

THIRD BASE PROSPECTUS SUPPLEMENT

MORGAN STANLEY & CO. INTERNATIONAL PLC

as issuer
(incorporated with limited liability in England and Wales)

REGULATION S PROGRAM FOR THE ISSUANCE OF NOTES AND CERTIFICATES, SERIES A AND SERIES B, AND WARRANTS

Morgan Stanley & Co. International plc (“**MSI plc**”) has prepared this third base prospectus supplement (the “**Third Base Prospectus Supplement**”) in respect of its Series EU693 issue of up to EUR 25,000,000 Fund Linked Notes due 2027 with ISIN XS2477492412 (the “**Notes**”) documented by way of Final Terms dated 1 September 2022 (as amended) (the “**Final Terms**”) to supplement and be read in conjunction with (i) the base prospectus dated 15 July 2022 of MSI plc, Morgan Stanley, Morgan Stanley B.V. and Morgan Stanley Finance LLC (each in its capacity as Issuer) and Morgan Stanley (in its capacity as Guarantor) (the “**Base Prospectus**”) as supplemented by the first supplement to the Base Prospectus dated 24 August 2022 and the second supplement to the Base Prospectus dated 14 September 2022, relating to the Regulation S Program for the Issuance of Notes and Certificates, Series A and Series B, and Warrants; and (ii) the Final Terms.

This Third Base Prospectus Supplement has been approved by the Luxembourg *Commission de Surveillance du Secteur Financier* (the “**CSSF**”), as competent authority under Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”) and constitutes a supplement for the purposes of Article 23(1) of the Prospectus Regulation.

The CSSF only approves this Third Base Prospectus Supplement as meeting the standard of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and the CSSF gives no undertaking as to the economic and financial soundness of any transaction or the quality or solvency of the Issuer. Such approval should not be considered as an endorsement of MSI plc or the quality of the Notes that are the subject of this Third Base Prospectus Supplement.

The Prospectus Regulation applies where the Notes are admitted to trading on a regulated market for the purpose of MiFID II and/or an offer of Notes is made to the to the public (within the meaning provided for the purposes of the Prospectus Regulation) in one or more Member States of the European Economic Area.

Unless otherwise defined in this Third Base Prospectus Supplement, terms defined in the Base Prospectus and the Final Terms shall have the same meaning when used in this Third Base Prospectus Supplement. To the extent that there is any inconsistency between any statement in this Third Base Prospectus Supplement and any other statement in, or incorporated by reference in, the Base Prospectus or the Final Terms, the statements in this Third Base Prospectus Supplement will prevail.

The purpose of this Third Base Prospectus Supplement is to extend the Offer Period in respect of the Notes and to reflect consequential changes to the Issue Date, Maturity Date, Specified Interest Payment Dates and other dates relating primarily to the valuation of the fund identified as the Relevant Underlying by:

- (a) making the amendments to items 6, 7, 24(G), 25(H) and 66 of Part A (*Contractual Terms*) of the Final Terms, as set out in “Part A” of this Third Base Prospectus Supplement;
- (b) making the amendments to item 1 of Part B (*Other Information*) of the Final Terms, as set out in “Part B” of this Third Base Prospectus Supplement; and
- (c) making the amendments to items A.1.1, C.1.2, C.1.3 and D.1 of the Issue-Specific Summary of the Securities appended to the Final Terms, as set out in “Part C” of this Third Base Prospectus Supplement.

In accordance with Article 23.2(a) of the Prospectus Regulation, investors who have already agreed to purchase or subscribe for, or have applied to purchase or subscribe for, any Notes prior to the publication of this Third Base Prospectus Supplement and where Securities had not yet been delivered to the investors at the time when the significant new factor, material mistake or material inaccuracy arose or was noted, shall have the right, exercisable within three Business Days following the date of publication of this Third Base Prospectus Supplement, to

withdraw their acceptances or applications by notice in writing to their personal adviser at Deutsche Bank Belgium. The final date within which such right of withdrawal must be exercised is 21 September 2022.

Save as disclosed in this Third Base Prospectus Supplement, no significant new factor, material mistake or material inaccuracy relating to information included in the Base Prospectus has arisen since the publication of the Base Prospectus.

MSI plc accepts responsibility for the information contained in this Third Base Prospectus Supplement and confirms that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in this Third Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

This Third Base Prospectus Supplement is available for viewing, and copies may be obtained from, the offices of MSI plc and the Paying Agents.

This Third Base Prospectus Supplement is available on Morgan Stanley's website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.bourse.lu.

16 September 2022

MORGAN STANLEY & CO. INTERNATIONAL PLC

CONTENTS

| | Page |
|--|-------------|
| PART A – AMENDMENTS TO PART A (CONTRACTUAL TERMS) OF THE FINAL TERMS | 4 |
| PART B – AMENDMENTS TO PART B (OTHER INFORMATION) OF THE FINAL TERMS | 6 |
| PART C – AMENDMENTS TO THE ISSUE-SPECIFIC SUMMARY OF THE SECURITIES APPENDED TO THE FINAL TERMS | 7 |

PART A - AMENDMENTS TO PART A (CONTRACTUAL TERMS) OF THE FINAL TERMS

1 Sub-paragraphs (i) (*Issue Date*) and (ii) (*Trade Date*) of item 6 included in Part A (*Contractual Terms*) of the Final Terms shall be deleted in their entirety and replaced with the following:

“

- | | | | |
|----|------|-------------|-----------------|
| 6. | (i) | Issue Date: | 31 October 2022 |
| | (ii) | Trade Date: | 19 August 2022 |

”

2 Sub-paragraphs (vi) (*Strike Date*) and (vii) (*Determination Date*) of item 6 included in Part A (*Contractual Terms*) of the Final Terms shall be deleted in their entirety and replaced with the following:

“

- | | | |
|-------|---------------------|-----------------|
| (vi) | Strike Date: | 31 October 2022 |
| (vii) | Determination Date: | 22 October 2027 |

”

3 Item 7 (*Maturity Date*) included in Part A (*Contractual Terms*) of the Final Terms shall be deleted in its entirety and replaced with the following:

“

- | | | |
|----|----------------|--|
| 7. | Maturity Date: | Scheduled Maturity Date is 29 October 2027 |
|----|----------------|--|

”

4 Sub-paragraph (vi) (*Determination Date*) under paragraph G (*Fund-Linked Interest Securities*) of item 24 (*Linked Interest Provisions: Relevant Underlying*) included in Part A (*Contractual Terms*) of the Final Terms shall be deleted in its entirety and replaced with the following:

“

- | | | |
|------|---------------------|-----------------|
| (vi) | Determination Date: | 22 October 2027 |
|------|---------------------|-----------------|

”

5 Sub-paragraphs (viii) (*Specified Interest Payment Dates*) and (ix) (*Valuation Date(s)*) under paragraph G (*Fund-Linked Interest Securities*) of item 24 (*Linked Interest Provisions: Relevant Underlying*) included in Part A (*Contractual Terms*) of the Final Terms shall be deleted in their entirety and replaced with the following:

“

- | | | |
|--------|-----------------------------------|------------------|
| (viii) | Specified Interest Payment Dates: | 14 November 2023 |
| | | 14 November 2024 |
| | | 14 November 2025 |
| | | 13 November 2026 |
| | | 29 October 2027 |
| (ix) | Valuation Date(s): | 22 October 2027 |

(General Condition 13.4)

”

- 6 Sub-paragraph (xii) (*Scheduled Redemption Valuation Date(s)*) under paragraph G (*Fund-Linked Interest Securities*) of item 24 (*Linked Interest Provisions: Relevant Underlying*) included in Part A (*Contractual Terms*) of the Final Terms shall be deleted in its entirety and replaced with the following:

“

- (xii) Scheduled Redemption 22 October 2027
Valuation Date(s):

”

- 7 Sub-paragraph (i) (*Interest Determination Date(s)*) under paragraph H (*Performance-Linked Coupon*) of item 25 (*Linked Interest Provisions: Interest Terms*) included in Part A (*Contractual Terms*) of the Final Terms shall be deleted in its entirety and replaced with the following:

“

- (i) Interest Determination Date(s): As set out in the following table:

| N | Interest Determination Dates |
|---|------------------------------|
| 1 | 31 October 2023 |
| 2 | 31 October 2024 |
| 3 | 31 October 2025 |
| 4 | 30 October 2026 |
| 5 | 22 October 2027 |

”

- 8 Item 66 (*Non-exempt Offer and Offer Period*) included in Part A (*Contractual Terms*) of the Final Terms shall be deleted in its entirety and replaced with the following:

“

66. Non-exempt Offer and Offer Period: An offer of the Notes may be made by the Deutsche Bank AG other than pursuant to Article 1(4) of the Prospectus Regulation in Belgium (“**Public Offer Jurisdictions**”) during the period from, and including 1 September 2022 to, and including 26 October 2022 (“**Offer Period**”)

subject to the following conditions: See further paragraph 7 of Part B below.

”

PART B – AMENDMENTS TO PART B (OTHER INFORMATION) OF THE FINAL TERMS

The sub-paragraph headed “*Last day of Trading*” under item 1 (*Listing and Admission to Trading*) included in Part B (*Other Information*) of the Final Terms shall be deleted in its entirety and replaced with the following:

“

Last day of Trading: 22 October 2027

”

**PART C - AMENDMENTS TO THE ISSUE-SPECIFIC SUMMARY OF THE SECURITIES
APPENDED TO THE FINAL TERMS**

- 1 Item A.1.1 (*Introduction and Warnings – Name and international securities identifier number (ISIN) of the Securities*) shall be deleted in their entirety and replaced with the following:

| | |
|---|---|
| “A.1.1 | <i>Name and international securities identifier number (ISIN) of the Securities</i> |
| Tranche 1 of Series A up to EUR 25,000,000 Fund Linked Notes due 2027 (the “ Securities ”). ISIN Code: XS2477492412” | |

- 2 Item C.1.2 (*Key Information on the Securities – Currency, denomination, par value, number of Securities issued and duration*) shall be deleted in their entirety and replaced with the following:

| | |
|---|---|
| “C.1.2 | Currency, denomination, par value, number of Securities issued and duration |
| The specified currency of the Securities is Euro. The specified denomination of the Securities is EUR 1,000. The aggregate nominal amount of the Notes is up to EUR 25,000,000 and the issue price per Security is 101 per cent. of par. The Securities issued on 31 October 2022 and are scheduled to mature on 29 October 2027. The Securities may redeem earlier if an early redemption event occurs.” | |

- 3 The definitions of the terms “*Interest Determination Date*”, “*Strike Date*” and “*Specified Interest Payment Date*” included under the heading “*Interest: – Defined Terms*” in item C.1.3 (*Key Information on the Securities – Rights attached to the Securities*) shall be deleted in their entirety and replaced with the following:

“Interest Determination Date means: 31 October 2023, 31 October 2024, 31 October 2025, 30 October 2026 and 22 October 2027;”

“Strike Date means 31 October 2022;”

“Specified Interest Payment Date means 14 November 2023, 14 November 2024, 14 November 2025, 13 November 2026 and 29 October 2027.”

- 4 The second sentence of item D.1 (*Key Information on the Offer of Securities to the Public and the Admission to Trading on a Regulated Market – Under which conditions and timetable can I invest in the Securities?*) shall be deleted in its entirety and replaced with the following:

“The Offer Period is the period from, and including, 1 September 2022 to, and (including) 26 October 2022.”