

**Morgan Stanley B.V. as Issuer**

**Legal Entity Identifier (LEI): KG1FTTDCK4KNVM3OHB52**

Issue of EUR 1,200,000 Equity Linked Notes due 2027

Guaranteed by Morgan Stanley under the

**Regulation S / 144A Program for the Issuance of Notes, Series A and B, Warrants and Certificates**

The Offering Circular referred to below (as completed by this Pricing Supplement) has been prepared on the basis that any offer of Notes in any Member State of the European Economic Area or in the United Kingdom (each, a "**Relevant State**") will be made pursuant to an exemption under Regulation (EU) 2017/1129 (as amended, the "**Prospectus Regulation**") or the Prospectus Regulation as it forms part of "retained EU law", as defined in the European Union (Withdrawal) Act 2018 (the "**EUWA**") (the "**UK Prospectus Regulation**") from the requirement to publish a prospectus for offers of the Notes. Accordingly any person making or intending to make an offer in that Relevant State of the Notes may only do so in circumstances in which no obligation arises for the Issuer or any Distribution Agent to publish a prospectus pursuant to Article 3 of the Prospectus Regulation or Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation or Article 23 of the UK Prospectus Regulation, in each case, in relation to such offer. Neither the Issuer nor any Distribution Agent has authorised, nor do they authorise, the making of any offer of Notes in any other circumstances.

Warning: Neither this Pricing Supplement nor the Offering Circular referred to below constitutes a "prospectus" for the purposes of the Prospectus Regulation or the UK Prospectus Regulation, and the Pricing Supplement and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Regulation or the UK Prospectus Regulation in relation to any Notes be offered and sold under hereby.

**THE NOTES ARE NOT DEPOSITS OR SAVINGS ACCOUNTS AND ARE NOT INSURED BY THE U.S. FEDERAL DEPOSIT INSURANCE CORPORATION OR ANY OTHER GOVERNMENTAL AGENCY OR INSTRUMENTALITY OR DEPOSIT PROTECTION SCHEME ANYWHERE, NOR ARE THEY OBLIGATIONS OF, OR GUARANTEED BY, A BANK.**

**PROHIBITION OF SALES TO EEA RETAIL INVESTORS:**

**THE NOTES 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 EUROPEAN ECONOMIC AREA (THE "EEA"). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:**

- (A) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF DIRECTIVE 2014/65/EU, AS AMENDED ("MIFID II");**
- (B) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE (EU) 2016/97, AS AMENDED, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR**
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN REGULATION (EU) 2017/1129, AS AMENDED.**

**CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "PRIIPs REGULATION") FOR OFFERING OR SELLING THE NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN OR WILL BE PREPARED AND THEREFORE OFFERING OR SELLING THE NOTES**

**OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPs REGULATION.**

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

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

- (A) THE TARGET MARKET FOR THE NOTES IS ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II; AND**
- (B) ALL CHANNELS FOR DISTRIBUTION OF THE NOTES TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE.**

**ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE NOTES (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 NOTES (BY EITHER ADOPTING OR REFINING THE MANUFACTURER'S TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.**

## PART A – CONTRACTUAL TERMS

THE NOTES DESCRIBED HEREIN AND ANY GUARANTEE IN RESPECT THEREOF, AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "**SECURITIES ACT**"), OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES. NEITHER THE ISSUER NOR THE GUARANTOR IS REGISTERED, OR WILL REGISTER, UNDER THE U.S. INVESTMENT COMPANY ACT OF 1940, AS AMENDED TRADING IN THE NOTES HAS NOT BEEN APPROVED BY THE U.S. COMMODITY FUTURES TRADING COMMISSION UNDER THE U.S. COMMODITY EXCHANGE ACT OF 1936, AS AMENDED.

THE NOTES DESCRIBED HEREIN, ANY INTEREST THEREIN ANY GUARANTEE IN RESPECT THEREOF, AND THE SECURITIES TO BE DELIVERED ON REDEMPTION OF THE NOTES (IF ANY) MAY NOT BE OFFERED, SOLD, PLEDGED, ASSIGNED, DELIVERED OR OTHERWISE TRANSFERRED OR REDEEMED AT ANY TIME, DIRECTLY OR INDIRECTLY, WITHIN THE UNITED STATES OR TO OR FOR THE ACCOUNT OR BENEFIT OF U.S. PERSONS (AS DEFINED IN REGULATIONS UNDER THE SECURITIES ACT). HEDGING TRANSACTIONS INVOLVING ANY "EQUITY SECURITIES" OF "DOMESTIC ISSUERS" (AS SUCH TERMS ARE DEFINED IN THE SECURITIES ACT AND REGULATIONS THEREUNDER) MAY ONLY BE CONDUCTED IN ACCORDANCE WITH THE SECURITIES ACT. SEE "SUBSCRIPTION AND SALE" AND "TRANSFER RESTRICTIONS" IN THE OFFERING CIRCULAR DATED 26 JUNE 2023. IN PURCHASING THE NOTES, A PURCHASER WILL BE DEEMED TO REPRESENT AND WARRANT THAT IT IS NOT (I) LOCATED IN THE UNITED STATES, (II) A U.S. PERSON, (III) SUBJECT TO U.S. FEDERAL INCOME TAX ON A NET BASIS (A "U.S. TAXPAYER") AND (IV) PURCHASING ON BEHALF OF, OR FOR THE ACCOUNT OR BENEFIT OF, ANY PERSON LOCATED WITHIN THE UNITED STATES, U.S. PERSON. OR U.S. TAXPAYER.

THE NOTES ARE NOT RATED.

This document constitutes the Pricing Supplement relating to the issue of the Notes described herein. This Pricing Supplement must be read in conjunction with the Offering Circular dated 26 June 2023 and the supplements to the Offering Circular dated 26 June 2023 dated 27 July 2023, 11 August 2023, 9 October 2023, 25 October 2023, 13 November 2023 and 12 December 2023 (together the "**Offering Circular**"). Full information on the Issuer, the Guarantor and the offer of the Notes is only available on the basis of the combination of this Pricing Supplement and the Offering Circular. Copies of the Offering Circular are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA. The Offering Circular has also been published on the website of the Euronext Dublin ([www.live.euronext.com](http://www.live.euronext.com)), the Luxembourg Stock Exchange ([www.luxse.com](http://www.luxse.com))

Capitalised terms used in this section and not defined herein shall have the respective meaning ascribed to each in Part A of this Pricing Supplement, or, if not defined in Part A, the meaning ascribed to each in the Offering Circular.

### **Information Concerning Investment Risk**

**Potential investors are urged to consult with their legal, regulatory, investment, accounting, tax and other advisors with regard to any proposed or actual investment in these Notes. Please see the Offering Circular together with the Pricing Supplement for a full detailed description of the Notes and in particular, please review the Risk Factors associated with these Notes (at pages 13 to 54 therein).**

## **GENERAL**

1.	(i)	Issuer:	Morgan Stanley B.V.
	(ii)	Guarantor:	Morgan Stanley
2.	(i)	Series Number:	26222
	(ii)	Tranche Number:	1
3.		Specified Currency or Currencies:	Euro (“EUR”)
4.		Aggregate Nominal Amount of the Notes:	
	(i)	Series:	EUR 1,200,000
	(ii)	Tranche:	EUR 1,200,000
5.		Issue Price:	100 per cent. of Par per Note
6.	(i)	Specified Denominations:	EUR 100,000
	(ii)	Calculation Amount (Par):	EUR 100,000
7.	(i)	Issue Date:	16 January 2024
	(ii)	Trade Date:	9 January 2024
	(iii)	Interest Commencement Date:	Not Applicable
	(iv)	Strike Date:	9 January 2024
	(v)	Determination Date:	11 January 2027
8.		Maturity Date:	18 January 2027, subject to adjustment in accordance with the Business Day Convention (i) in the event such date is not a Business Day or (ii) such that the Maturity Date shall always be at least five (5) Business Days following the Determination Date
9.	(i)	Supplementary Provisions for Belgian Notes:	Not Applicable
	(ii)	Minimum Redemption Amount:	Not Applicable
10.		Interest Basis:	Equity and Proprietary Index-Linked Interest. See item 21 (A) below
11.		Redemption/Payment Basis:	Equity and Proprietary Index-Linked Redemption. See item 37 (A) below
12.		Change of Interest or Redemption/Payment Basis:	Not Applicable
13.		Put/Call Options/Autocallable Early Redemption:	
	(i)	Redemption at the Option of the Issuer:	Not Applicable
		(Condition 24.5)	
	(ii)	Redemption at the Non-discretionary Option of the	Not Applicable

Issuer

(Condition 24.6)

(iii) Redemption at the Option of Not Applicable  
Noteholders:

(Condition 24.8)

(iv) Autocallable Early Applicable. See item 34.  
Redemption:

(Condition 21)

(v) Other put/call options: Not Applicable

14. (i) Status of the Notes: As set out in Condition 4.1

(Condition 4)

(ii) Status of the Guarantee: As set out in Condition 4.2

15. Method of distribution: Non-syndicated

#### RELEVANT UNDERLYING

16.

(A) Single Share Notes/Share Basket Notes: Applicable

(Condition 10)

(i) Whether the Notes relate to a Basket of Shares  
single share or a basket of  
shares (each, a "**Share**") and  
the identity of the relevant  
issuer(s) and class of the Share  
(each, a "**Share Issuer**"):

i	Underlying	Bloomberg ® Code	ISIN	Underlying Currency	Underlying Type	Exchange	Initial Reference Price <sub>i</sub>
1	TotalEnergies SE	TTE FP Equity	FR0000120271	EUR	Common Stock	Euronext (Paris)	Official closing price(i) on Strike Date.
2	Veolia Environnement SA	VIE FP Equity	FR0000124141	EUR	Common Stock	Euronext (Paris)	Official closing price(i) on Strike Date.

(ii) Partial Lookthrough ADR Not Applicable  
Provisions:

(iii) Full Lookthrough ADR Not Applicable  
Provisions:

(iv) Exchange(s): See table above.

(v) Related Exchange(s): All Exchanges

**PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE**

17.	Fixed Rate Note Provisions (Condition 5)	Not Applicable
18.	Floating Rate Note Provisions (Condition 6)	Not Applicable
19.	Zero Coupon Note Provisions (Condition 7)	Not Applicable
20.	Dual Currency-Linked Note Interest Provisions (Condition 8)	Not Applicable
21.	Equity and Proprietary Index-Linked Interest Note Provisions: (Condition 10)	Applicable
(A)	Single Share Notes/Share Basket Notes:	Applicable
	(i) Scheduled Trading Days and Disrupted Dates:	Common Scheduled Trading Days and Individual Disrupted Days: Applicable
	(ii) Partial Lookthrough Depositary Receipt Provisions:	Not Applicable
	(iii) Full Lookthrough Depositary Receipt Provisions:	Not Applicable
	(iv) Weighting for each Share comprising the Basket of Shares:	Not Applicable
	(v) Party responsible for calculating the Rate(s) of Interest and/or Interest Amount(s):	Morgan Stanley & Co. International plc (the “ <b>Determination Agent</b> ”). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the Determination Agent shall, in the absence of manifest error, wilful default or bad faith, be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
	(vi) Provisions for determining Rate(s) of Interest and/or Interest Amount(s) where calculated by reference to one or more Shares:	Unless an Early Redemption Event occurs, in respect of each Interest Determination Date, an amount (the “ <b>Interest Amount</b> ”) per Calculation Amount shall be payable on the corresponding Specified Interest Payment Date <sub>n</sub> as determined by the Determination Agent as follows:  (i) If on an Interest Determination Date <sub>n</sub> , the official closing price of each Underlying is equal to or greater than its respective Coupon Barrier Level, an amount in EUR calculated

as follows:

$$\left( \sum_{j=1}^n \text{Coupon}_j \right) - \text{Previously paid coupons}$$

(ii) Else, 0% of Par;

Where:

n	Coupon	“Coupon Barrier Level” as a percentage of Initial Reference Price
1	4.5%	50%
2	4.5%	50%
3	4.5%	50%
4	4.5%	50%
5	4.5%	50%
6	4.5%	50%

“Previously Paid Coupons” means, in respect of a Specified Interest Payment Date<sub>n</sub>, the aggregate amount of all Interest Amounts (if any) paid in respect of each Specified Interest Payment Date preceding such Specified Interest Payment Date<sub>n</sub>.

(vii) Provisions for determining Rate(s) of Interest and/or Interest Amount(s) where calculation by reference to one or more Shares is impossible or impracticable or otherwise disrupted: Determination Agent determination.

(viii) Interest Determination Date(s): Means, as specified below:

n	Interest Determination Date
1	9 July 2024
2	9 January 2025
3	9 July 2025
4	9 January 2026
5	9 July 2026
6	11 January 2027

Subject to adjustment in accordance with the applicable Business Day Convention if such date is not a Scheduled Trading Day or is a Disrupted Day.

(ix) Interest Period: As set out in Condition 2.1

(x) Valuation Date(s): 11 January 2027

(xi) Specified Interest Payment Date(s):

n	Specified Interest Payment Date:
1	16 July 2024
2	16 January 2025
3	16 July 2025
4	16 January 2026
5	16 July 2026
6	18 January 2027

Subject to adjustment in accordance with the applicable Business Day Convention.

(xii) Averaging Date: Not Applicable

(xiii) Averaging Date Disruption: Not Applicable

(xiv) Observation Date(s): Not Applicable

(xv) Observation Period(s): Not Applicable

(xvi) Additional Disruption Events: Change in Law, Hedging Disruption, Loss of Stock Borrow and Increased Cost of Hedging shall apply

(xvii) Business Day Convention: Following Business Day Convention

(xviii) Additional Business Centre(s): Not Applicable

(xix) Day Count Fraction: Not Applicable

(xx) Minimum Rate/Amount of Interest: Not Applicable

(xxi) Maximum Rate/Amount of Interest: Not Applicable

(xxii) Other special terms and conditions: Not Applicable

22. Commodity-Linked Interest Note Provisions (Condition 11) Not Applicable

23. Currency-Linked Interest Note Provisions (Condition 12) Not Applicable

24. Inflation-Linked Interest Note Provisions (Condition 13) Not Applicable

25. Property-Linked Interest Note Provisions Not Applicable



- (Condition 14)
26. Fund-Linked Interest Note Provisions Not Applicable
- (Condition 15)
27. Futures Contract-Linked Interest Note Provisions Not Applicable
- (Condition 16)
28. Credit-Linked Interest Note Provisions Not Applicable
- (Condition 17)
29. ETN-Linked Interest Note Provisions Not Applicable  
(Condition 18)
30. Rate-Linked Interest Note Provisions Not Applicable
- (Condition 19)
31. Preference Share-Linked Interest Note Provisions Not Applicable
- (Condition 20)

**PROVISIONS RELATING TO REDEMPTION**

32. Call Option Not Applicable  
(Condition 24.5 and Condition 24.6 (to the extent applicable))
33. Put Option Not Applicable  
(Condition 24.8)
34. Autocallable Early Redemption Applicable  
(Condition 21)

- (i) Autocallable Early Redemption See table below:  
Observation Date(s):

<b>n</b>	<b>Autocallable Early Redemption Observation Date(n)</b>	<b>Autocallable Early Redemption Date(n)</b>	<b>Autocall Level(n) (as % of Initial Reference Price)</b>	<b>Autocallable Early Redemption Amount (as % of Par)</b>
1	9 July 2024	16 July 2024	100%	100%
2	9 January 2025	16 January 2025	100%	100%
3	9 July 2025	16 July 2025	100%	100%
4	9 January 2026	16 January 2026	100%	100%
5	9 July 2026	16 July 2026	100%	100%

- (ii) Autocallable Early Redemption Amount(s) of each Note and method and calculation of such If on any Autocallable Early Redemption Observation Date<sub>n</sub>, the official closing price of each Underlying<sub>i</sub> is equal to or greater than its relevant Autocall Level<sub>n</sub>, the Notes will be automatically redeemed on the

	amount(s):	corresponding Autocallable Early Redemption Date <sub>n</sub> at the Autocallable Early Redemption Amount.
	(iii) Autocallable Early Redemption Date(s):	See table above.
35.	Final Redemption Amount of each Note (Condition 24.1)	Final Redemption Amount specified below
	(i) Final Bonus:	Not Applicable
36.	Dual Currency Redemption Provisions (Condition 8)	Not Applicable
37.	Equity and Proprietary Index-Linked Redemption Provisions: (Condition 10)	Applicable
(A)	Single Share Notes/Share Basket Notes:	Applicable
	Scheduled Trading Days and Disrupted Days:	Common Scheduled Trading Days and Individual Disrupted Days: Applicable
	(i) Determination Agent responsible for calculating the Final Redemption Amount:	Morgan Stanley & Co. International plc (the “ <b>Determination Agent</b> ”). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the Determination Agent shall, in the absence of manifest error, wilful default or bad faith, be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
	(ii) Provisions for determining Final Redemption Amount:	Unless previously redeemed, or purchased and cancelled in accordance with the Conditions, the Issuer shall redeem the Notes on the Maturity Date at the Final Redemption Amount per Note as determined by the Determination Agent as follows: <ul style="list-style-type: none"> <li>(i) If on the Determination Date, the Final Reference Price of the Lowest Performing Underlying is equal to or greater than its Barrier Level: <p style="text-align: center;">100% of Par</p> </li> <li>(ii) If on the Determination Date, the Final Reference Price of the Lowest Performing Underlying is below its Barrier Level: <p style="text-align: center;">Physical Delivery of the Number of shares and an amount of cash equal to the Cash Residual</p> </li> </ul>

Where:

“**Lowest Performing Underlying**” (“LPU”) means the

Underlying which generates the lowest result from the following calculation:

$[\text{Final Reference Price}_i / \text{Initial Reference Price}_i]$

For the avoidance of doubt, if there is more than one Underlying with the lowest result, the Determination Agent shall determine the LPU in its sole discretion

“**Barrier Level**” means 50 per cent of the Initial Reference Price<sub>i</sub> (European Barrier);

“**Final Reference Price<sub>i</sub>**” means the official closing price of the Underlying<sub>i</sub> on the Determination Date;

“**Initial Reference Price<sub>i</sub>**” means as specified in the above table at item 16 (A) (i);

“**Final Reference Price LPU**” means the Final Reference Price of the Lowest Performing Underlying;

“**Initial Reference Price LPU**” means the Initial Reference Price of the Lowest Performing Underlying;

“**Number of Shares**” means a number of shares calculated as follows: Par / Initial Reference Price LPU rounded down to the nearest round lot as permitted by the Exchange for trading purposes, and the remaining fractional share amount (being the “**Residual Amount**”) shall be paid in EUR as the Cash Residual; and

“**Cash Residual**” means an amount equal to (Residual Amount \* Final Reference Price LPU), rounded down to two decimal places.

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|-------|---|--|
| (iii) | Whether redemption of the Notes will be by (a) Cash Settlement or (b) Physical Settlement or (c) in certain circumstances depending on the closing price of the Shares, Cash Settlement or Physical Delivery at the option of the Issuer: | Cash Settlement and/or Physical Delivery |
| (iv)  | Provisions for determining Final Redemption Amount where calculation by reference to one or more Shares is impossible or impracticable or otherwise disrupted:  | Determination Agent determination        |
| (v)   | Weighting for each Underlying:  | Not Applicable                           |
| (vi)  | Averaging Dates:  | Not Applicable                           |
| (vii) | Averaging Date Disruption:  | Not Applicable                           |

	(viii)	Observation Date(s):	Not Applicable
	(ix)	Observation Period:	Not Applicable
	(x)	Determination Time(s):	As set out in the Conditions
	(xi)	Valuation Date(s):	11 January 2027
	(xii)	Delivery provisions for Shares (including details of who is to make such delivery):	As set out in the Condition 27 (Physical Settlement)
	(xiii)	Physical Settlement:	Applicable
	(xiv)	Additional Disruption Events:	Change in Law, Hedging Disruption, Loss of Stock Borrow and Increased Cost of Hedging shall apply
	(xv)	Eligible Share:	Not Applicable
	(xvi)	Business Day Convention:	Following Business Day Convention
	(xvii)	Additional Business Centre(s):	Not Applicable
	(xviii)	Other special terms and conditions:	Not Applicable
38.		Commodity-Linked Redemption Provisions (Condition 11)	Not Applicable
39.		Currency-Linked Redemption Provisions (Condition 12)	Not Applicable
40.		Inflation-Linked Redemption Provisions (Condition 13)	Not Applicable
41.		Property-Linked Redemption Provisions (Condition 14)	Not Applicable
42.		Fund-Linked Redemption Provisions (Condition 15)	Not Applicable
43.		Futures Contract-Linked Redemption Provisions (Condition 16)	Not Applicable
44.		Credit-Linked Redemption Provisions (Condition 17)	Not Applicable
45.		ETN-Linked Redemption Provisions (Condition 18)	Not Applicable
46.		Rate-Linked Interest Note Provisions	Not Applicable

- (Condition 19)
47. Preference Share-Linked Redemption Provisions: Not Applicable
- (Condition 20)
48. (i) Early Redemption Amount upon Event of Default (Condition 29): Qualified Financial Institution Determination
- (ii) Early redemption amount payable upon an event described in Condition 6.18/10.2(d)/10.2(f)/10.4(a)(iii)/10.4(b)(iii)/10.5(c)/10.6(c)/10.7(c)/10.8(c)/11.4(c)/11.6(d)/11.7(d)/11.8(b)/12.6(a)(iii)/12.8(c)/13.2(e)/13.6(c)14.3/14.8/14.9(c)/15.4/19.9/19.10/20.6/20.7: Fair Market Value Less Costs
- (iii) Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons: Fair Market Value Less Costs
- (Condition 24.3)
- (iv) Early Redemption Amount (Condition 6.18) Not Applicable
- (v) CMS Reference Rate – Effect of Benchmark Transition Event and Benchmark Amendment Event as described in Condition 6.19 (CMS Reference Rate - Effect of Index Cessation Event) Not Applicable

49. Illegality and Regulatory Event:

(Condition 30)

- (i) Illegality and Regulatory Event: Applicable
- (ii) Early Redemption Amount (Illegality and Regulatory Event): Fair Market Value Less Costs

50. Substitution of Issuer or Guarantor with non Morgan Stanley Group entities: Applicable

(Condition 41.2)

51. Governing Law: English Law

**GENERAL PROVISIONS APPLICABLE TO THE NOTES**

52. Form of Notes: Registered  
Global Note Certificate registered in the name of a

	(Condition 3)	nominee for a common depository for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Note Certificates in the limited circumstances described in the Global Note Certificate
53.	Record Date:	The Record Date is one Clearing System Business Day before the relevant due date for payment
54.	Additional Financial Centre(s) or other special provisions relating to Payment Business Day:	Target only
55.	Determination Agent:	Morgan Stanley & Co. International plc (the “ <b>Determination Agent</b> ”). The Determination Agent shall act as an expert and not as an agent for the Issuer or the Noteholders. All determinations, considerations and decisions made by the Determination Agent shall, in the absence of manifest error, wilful default or bad faith, be final and conclusive and the Determination Agent shall have no liability in relation to such determinations except in the case of its wilful default or bad faith.
56.	Details relating to Partly Paid Notes: amount of each payment comprising the Issue Price and date on which each payment is to be made and consequences (if any) of failure to pay, including any right of the Issuer to forfeit the Notes and interest due on late payment:	Not Applicable
57.	Details relating to Instalment Notes: amount of each instalment, date on which each payment is to be made:	Not Applicable
58.	Redenomination, renominalisation and reconventioning provisions:	Not Applicable
59.	Restrictions on free transferability of the Notes:	None
60. A	Inconvertibility Event Provisions A: (Condition 22)	Not Applicable
60. B	Inconvertibility Event Provisions B: (Condition 22)	Not Applicable
61.	CNY Center:	Not Applicable
62.	Taxation:	
	(i) Condition 28.1:	"Additional Amounts" is Not Applicable
	(ii) Condition 28.3:	Implementation of Financial Transaction Tax: Applicable
63.	Other terms:	Not Applicable

## DISTRIBUTION

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|-----|--|--|
| 64. | If syndicated, of Managers and underwriting commitments (and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers) | Not Applicable   |
|     | Date of Subscription Agreement:  | Not Applicable   |
|     | Stabilising Manager(s) (if any):   | Not Applicable   |
| 65. | If non-syndicated, name and address of Dealer:   | Morgan Stanley & Co. International plc<br>25 Cabot Square<br>London E14 4QA  |
| 66. | U.S. Selling Restrictions:   | Regulation S   |
| 67. | Total commission and concession:   | In connection with the offer and sale of the Notes, the Issuer, the Dealer or their affiliates will pay to any intermediary a one time or recurring intermediary fee. The total intermediary fees payable, will not exceed 1.00%. Further information is available from the intermediary upon request. |
| 68. | Additional selling restrictions:   | Not Applicable   |

#### **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 Notes. Investors should seek their own advice based upon their particular circumstances from an independent tax advisor.**

A U.S. investor should review carefully the section entitled "United States Federal Taxation" in the Offering Circular.

#### **PURPOSE OF PRICING SUPPLEMENT**

This Pricing Supplement comprises the pricing supplement required to list and have admitted to trading, on the Global Exchange Market of Euronext Dublin, the issue of the Notes described herein pursuant to the Regulation S / 144A Program for the Issuance of Notes, Series A and B, Warrants and Certificates.

#### **POTENTIAL SECTION 871(m) TRANSACTION**

Please see paragraph 5 of Part B – Other Information to this Pricing Supplement for additional information regarding withholding under Section 871(m) of the Code.

**RESPONSIBILITY**

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

Signed on behalf of the Issuer:

By: .....  
Duly authorised

**TMF Management B.V. Represented by**



A. Doppenberg P.J.G. de Reus S.A.J. Engel J.C.P. van Uffelen  
Attorney in fact B Attorney in fact A



## PART B – OTHER INFORMATION

### 1. LISTING

Listings and admission to Trading Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to the Official List of Euronext Dublin and trading on its Global Exchange Market 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 Notes on the relevant stock exchange(s) over their entire lifetime.

Estimate of total expenses related to admission to trading: EUR 800

### 2. RATINGS

Ratings: The Notes will not be rated

### 3. Notes linked to a Relevant Underlying only – PERFORMANCE OF EQUITY/INDEX/COMMODITY/CURRENCY/FUND/FUTURES CONTRACT/FORMULA/OTHER VARIABLE AND OTHER INFORMATION CONCERNING THE UNDERLYING

Further details on the Underlyings can be found on Bloomberg® page:

Underlying	BBG Code
TotalEnergies SE	TTE FP Equity
Veolia Environnement SA	VIE FP Equity

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

### 4. OPERATIONAL INFORMATION

ISIN: XS2722666976

Common Code: 272266697

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

CFI: DTVNFR

FISN: MORGAN STANLEY/VAREMTN 20270118

Delivery: Delivery free of payment

Names and addresses of initial Paying Agent(s): As per the Conditions

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 Pricing Supplement, should the Eurosystem eligibility criteria be amended in the future such that the Notes are capable of

meeting them the Notes 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 Notes will then be recognised as eligible collateral for Eurosystem monetary policy and intraday 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.

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| 5. <b>POTENTIAL SECTION 871(m) TRANSACTION:</b>   | The Issuer has determined that the Notes should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no withholding is required, unless such agent or withholding agent knows or has reason to know otherwise. |
| 6. <b>PROHIBITION OF SALES TO EEA RETAIL INVESTORS:</b>   | Applicable  |
| 7. <b>PROHIBITION OF SALES TO UK RETAIL INVESTORS:</b>  | Applicable  |
| 8. <b>SWISS OFFER RESTRICTIONS:</b>   | The Notes documented in this Pricing Supplement are not being offered, sold or advertised, directly or indirectly, in Switzerland.  |
| 9. <b>PROHIBITION TO OFFER TO RETAIL INVESTORS IN SWITZERLAND:</b>                              | Not Applicable  |
| 10. <b>DETAILS OF BENCHMARKS ADMINISTRATORS AND REGISTRATION UNDER EU BENCHMARKS REGULATION</b> | Not Applicable  |
| 11. <b>DETAILS OF BENCHMARKS ADMINISTRATORS AND REGISTRATION UNDER UK BENCHMARKS REGULATION</b> | Not Applicable  |