United States Employee Retirement Income Security Act of 1974</i>, så som förändrad ("ERISA"), något individuellt pensionskonto eller pensionsplan som är föremål för <i>Section 4975 i United States Internal Revenue Code of 1986</i> eller någon enhet vars underliggande tillgångar inkluderar "plantillgångar" enligt innebörden av <i>Section 3(42)</i> i ERISA pga. något sådant konto för förmånsplan för anställda eller investeringsplan däri.</p>																									
C.2	<i>Var kommer Värdepapperen att handlas?</i>																								
<p>Ansökan förväntas göras av Emittenten (eller å dess vägnar) för att ta upp Värdepapperen till handel på Luxembourg Stock Exchanges reglerade marknad och inregistrering på den officiella listan hos Luxembourg Stock Exchange med verkan på eller omkring Emissionsdagen.</p>																									
C.3	<i>Omfattas Värdepapperen av en garanti?</i>																								
C.3.1	<i>Garantins art och omfattning</i>																								
<p>Betalningsförpliktelserna för MSBV avseende Värdepapperen är ovillkorligen och oåterkalleligen garanterade av Morgan Stanley ("Garanten" eller "Morgan Stanley") i enlighet med en garanti daterad den 14 juli 2023 ("Garantin"), vilken är underkastad New York-rätt. Garantens förpliktelser under Garantin utgör direkta, generella och icke säkerställda förpliktelser för Garanten som kommer rangordnas utan företräde sinsemellan och lika med alla andra utestående, icke säkerställda och icke efterställda förpliktelser för Garanten, nutida och framtida, men i händelse av konkurs, endast i den utsträckning som tillåts enligt lagar som påverkar borgenärs rättigheter.</p>																									
C.3.2	<i>Kort beskrivning av Garanten</i>																								
<p>Morgan Stanley är bildat i och har sitt säte i USA. Dess identifieringskod för juridiska personer (LEI) är IGJSJL3JD5P30I6NJZ34. Emittenten är ett finansiellt holdingbolag och är reglerat av The Board of Governors of the Federal Reserve System i enlighet med the Bank Holding Company Act av 1956, så som ändrad.</p>																									
C.3.3	<i>Garantens finansiella nyckelinformation</i>																								
<p>Informationen avseende åren som slutade den 31 december 2023 och den 31 december 2022 är hämtad från Morgan Stanleys Årsrapport på Form 10-K för året som slutade den 31 december 2023.</p> <p>Konsoliderad Resultaträkning</p> <table border="1"> <thead> <tr> <th>I miljontals USD</th> <th>2023</th> <th>2022</th> </tr> </thead> <tbody> <tr> <td>Intäkter före inkomstskatt</td> <td>11 813</td> <td>14 089</td> </tr> </tbody> </table> <p>Balansräkning</p> <table border="1"> <thead> <tr> <th>I miljontals USD</th> <th>31 december 2023</th> <th>31 december 2022</th> </tr> </thead> <tbody> <tr> <td>Lån</td> <td>263 732</td> <td>238 058</td> </tr> </tbody> </table> <p>Kassaflödesanalys</p> <table border="1"> <thead> <tr> <th>I miljontals USD</th> <th>2023</th> <th>2022</th> </tr> </thead> <tbody> <tr> <td>Kassaflöde från (som används i) verksamhetsaktiviteter, löpande verksamhet</td> <td>(33 536)</td> <td>(6 397)</td> </tr> <tr> <td>Kassaflöde från (som används i) finansieringsaktiviteter, löpande verksamhet</td> <td>(2 726)</td> <td>22 714</td> </tr> <tr> <td>Kassaflöde från (som används i) investeringsaktiviteter, löpande verksamhet</td> <td>(3 084)</td> <td>(11 632)</td> </tr> </tbody> </table>		I miljontals USD	2023	2022	Intäkter före inkomstskatt	11 813	14 089	I miljontals USD	31 december 2023	31 december 2022	Lån	263 732	238 058	I miljontals USD	2023	2022	Kassaflöde från (som används i) verksamhetsaktiviteter, löpande verksamhet	(33 536)	(6 397)	Kassaflöde från (som används i) finansieringsaktiviteter, löpande verksamhet	(2 726)	22 714	Kassaflöde från (som används i) investeringsaktiviteter, löpande verksamhet	(3 084)	(11 632)
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C.3.4	<i>De mest väsentliga riskfaktorerna som hänför sig till Garanten</i>																								
<p>De mest väsentliga riskfaktorerna som hänför sig till Morgan Stanley finns angivna i avsnitt B.3 "Vilka nyckelrisker är specifika för Emittenten?" ovan.</p>																									

C.4	Vilka nyckelrisker är specifika för Värdepapperen?
<ul style="list-style-type: none"> • Värdepapperen är inte insättningar eller sparkonton och är inte försäkrade av vare sig det amerikanska bolaget för insättningsförsäkring (U.S. Federal deposit insurance corporation) UK Financial Services Compensation Scheme eller något annat regeringsorgan eller -funktion eller insättningskyddsarrangemang någonstans. Värdepapperen utgör inte heller något åtagande för, och garanteras inte heller, av någon bank. • Villkoren för vissa Värdepapper kan skilja sig från de för vanliga skuldinstrument eftersom Värdepapperen kanske inte betalar ränta och, vid förfalldagen, beroende på utvecklingen för den Relevanta Underliggande, kan återbetala mindre än det investerade beloppet eller ingenting. • Värdepapperen kommer inte att dra fördel av någon uppsägnings- eller accelerationsgrund hänförlig till acceleration eller uppsägning av annan skuldsättning för MSBV eller Morgan Stanley (beroende på vad som är tillämpligt). Dessutom, en överträdelse av ett villkorsåtagande av Morgan Stanley, som garant, eller inträffandet av konkurs, insolvens eller rekonstruktion av Morgan Stanley, som garant, utgör inte en uppsägningsgrund avseende Värdepapperen. • Värdepapperen marknadskurs kan vara mycket volatil. Vidare kan investerare i Värdepapperen få ingen ränta och betalning eller betalning av kapital eller ränta, om tillämpligt, kan inträffa vid en annan tidpunkt eller i en annan valuta än väntat. Den Relevanta Underliggande kan vara föremål för betydande fluktuationer som kanske inte korrelerar med förändringar i räntesatser, valutor eller andra index. Tidpunkten för förändringar i en Relevant Underliggande kan påverka den faktiska avkastningen till investerare, även om den genomsnittliga nivån överensstämmer med deras förväntningar. Generellt sett, desto tidigare förändring i Relevant Underliggande desto större är effekten på avkastningen. • "Referensvärden" är föremål för nyligen genomförda nationella, internationella och andra regleringsreformer, som kan ha en väsentlig påverkan på Värdepapper relaterade till ett "referensvärdes"-index, inklusive i någon av följande omständigheter: (A) (i) vissa "referensvärden" kan avslutas, eller (ii) administratörerna för ett "referensvärde" kanske inte får tillstånd/registrering eller kan inte lita på ett av de system som är tillgängliga för icke-EU-referensvärden. Beroende på det specifika "referensvärdet" och de tillämpliga villkoren för Värdepapperen kan förekomsten av en sådan omständighet leda till att ett sådant referensvärde bedöms ersatt med ett alternativt referensvärde valt av Fastställelseagenten, anpassning till villkoren för Värdepapperen eller förtida inlösen av Värdepapperen. Vilken som helst av ovanstående konsekvenserna kan ha en väsentlig negativ inverkan på värdet på och avkastningen på sådana Värdepapper. • Index består av en syntetisk portfölj med andra tillgångar, och dess utveckling kan vara beroende av utvecklingen för sådana tillgångar. Avkastning på Värdepapper speglar inte en direktinvestering i underliggande aktier eller andra tillgångar som ingår i index. En förändring av sammansättningen av index eller nedläggande av ett index kan negativt påverka marknadsvärdet på Värdepapperen. Värdepapperen säljs inte och marknadsförs inte av något index eller av någon sponsor till sådant index. Emittenten och dess närtstående är inte ansvariga för åtgärder eller försummelser från sponsorn av ett index, någon information avseende index, utvecklingen för sådant index eller användningen av indexet i samband med Värdepapperen. • Det är omöjligt att förutsäga hur nivån för den Relevanta Underliggande kommer att variera över tid. Den historiska utvecklingen/värdet (om det finns något) för den Relevanta underliggande indikerar inte det framtida resultatet för den Relevanta Underliggande. Faktorer som volatilitet, räntesatser, återstående löptid för Värdepapperen eller valutakurser kommer att påverka priset som investerare får om en investerare säljer sina Värdepapper före förfalldagen. • Betalning av ränta och belopp vid inlösen samt förtida inlösen av Värdepapperen är villkorad av att värdet eller utvecklingen av den Relevanta Underliggande är större än eller lika med ett angivet barriärvärde, och om ett sådant villkor (ett "barriärvillkor") inte är uppfyllt ska ett lägre belopp betalas än vad som annars skulle ha betalats för Värdepapperen. 	
D. NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH/ELLER UPPTAGANDET TILL HANDEL PÅ EN REGLERAD MARKNAD	
D.1	<i>På vilka villkor och enligt vilken tidplan kan jag investera i Värdepapperen?</i>
<p>Det totala beloppet för erbjudandet uppgår till högst EUR 5 500 000.</p> <p>Erbjudandeperioden är perioden från och med den 2 april 2024 till och med den 30 april 2024. Värdepapperen kommer att erbjudas genom "onlineförsäljning" och "dörr-till-dörr"-försäljning.</p> <p>Minimibeloppet för ansökan är EUR 5 000.</p> <p><i>Villkor som erbjudandet är underkastat:</i> Erbjudandet av Värdepapperen är villkorat av att dessa emitteras. Emittenten har rätten att återkalla erbjudandet av Värdepapperen och ställa in emissionen av Värdepapperen före slutet av erbjudandeperioden av vilket skäl som helst.</p> <p><i>Beskrivning av ansökningsprocessen:</i> En presumtiv investerare bör kontakta Distributören under Erbjudandeperioden. Distributören har rätt att avsluta Erbjudandeperioden i förtid. En presumtiv investerare kommer att köpa Värdepapperen i enlighet med de arrangemang som existerar mellan Distributören och dess kunder avseende teckning av värdepapper i allmänhet och inte direkt med Emittenten eller Återförsäljaren.</p> <p><i>Beskrivningen av metoden och tidsgränser för betalning och leverans av Värdepapperen:</i> Värdepapperen kommer att emitteras på Emissionsdagen mot betalning av nettoteckningslikviderna.</p> <p><i>Sätt på och datum då resultaten av erbjudandet ska offentliggöras:</i> Emittenten kommer att arrangera så att resultaten för erbjudandet kommer att publiceras på webbplatsen för Luxembourg Stock Exchange (www.luxse.com) på eller omkring Emissionsdagen.</p> <p>Plan för distribution och tilldelning</p> <p>Värdepapperen erbjuds till icke-professionella investerare i Finland.</p> <p>Prissättning</p> <p>Värdepappererna kommer att erbjudas till Emissionskursen.</p> <p>Placering och underwriting</p> <p>Distributörens namn och adress är Alexandria Group Oyj ("Distributören"), Södra esplanaden 22 A, 00130 Helsingfors, Finland</p> <p>Emissions- och betalningsombud</p>	

The Bank of New York Mellon, London-filialen

Fastställelseagent

Morgan Stanley & Co. Internationella plc.

Uppskattade kostnader som Emittenten eller erbjudaren debiterar investeraren

Inte tillämpligt. Det finns inga uppskattade kostnader som debiteras investeraren av Emittenten eller den Auktoriserade Erbjudaren.

D.2

Varför upprättas detta prospekt?

Syfte med erbjudandet, användning av och uppskattade nettointäkter

Nettointäkterna från emissionen av Värdepapperens kommer användas av Emittenten för generella bolagsändamål.

Teckningsavtal med fast åtagande

Erbjudandet av Värdepapperen är inte föremål för ett teckningsavtal med fast åtagande.

Intressekonflikter

Potentiella intressekonflikter kan finnas mellan investeraren och Fastställelseagenten, som, under villkoren för Värdepapperen, kan göra sådana justeringar för Värdepapperen som den finner lämpliga som en konsekvens av vissa händelser som påverkar den Relevanta Underliggande och, när denne gör så, har rätt att utöva betydande gottfinnande.