

Morgan Stanley Finance LLC as Issuer

Legal Entity Identifier (LEI): 5493003FCPSE9RKT4B56

Issue of USD 500,000 Equity Linked Notes due 2029

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 UK 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 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 (THE "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 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 THE EUWA; OR**
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN REGULATION (EU) 2017/1129 AS IT FORMS PART OF "RETAINED EU LAW", AS DEFINED IN THE EUWA.**

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

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.

UK MIFIR 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 ONLY 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 THE EUROPEAN UNION (WITHDRAWAL) ACT 2018 (“EUWA”) (“UK MIFIR”); 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 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 NOTES (BY EITHER ADOPTING OR REFINING

THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

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 MANUFACTURERS' 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 MANUFACTURERS' 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 REGULATION S 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, 12 December 2023, 22 January 2024, 8 March 2024 and 23 April 2024 (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), the Luxembourg Stock Exchange (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).

Status of the Issuer Notes; relationship with Morgan Stanley Notes: The Notes issued by the Issuer are its unsecured obligations and holders of these Notes are direct creditors of the Issuer, as well as direct creditors of Morgan Stanley under the related guarantee. As a finance subsidiary, the Issuer has no independent operations beyond the issuance and administration of its Notes and is expected to have no independent assets available for distributions to holders of the Notes if they make claims in respect of the Notes in a

bankruptcy, resolution or similar proceeding. Accordingly, any recoveries by such holders will be limited to those available under the related guarantee by Morgan Stanley and that guarantee will rank pari passu with all other outstanding unsecured and unsubordinated obligations of Morgan Stanley, present and future, but, in the event of insolvency, only to the extent permitted by laws affecting creditors' rights. Holders of the Notes issued by the Issuer should accordingly assume that in any such proceedings they would not have any priority over and should be treated pari passu with the claims of other unsecured, unsubordinated creditors of Morgan Stanley, including holders of Morgan Stanley-issued Notes.

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

GENERAL

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| 1. | (i) | Issuer: | Morgan Stanley Finance LLC |
| | (ii) | Guarantor: | Morgan Stanley |
| 2. | (i) | Series Number: | 27387 |
| | (ii) | Tranche Number: | 1 |
| 3. | | Specified Currency or Currencies: | U.S. Dollar (“USD”) |
| 4. | | Aggregate Nominal Amount of the Notes: | |
| | (i) | Series: | USD 500,000 |
| | (ii) | Tranche: | USD 500,000 |
| 5. | | Issue Price: | 100 per cent. of Par per Note |
| 6. | (i) | Specified Denominations: | USD 1,000 |
| | (ii) | Calculation Amount (Par): | USD 1,000 |
| 7. | (i) | Issue Date: | 15 May 2024 |
| | (ii) | Trade Date: | 24 April 2024 |
| | (iii) | Interest Commencement Date: | Not Applicable |
| | (iv) | Strike Date: | 24 April 2024 |
| | (v) | Determination Date: | 24 April 2029 |
| 8. | | Maturity Date: | 1 May 2029, 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: Not Applicable
11. Redemption/Payment Basis: Equity and Proprietary Index-Linked Redemption. See item 37 (C) below
12. Change of Interest or Redemption/Payment Basis: Not Applicable
13. Put/Call Options/Autocallable Early Redemption: Not Applicable
- (i) Redemption at the Option of the Issuer: Not Applicable
(Condition 24.5)
- (ii) Redemption at the Non-discretionary Option of the Issuer: Not Applicable
(Condition 24.6)
- (iii) Redemption at the Option of Noteholders: Not Applicable
(Condition 24.8)
- (iv) Autocallable Redemption: Early Not Applicable
(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.
- (C) Single ETF Notes, ETF Basket Notes: Applicable
(Condition 10)
- (i) Whether the Notes relate to a single ETF or a basket of ETFs (each, an "**ETF Interest**" and the identity of the related ETF (each, an "**ETF**")): Single ETF Notes

i	Underlying	Bloomberg® Code	ISIN	Exchange	Initial Reference Price
1	IShares® MSCI	EEM UP Equity	US4642872349	The New York Stock	Official closing price on Strike Date.

	Emerging Markets ETF			Exchange Arca	
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(ii) Exchange(s): See table above

(iii) 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)	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 (Condition 14)	Not Applicable
26.	Fund-Linked Interest Note Provisions (Condition 15)	Not Applicable
27.	Futures Contract-Linked Interest Note Provisions (Condition 16)	Not Applicable
28.	Credit-Linked Interest Note Provisions (Condition 17)	Not Applicable
29.	ETN-Linked Interest Note Provisions (Condition 18)	Not Applicable

30.	Rate-Linked Interest Note Provisions	Not Applicable
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(Condition 19)

31.	Preference Share-Linked Interest Note Provisions	Not Applicable
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(Condition 20)

PROVISIONS RELATING TO REDEMPTION

32.	Call Option	Not Applicable
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(Condition 24.5 and Condition 24.6 (to the extent applicable))

33.	Put Option	Not Applicable
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(Condition 24.8)

34.	Autocallable Early Redemption	Not Applicable
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(Condition 21)

35.	Final Redemption Amount of each Note	Final Redemption Amount specified below
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(Condition 24.1)

(i)	Final Bonus:	Not Applicable
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36.	Dual Currency Redemption Provisions	Not Applicable
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(Condition 8)

37.	Equity and Proprietary Index-Linked Redemption Provisions:	Applicable
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(Condition 10)

(C)	Single ETF Notes/ETF Basket Notes	Applicable
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(i)	Determination Agent responsible for calculating the Final Redemption Amount:	Morgan Stanley & Co. International plc (the “ Determination Agent ”). 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.
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(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:
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Par * (Capital Protection + Participation * Min [Cap; Max (0%; Underlying Performance - Strike)])

Where the Maximum Redemption Amount is 140%

Where:

“**Barrier Level**” means per cent of the Initial Reference Price;

“**Underlying Performance**” means Final Reference Price / Initial Reference Price;

“**Cap**” means 40 per cent.;

“**Capital Protection**” means 100 per cent.;

“**Strike**” means 100 per cent.;

“**Participation**” means 100 per cent.;

“**Final Reference Price**” means the official closing price of the Underlying on the Determination Date; and

“**Initial Reference Price**” means as specified in the above table at item 16 (C) (i).
Cash Settlement

(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 ETF Interests or Basket of ETF Interests, Cash Settlement or Physical Delivery at the option of the Issuer:	
(iv)	Weighting for each ETF comprising the basket:	Not Applicable
(v)	Averaging Dates:	Not Applicable
(vi)	Averaging Date Disruption:	Not Applicable
(vii)	Observation Date(s):	Not Applicable
(viii)	Observation Period:	Not Applicable
(ix)	Determination Time(s):	As set out in the Conditions
(x)	Valuation Date(s)	24 April 2029
(xi)	Delivery provisions for ETF Interests (including details of who is to make such delivery):	Not Applicable
(xii)	Physical Settlement:	Not Applicable
(xiii)	Eligible ETF Interest:	Not Applicable
(xiv)	Additional Extraordinary ETF Event(s):	As set out in Condition 10.6
(xv)	Additional Disruption Events:	Change in Law, Hedging Disruption and Increased Cost of Hedging shall apply

	(xvi)	Business Day Convention:	Modified 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 (Condition 19)	Not Applicable
47.		Preference Share-Linked Redemption Provisions: (Condition 20)	Not Applicable
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.	Fair Market Value Less Costs

8/14.9(c)/15.4/19.9/19.10/20.6/
20.7:

(iii)	Early redemption amount(s) per Calculation Amount payable on redemption for taxation reasons:	Fair Market Value Less Costs
	(Condition 24.2)	
(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: (Condition 41.2)	Applicable
51.	Governing Law:	English Law
GENERAL PROVISIONS APPLICABLE TO THE NOTES		
52.	Form of Notes: (Condition 3)	Registered Global Note Certificate registered in the name of a 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:	New York only
55.	Determination Agent:	Morgan Stanley & Co. International plc (the “ Determination Agent ”). 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, renominatisation 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: Not Applicable
63.	Other terms:	Not Applicable
DISTRIBUTION		
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 25 Cabot Square 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 may pay to any

intermediary a one time or recurring intermediary fee. Further information is available from the Distributor 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

A stylized, handwritten signature in black ink, consisting of several loops and a long horizontal stroke.

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 Underlying can be found on Bloomberg® page:

Underlying	BBG Code
IShares® MSCI Emerging Markets ETF	EEM UP Equity

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

4. OPERATIONAL INFORMATION

ISIN: XS2786267505

Common Code: 278626750

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: DTZNFR

FISN: MORGAN STANLEY/ZERO CPNEMTN
2029050

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. POTENTIAL TRANSACTION: | SECTION 871(m)
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. PROHIBITION OF SALES TO EEA RETAIL INVESTORS: | Applicable |
| 7. PROHIBITION OF SALES TO UK RETAIL INVESTORS: | Applicable |
| 8. SWISS OFFER RESTRICTIONS: | The Notes documented in this Pricing Supplement may be considered structured products in Switzerland pursuant to Article 70 the Swiss Financial Services Act of 15 June 2018 (" FinSA ") and are not subject to supervision by the Swiss Financial Market Supervisory Authority (" FINMA "). None of the Notes constitute a participation in a collective investment scheme within the meaning of the Collective Investment Schemes Act of 23 June 2006 (" CISA ") and are neither subject to the authorisation nor the supervision by the FINMA and investors do not benefit from the specific investor protection provided under the CISA. Investors bear the credit risk of the Issuer. |

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- professional clients (*professionelle Kunden*) or institutional clients (*institutionelle Kunden*) within the meaning of FinSA ("**Professional or Institutional Clients**"), (b) to fewer than 500 Retail Clients, and/or (c) to investors acquiring securities to the value of at least CHF 100,000.
9. **PROHIBITION TO OFFER TO RETAIL INVESTORS IN SWITZERLAND:** Applicable
 10. **DETAILS OF BENCHMARKS ADMINISTRATORS AND REGISTRATION UNDER EU BENCHMARKS REGULATION** Not Applicable
 11. **DETAILS OF BENCHMARKS ADMINISTRATORS AND REGISTRATION UNDER UK BENCHMARKS REGULATION** Not Applicable