

## SECOND 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, SERIES A AND SERIES B, WARRANTS AND CERTIFICATES

Morgan Stanley & Co. International plc (“**MSI plc**”) has prepared this second base prospectus supplement (the “**Second 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 (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, 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 Second 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 Second 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 Issuers. Such approval should not be considered as an endorsement of MSI plc or the quality of the Notes that are the subject of this Second 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 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 Second Base Prospectus Supplement, terms defined in the Base Prospectus shall have the same meaning when used in this Second Base Prospectus Supplement. To the extent that there is any inconsistency between any statement in this Second Base Prospectus Supplement and any other statement in, or incorporated by reference in, the Base Prospectus, the statements in this Second Base Prospectus Supplement will prevail.

The purpose of this Second Base Prospectus Supplement is to correct an error in the Final Terms relating to the calculation of the Performance Linked Coupon by:

- (a) making the amendments to item 25(H)(i) of Part A (*Contractual Terms*) of the Final Terms, as set out in “Part A” of this Second Base Prospectus Supplement; and
- (b) making the amendments to item C.1.3 of the Issue-Specific Summary of the Securities appended to the Final Terms, as set out in “Part B” of this Second 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 Second 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 Second 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 19 September 2022.

Save as disclosed in this Second 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 Second 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 Second Base Prospectus Supplement is in accordance with the facts and does not omit anything likely to affect the import of such information.

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

This Second 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](http://www.bourse.lu).

14 September 2022

**MORGAN STANLEY & CO. INTERNATIONAL PLC**

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

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:

<b>N</b>	<b>Interest Determination Dates</b>
1	29 September 2023
2	30 September 2024
3	30 September 2025
4	30 September 2026
5	23 September 2027

”

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

The provisions under the headings “*Interest: - Performance Linked Coupon* and “*Interest: - Defined Terms*” in item C.1.3 (*Key Information of the Securities – Rights attached to the Securities*) shall be deleted in their entirety and replace with the following:

**“PERFORMANCE LINKED COUPON**

The Securities are "**Performance Linked Coupon**". The amount of interest payable on the Securities will be calculated per Calculation Amount on each Interest Determination Date equal to the product of (A) the Calculation Amount, and (B) the minimum of (I) 3.80 per cent. and (II) the value determined by first dividing Final Reference Value (Coupon) by Applicable Initial Reference Value and then minus 1 divided by N. Such interest (which may be zero) will be paid on the immediately following Interest Payment Date.

**DEFINED TERMS**

Where:

Calculation Amount means EUR 1,000;

Interest Determination Date means: 29 September 2023, 30 September 2024, 30 September 2025, 30 September 2026 and 23 September 2027

N is, in respect of an Interest Determination Date, the number (if any) corresponding to the relevant Interest Determination Date;

Final Reference Value (Coupon) is the Relevant Underlying Value as of each Interest Determination Date;

Applicable Initial Reference Value is the Relevant Underlying Value as of the Strike Date;

Strike Date means 30 September 2022;

Specified Interest Payment Date means 13 October 2023, 14 October 2024, 14 October 2025, 14 October 2026 and 30 September 2027.”