

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 OF THE SECURITIES ARE APPROPRIATE.

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 THE LAWS OF THE UNITED KINGDOM, 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 THE LAWS OF THE UNITED KINGDOM ("**UK MIFIR**"); AND
- (B) ALL CHANNELS FOR DISTRIBUTION OF THE SECURITIES ARE APPROPRIATE.

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 4 February 2025

MORGAN STANLEY FINANCE LLC

Legal Entity Identifier (LEI): 5493003FCPSE9RKT4B56

Issue of USD 1,000,000 Fixed Coupon Callable Notes due 2045

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 12 July 2024 and the supplement(s) if any to the Base Prospectus published and approved on or before the date of these Final Terms and any supplement to the Base Prospectus which may have been published and approved before the Issue Date (as defined below) (the "**Supplement(s)**") (provided that to the extent any such Supplement (i) is published and approved after the

date of these Final Terms and (ii) provides for any change to the Conditions such changes shall have no effect with respect to the Conditions of the Notes to which these Final Terms relate, unless otherwise stated in such Supplement) 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. 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 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>.

1.
 - (i) Series Number: K0667
 - (ii) Series Designation: Series A
2. Specified Currency or Currencies: United States Dollars (“**USD**”)
3. Aggregate Nominal Amount of the Securities: USD 1,000,000
4. Issue Price: 100 per cent. of par per Security
5.
 - (i) Type of Securities: Notes
 - (ii) Specified Denomination(s): USD 10,000
 - (iii) Calculation Amount: USD 10,000
6.
 - (i) Issue Date: 4 February 2025
 - (ii) Trade Date: 21 January 2025
 - (iii) Interest Commencement Date: Issue Date
 - (iv) 2006 ISDA Definitions: Not Applicable
 - (v) 2021 ISDA Definitions: Not Applicable
 - (vi) Strike Date: Not Applicable
 - (vii) Determination Date: Not Applicable
7. Maturity Date: 4 February 2045
8. Specified Day(s): Not Applicable
9.
 - (i) Supplementary Provisions for Belgian Securities: Not Applicable
 - (ii) Minimum Redemption Amount: Applicable

10. Interest Basis: Fixed Rate Securities
(further particulars specified below)
11. Redemption/Payment Basis: Redemption at par
12. Put/Call Options:
- (i) Redemption at the option of the Issuer: Not Applicable
(General Condition 16.5)
 - (ii) Model-based Redemption: 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** Applicable
(General Condition 5 and Section 2 of the Additional Conditions)
- (i) Step-Up Securities: Not Applicable
(Paragraph 1.2(a) of Section 2 of the Additional Conditions)
 - (ii) Step-Down Securities: Not Applicable
(Paragraph 1.2(b) of Section 2 of the Additional Conditions)
 - (iii) Fixed to Floating Rate Securities: Not Applicable
(Paragraph 1.3(a) of Section 2 of the Additional Conditions)
 - (iv) Fixed Interest Rate:

Interest Period	Fixed Interest Rate
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From (and including) the Interest Commencement Date to (but excluding) the Interest Payment Date falling on 4 February 2027	10.00 per cent. per annum payable annually in arrear
From (and including) the Interest Payment Date falling on 4 February 2027 to (but excluding) the Maturity Date	4.20 per cent. per annum payable annually in arrear

- (v) Interest subject only to Fixed Rate Securities Provisions: Period(s) From (and including) the Interest Commencement Date falling on 4 February 2025 to (but excluding) the Interest Payment Date falling on 4 February 2026, and thereafter, each period from (and including) an Interest Payment Date to (but excluding) the next Interest Payment Date (such scheduled Interest Payment Dates not being adjusted for any Business Day Convention).
- (vi) Interest Date(s): Payment 4th day of February in each calendar year from (and including) 4 February 2026 to (and including) the Maturity Date, each adjusted in accordance with the Business Day Convention specified below
- (vii) Business Convention Day Modified Following Business Day Convention
- (viii) Fixed Amount(s): Coupon Not Applicable
- (ix) Broken Amount(s): Not Applicable
- (x) Day Count Fraction: 30/360
- (xi) Additional Business Centre(s): New York, London and Taipei
- (xii) Party responsible for calculating the Interest Amount(s): Morgan Stanley & Co. International plc
- (xiii) Capitalised Coupon: Not Applicable
(Paragraph 1.30 of Section 2 of the Additional Terms and 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. **Regular Coupon** Not Applicable
- (Paragraph 1.15 of Section 2 of the Additional Conditions)
25. **Linked Interest Provisions: Relevant Underlying** Not Applicable
- (General Conditions 6.10 and 8)
26. **Linked Interest Provisions: Interest Terms** Not Applicable
- (General Condition 6.10 and Section 2 of the Additional Conditions)

PROVISIONS RELATING TO REDEMPTION

27. **Call Option** Not Applicable
- (General Condition 16.5)
28. **Model-based Redemption** Applicable

(General Condition 16.6)

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| (i) | Model-based Redemption Date(s) (Call): | 4 th day of February in each year from (and including) 4 February 2027, to (and including) 4 February 2044 |
| (ii) | Model-based Redemption Amount(s) (Call): | 100 per cent. per Calculation Amount |
| (iii) | Model-based Redemption Notice Date(s) (Call): | The date falling 5 Business Days prior to the relevant Model-based Redemption Date (Call) |
| (iv) | Model-based Redemption Determination Cut-off Date (Call): | The date falling on the day that is 13 calendar months prior to the Model-based Redemption Date (Call), which date shall be adjusted in accordance with the Business Day Convention specified in paragraph 15(vii) above. |

29. **Put Option** Not Applicable

(General Condition 16.8)

30. **Final Redemption Amount of each Security** 100 per cent. per Calculation Amount

(General Condition 16.1)

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| (i) | Final Bonus: | Not Applicable |
| (ii) | Final Bonus Amount: | Not Applicable |

31. **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:** Not Applicable

(General Condition 9)

(B) **Equity-Linked Redemption Securities: Single Index-Linked Redemption Securities/Index Basket-Linked Redemption Securities:** Not Applicable

(General Condition 9)

(C) **Equity-Linked Redemption Securities: Single ETF-Linked Redemption** Not Applicable

Securities/ETF Basket-Linked Redemption Securities:

(General Condition 9)

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| (D) | Commodity-Linked Redemption Securities | Not Applicable |
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(General Condition 10)

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| (E) | Currency-Linked Redemption Securities | Not Applicable |
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(General Condition 11)

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| (F) | Inflation-Linked Redemption Provisions | Not Applicable |
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(General Condition 12)

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| (G) | Fund-Linked Redemption Provisions | Not Applicable |
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(General 13)

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| (H) | Futures Contract-Linked Redemption Provisions | Not Applicable |
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(General Condition 15)

32. **Linked Redemption Provisions: Final Redemption Amount**

(General Condition 17 and Sub-Section III (*Redemption at Maturity*) of Section 2 of the Additional Conditions)

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| (i) | Fixed Redemption | Not Applicable. |
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(Paragraph 3.1 of Section 2 of the Additional Conditions)

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| (ii) | Capitalised Non-Memory Redemption: | Not Applicable |
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(Paragraph 3.2 of Section 2 of the Additional Conditions)

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| (iii) | Capitalised Memory Redemption: | Not Applicable |
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(Paragraph 3.3 of Section 2 of the Additional Conditions)

(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	Not Applicable

	Additional Conditions)		
(xii)	Second Chance Autocall Proviso:	Not Applicable	
(xiii)	Dual Barrier Final Redemption 1: (Paragraph 3.12 of Section 2 of the Additional Conditions)	Not Applicable	
(xiv)	Dual Barrier Final Redemption 2: (Paragraph 3.13 of Section 2 of the Additional Conditions)	Not Applicable	
(xv)	Dual Barrier Final Redemption 3: (Paragraph 3.14 of Section 2 of the Additional Conditions)	Not Applicable	
(xvi)	Dual Barrier Final Redemption 4: (Paragraph 3.15 of Section 2 of the Additional Conditions)	Not Applicable	
(xvii)	Dual Barrier Final Redemption 5: (Paragraph 3.16 of Section 2 of the Additional Conditions)	Not Applicable	
(xviii)	Dual Barrier Redemption 6: (Paragraph 3.17 of Section 2 of the Additional Conditions)	Not Applicable	
(xix)	Dual Barrier Redemption – Twin Win 1 (Paragraph 3.18 of Section 2 of the Additional Conditions)	Not Applicable	

(xx)	Performance Linked Redemption: (Paragraph 3.20 of Section 2 of the Additional Conditions)	Not Applicable
(xxi)	Mixto Redemption: (Paragraph 3.21 of Section 2 of the Additional Conditions)	Not Applicable
(xxii)	Participation and Performance-Linked Redemption: (Paragraph 3.22 of Section 2 of the Additional Conditions)	Not Applicable
(xxiii)	Synthetic Zero Redemption: (Paragraph 3.23 of Section 2 of the Additional Conditions)	Not Applicable
(xxiv)	Lock In Ladder Redemption: (Paragraph 3.24 of Section 2 of the Additional Conditions)	Not Applicable
(xxv)	Lock In Ladder Barrier Redemption: (Paragraph 3.25 of Section 2 of the Additional Conditions)	Not Applicable
(xxvi)	Ranked Underlying Redemption: (Paragraph 3.26 of Section 2 of the Additional Conditions)	Not Applicable
(xxvii)	Multiple Barrier Redemption: (Paragraph 3.27 of Section 2 of the Additional Conditions)	Not Applicable

(xxviii)	Inflation Redemption:	Linked	Not Applicable
	(Paragraph 3.28 of Section 2 of the Additional Conditions)		
(xxix)	Booster Redemption (1):		Not Applicable
	(Paragraph 3.29 of Section 2 of the Additional Conditions)		
(xxx)	Booster Redemption (2):		Not Applicable
	(Paragraph 3.30 of Section 2 of the Additional Conditions)		
(xxxi)	Booster Redemption (3):		Not Applicable
	(Paragraph 3.31 of Section 2 of the Additional Conditions)		
(xxxii)	Booster Redemption (4):		Not Applicable
	(Paragraph 3.32 of Section 2 of the Additional Conditions)		
(xxxiii)	Booster Redemption (5):		Not Applicable
	(Paragraph 3.33 of Section 2 of the Additional Conditions)		
(xxxiv)	Multi Booster Redemption 1		Not Applicable
	(Paragraph 3.34 of Section 2 of the Additional Conditions)		
(xxxv)	Multi Booster Redemption 2:		Not Applicable
	(Paragraph 3.35 of Section 2 of the Additional Conditions)		

(xxxvi)	Plateau Redemption	Booster	Not Applicable
	(Paragraph 3.36 of Section 2 of the Additional Conditions)		
(xxxvii)	Plateau Redemption (2)	Booster	Not Applicable
	(Paragraph 3.37 of Section 2 of the Additional Conditions)		
(xxxviii)	MXN Denominated Linked Redemption:	UDI	Not Applicable
	(Paragraph 3.38 of Section 2 of the Additional Conditions)		
(xxxix)	UDI Final Redemption:	Linked	Not Applicable
	(Paragraph 3.39 of Section 2 of the Additional Conditions)		
(xl)	Linear Linked Redemption:	Inflation	Not Applicable
	(Paragraph 3.40 of Section 2 of the Additional Conditions)		
(xli)	Interpolated Linked Redemption:	Inflation	Not Applicable
	(Paragraph 3.41 of Section 2 of the Additional Conditions)		
(xlii)	One Star Redemption:	Final	Not Applicable
	(Paragraph 3.42 of Section 2 of the Additional Conditions)		
(xliii)	Shark Redemption:		Not Applicable
	(Paragraph 3.43 of Section 2 of the		

	Additional Conditions)	
(xliv)	Dropback Redemption: (Paragraph 3.44 of Section 2 of the Additional Conditions)	Not Applicable
(xlv)	Dual Barrier Final Redemption – Twin Win 2: (Paragraph 3.19 of Section 2 of the Additional Conditions)	Not Applicable
(xlv)	MXN UDI Amortising Redemption (Paragraphs 2.9 and 3.45 of Section 2 of the Additional Conditions)	Not Applicable
33.	Value Determination Terms for Initial Reference Value as of Strike Date: (Section 4 of the Additional Conditions)	Not Applicable
34.	Value Determination Terms for Final Reference Value as of the Determination Date	Not Applicable
35.	Value Determination Terms for Relevant Underlying Value as of the relevant date or period: (Section 4 of the Additional Conditions)	Not Applicable
36.	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: (for purposes of determining Final Redemption Amount in accordance with all provisions except Paragraph 3.17(b) of Section 2 of the Additional Conditions)	Not Applicable
(B)	Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket: (for determining “Relevant Underlying Performance”) (Section 5 of the Additional Conditions)	Not Applicable
(C)	Performance Determination Terms for Securities linked to a Single Underlying: (for determining “Relevant Underlying Performance”)	Not Applicable
(D)	Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket: (for determining “Relevant Underlying Performance”) (Section 5 of the Additional Conditions)	Not Applicable
37.	Early Redemption	
(A)	Autocall 1: (Paragraph 2.1 of Section 2 of the Additional Conditions)	Not Applicable
(B)	Autocall 2: (Paragraph 2.2 of Section 2 of the Additional Conditions)	Not Applicable
(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): (ii) Early Redemption Amount (Tax) upon redemption pursuant to Condition 16.2 (Tax Redemption – Morgan Stanley and MSFL Securities).	Fixed Redemption. The Specified Rate is 100%. Early Redemption Amount (Tax) – Fair Market Value Less Costs
(J)	Inconvertibility Event Provisions: (General Condition 33)	Not Applicable
38.	Automatic Early Redemption Event (General Condition 16.12)	Not Applicable

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

39.	Form of Securities: (General Condition 3)	Registered Securities: Global Security Certificate registered in the name of a nominee for a common depositary for Euroclear and Clearstream, Luxembourg, exchangeable for Individual Security Certificates at any time in the limited circumstances described in the Global Security Certificate
40.	Additional Business Centre(s) or other special provisions relating to Payment Dates:	Not Applicable
41.	Record Date:	As set out in the General Conditions
42.	Redenomination, renominatisation and reconventioning provisions:	Not Applicable
43.	Taxation:	

	(i) General Condition 20.1:	“Additional Amounts” is Not Applicable
	(ii) General Condition 20.3:	Implementation of Financial Transaction Tax Event is Applicable
44.	CNY Centre:	Not Applicable
45.	Illegality and Regulatory Event (General Condition 22):	Applicable
46.	Early Redemption Amount (Illegality and Regulatory Event):	Early Redemption Amount (Illegality and Regulatory Event) – Fair Market Value Less Costs shall apply
47.	Relevant Rates Benchmark Discontinuance or Prohibition on Use (General Condition 6.20)	Not Applicable
48.	CMS Reference Rate – Effect of Index Cessation Event (General Condition 6.21)	Administrator/Benchmark Event: applicable for General Condition 6.21(d); Not Applicable
49.	Index Cancellation or Administrator/ Benchmark Event (General Condition 9.2(b))	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None
50.	Redemption for Index Adjustment Event: (General Condition 9.2(d))	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None
51.	Merger Event or Tender Offer: (General Condition 9.4(a))	Not Applicable
52.	Nationalisation, Insolvency and Delisting: (General Condition 9.4(b))	Not Applicable
53.	Extraordinary ETF Events: (General Condition 9.5)	Not Applicable
54.	Additional Disruption Events: (General Condition 9.6)	Not Applicable
55.	Partial Lookthrough Depositary Receipt Provisions: (General Condition 9.7)	Not Applicable
56.	Full Lookthrough Depositary Receipt Provisions: (General Condition 9.8)	Not Applicable

57.	Administrator/Benchmark Events (General Condition 10.4)	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None
58.	Commodity Disruption Events (General Condition 10.6)	Not Applicable
59.	Commodity Index Cancellation or Administrator/Benchmark Event Date (General Condition 10.7(b))	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None
60.	Redemption for Commodity Index Adjustment Event (General Condition 10.7(d))	Benchmark Trigger Provisions are Not Applicable Alternative Pre-nominated Index: None
61.	Additional Disruption Events: (General Condition 10.8)	Not Applicable
62.	Administrator/Benchmark Events (General Condition 11.5)	Not Applicable
63.	Additional Disruption Events: (General Condition 11.6)	Not Applicable
64.	Cessation of Publication (General Condition 12.2)	Not Applicable
65.	Additional Disruption Events: (General Condition 12.8)	Not Applicable
66.	CNY Disruption Events: (General Condition 34)	Not Applicable
67.	Substitution of Issuer or Guarantor with non Morgan Stanley Group entities: (General Condition 35.2)	Applicable
68.	FX _{Final} Determination Date:	Not Applicable
69.	FX _{Initial} Determination Date:	Not Applicable

DISTRIBUTION

70.	(i) If syndicated, names and addresses 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	Not Applicable
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if such entities are not
the same as the
Managers.)

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| (ii) | Date of Subscription Agreement: | Not Applicable |
| (iii) | Stabilising Manager(s) (if any): | Not Applicable |
| 71. | If non-syndicated, name and address of dealer: | Morgan Stanley & Co. International plc
25 Cabot Square
Canary Wharf
London E14 4QA
United Kingdom |
| 72. | Non-exempt Offer and Offer Period: | Not Applicable |
| 73. | Total commission and concession: | The Issuer or Morgan Stanley & Co. International plc may from time to time pay commission fees to third parties in connection with any advised sale of Securities. |

United States Taxation

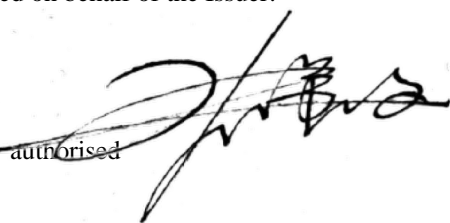
This discussion is limited to the U.S. federal tax issues addressed below. Additional issues may exist that are not addressed in this discussion and that could affect the federal tax treatment of an investment in the Securities. Investors should seek their own advice based upon their particular circumstances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

A handwritten signature in black ink, appearing to be a stylized 'J' followed by a surname, written over a horizontal line.

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 4 February 2025.

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).

2. RATINGS

Ratings: The Securities to be issued have been rated:

S & P: A-

S&P is not established in the EEA but the rating it has given to the Securities is endorsed by S&P Global Ratings Europe Limited, which is established in the EEA and registered under Regulation (EU) No 1060/2009, as amended (the “**CRA Regulation**”).

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

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: The Issuer intends to lend the net proceeds from the sale of the Notes to Morgan Stanley. Morgan Stanley intends to use the proceeds from such loan for general corporate purposes.

(ii) Estimated net proceeds: USD 1,000,000

5. *Fixed Rate Securities only* – YIELD

Indication of yield: Not Applicable

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

Not Applicable

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

Not Applicable

8. OPERATIONAL INFORMATION

ISIN Code: XS2958255882

Common Code:	295825588
SEDOL:	Not Applicable
CFI:	DTFNFR
FISN:	MORGAN STANLEY/.1EMTN 20450204
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking <i>société anonyme</i> 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 160 Queen Victoria Street London EC4V 4LA 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.

9. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	Not Applicable
Conditions to which the offer is subject:	Not Applicable
Description of the application process:	Not Applicable
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: Not Applicable

Details of the method and time limited for paying up and delivering the Securities: Not Applicable

Manner in and date on which results of the offer are to be made public: Not Applicable

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

Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place. None

10. **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: Not Applicable

Name and address of any paying agents and depository agents in each country: Not Applicable

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: Not Applicable

11. **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

- | | | |
|-----|--|----------------|
| 12. | Potential Section 871(m) Transaction | Not Applicable |
| 13. | Prohibition of Sales to EEA Retail Investors: | Not Applicable |
| 14. | Prohibition of Sales to UK Retail Investors: | Not Applicable |
| 15. | Prohibition of Offer to Private Clients in Switzerland: | Not Applicable |
| 16. | Swiss withdrawal right pursuant to Article 63(5) of the Swiss Financial Services Ordinance: | Not Applicable |
| 17. | Details of benchmarks administrators and registration under the EU Benchmark Regulation: | Not Applicable |

ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

SUMMARY	
A. INTRODUCTION AND WARNINGS	
A.1.1	<i>Name and international securities identifier number (ISIN) of the Notes</i>
Series A USD 1,000,000 Fixed Coupon Callable Notes due 2044 (the “ Notes ”). ISIN Code: XS2958255882.	
A.1.2	<i>Identity and contact details of the issuer, including its legal entity identifier (LEI)</i>
Morgan Stanley Finance LLC (the “ Issuer ” or “ MSFL ”) is incorporated under the laws of the State of Delaware and has its registered office at The Corporation Trust Center, 1209 Orange Street Wilmington, Delaware 19801, U.S.A. MSFL’s legal entity identifier (LEI) is 5493003FCPSE9RKT4B56.	
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 as competent authority, whose postal address is 283, Route, d’Arlon, L-2991 Luxembourg, telephone number (+352) 26 251 - 2601, in accordance with the Prospectus Regulation (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 12 July 2024.	
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 Notes 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 Notes.	
B. KEY INFORMATION ON THE ISSUER	
B.1	<i>Who is the issuer of the Notes?</i>
B.1.1	<i>Domicile, legal form, LEI, jurisdiction of incorporation and country of operation</i>
MSFL is a wholly-owned finance subsidiary of Morgan Stanley and a limited liability company formed pursuant to the Delaware Limited Liability Company Act. MSFL’s principal place of business is 1585 Broadway, New York, NY 10036. MSFL is formed under, and subject to, the laws of the state of Delaware, United States. MSFL’s legal entity identifier (LEI) is 5493003FCPSE9RKT4B56.	
B.1.2	<i>Principal activities</i>
MSFL’s principal activity is the issuance of securities.	
B.1.3	<i>Major Shareholders</i>
MSFL is ultimately controlled by Morgan Stanley.	
B.1.4	<i>Key managing directors</i>
Kevin Woodruff, Nikki Tippins, Joshua Schanzer	
B.1.5	<i>Identity of the statutory auditors</i>
Deloitte & Touche LLP	

B.2	What is the key financial information regarding the Issuer?	
The following selected key financial information relating to the Issuer in respect of the years ended 31 December 2022 and 31 December 2023 set out below is extracted from the financial statements in the MSFL Annual Report for the years ended 31 December 2022 and 31 December 2023.		
Consolidated Income Statement		
In USD (million)	2023	2022
Total Revenues	240	113
Balance Sheet		
In USD (million)	31 December 2023	31 December 2022
Borrowings	39,999	32,487
Cash Flow Statement		
In USD (million)	2023	2022
Net cash provided by operating activities	845	1,218
Net cash provided by financing activities	2,688	8,517
Net cash used for investing activities	(3,529)	(9,739)
B.3	What are the key risks that are specific to the Issuer?	
<ul style="list-style-type: none">Risk Relating to the Issuer and Guarantor<p>MSFL has no independent operations beyond the issuance and administration of its securities and is expected to have no independent assets available for distributions to holders of MSFL 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 <i>pari passu</i> 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 will have recourse only to a single claim against Morgan Stanley and its assets under the Guarantee. Holders of Notes issued by MSFL should accordingly assume that in any such proceedings they would not have any priority over and should be treated <i>pari passu</i> with the claims of other unsecured, unsubordinated creditors of Morgan Stanley, including holders of Morgan Stanley-issued securities.</p><p>The following key risks affect Morgan Stanley and, since Morgan Stanley is the ultimate holding company of MSFL, also impact MSFL:</p>Risks relating to the financial situation of Morgan Stanley<p>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.</p><p>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.</p><p>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.</p>		

<ul style="list-style-type: none"> 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 of Morgan Stanley or a third party 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, which could result in unexpected losses. Further, replacement of London Interbank Offered Rate and replacement or reform of other interest rate benchmarks could adversely affect Morgan Stanley’s business, 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 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. Morgan Stanley may be unable to fully capture the expected value from acquisitions, divestitures, joint ventures, minority stakes or strategic alliances, and certain acquisitions may subject our business to new or increased risk. 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 NOTES	
C.1	<i>What are the main features of the Notes?</i>
C.1.1	<i>Type, class and ISIN</i>
<p>The Notes are issued in registered form (“Registered Notes”) in global certificate form. The ISIN Code of the Notes is XS2958255882.</p> <p>The Notes are not Notes in respect of which physical settlement may apply or may be elected to apply (“Cash Settlement Notes”).</p> <p>The Notes are Fixed Coupon Notes.</p>	
C.1.2	<i>Currency, denomination, par value, number of Notes issued and duration</i>
<p>The specified currency of the Notes is United States Dollars (“USD”). The specified denomination of the Notes is USD 10,000. The aggregate nominal amount of this Tranche of Notes is USD 1,000,000 and the issue price per Note is 100 per cent. of par. The Notes issued on 4 February 2025. The Notes are scheduled to mature on 4 February 2045. The Notes may redeem earlier if an early redemption event occurs or if the output of a Morgan Stanley proprietary valuation model indicates, on a Model-based Redemption Determination Date (Call), that redeeming the Notes at the relevant Model-based Redemption Date (Call) is economically more rational for the Issuer than not so redeeming the Notes.</p>	
C.1.3	<i>Rights attached to the Notes</i>
<p>Interest: The Notes are Fixed Coupon Notes and bear interest.</p> <p>Redemption: Subject to early redemption, the Notes will redeem at par.</p>	

Repayment Procedure: Payments of principal on the Notes shall be made by cheque drawn in the currency in which the payment is due, or upon application by a noteholder in advance of such payment, by transfer to an account of the noteholder held in the principal financial centre for the relevant currency. While in global form, payments in respect of the Notes shall be made against the presentation and surrender of the global note certificate at the specified office of or to the order of a paying agent.

Events of Default: If an Event of Default occurs, the Notes may be redeemed prior to their Maturity Date at the Early Redemption Amount if the Noteholders of not less than 25% in aggregate principal amount of the Notes give written notice to the Issuer declaring the Notes to be immediately due and payable.

The Events of Default applicable to the Notes are as follows:

- (1) non-payment of principal (within 30 days of the due date) in respect of the Notes; 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.

Early Redemption Amount: The Notes are Fixed Coupon Notes and the Early Redemption Amount payable in respect of each Note upon an Event of Default shall be an amount equal to the product of (a) the Calculation Amount of such Note and (b) the Specified Rate, where the Calculation Amount is USD 10,000 and the Specified Rate is 100%.

Model-based Redemption: If the output of a Morgan Stanley proprietary valuation model indicates, on a Model-based Redemption Determination Date (Call), that redeeming the Notes at the relevant Model-based Redemption Date (Call) is economically more rational for the Issuer than not so redeeming the Notes, the Issuer shall redeem the Notes in whole on such Model-based Redemption Date (Call) at the relevant Model-based Redemption Amount (Call).

Governing Law: The Notes will be governed by English law.

Limitations to the rights:

Prescription. Claims for principal and interest on redemption in respect of the Notes shall become void unless the relevant note certificates are surrendered for payment within 10 years of the due date for payment.

C.1.4	<i>Rank of the Notes in the Issuer's capital structure upon insolvency</i>
The Notes 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 Notes</i>
Interests in the Notes will be transferred in accordance with the procedures and regulations of the relevant clearing system, subject to restrictions on sale of the Notes into certain jurisdictions. The Notes 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 Notes 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	<i>Where will the Notes be traded?</i>
Application is expected to be made by the Issuer (or on its behalf) for the Notes to be admitted to trading on the regulated market of the Luxembourg Stock Exchange	
C.3	<i>Is there a guarantee attached to the Notes?</i>
C.3.1	<i>Nature and scope of the Guarantee</i>
The payment obligations of MSFL in respect of the Notes are unconditionally and irrevocably guaranteed by Morgan Stanley (the " Guarantor " or " Morgan Stanley ") pursuant to a guarantee dated as of 12 July 2024 (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 <i>pari passu</i> 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 IGJSJL3JD5P30I6NJZ34. 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 following selected key financial information relating to Morgan Stanley in respect of the years ended 31 December 2022 and 31 December 2023 set out below is extracted 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.3/4 *What are the key risks that are specific to the Notes?*

- Secondary trading of the Notes may be limited. Further, if the Notes are traded via one or more electronic trading systems and these systems become partially or completely unavailable, this would affect the investor's ability to trade the Notes.
- Payments on a Note issued by Morgan Stanley or MSFL may be subject to U.S. withholding tax of 30 per cent. if the beneficial owner of the Note does not meet the criteria for being exempt from this withholding tax, including the requirement that the beneficial owner (and any financial institution holding the Note on behalf of the beneficial owner) complies with certain U.S. tax identification and certification requirements. If withholding is so required, none of the Issuers, the Guarantor or any intermediary will be required to pay any additional amounts with respect to the amounts so withheld.

U.S. federal tax rules commonly referred to as "FATCA" may impose a withholding tax of 30 per cent. on payments made on the Notes (including payments made by financial intermediaries), unless various U.S. information reporting and due diligence requirements have been satisfied. If withholding is so required, none of the Issuers, the Guarantor or any intermediary will be required to pay any additional amounts with respect to the amounts so withheld.

U.S. federal tax law may impose a withholding tax of up to 30 per cent. on payments or deemed payments made to non-U.S. persons that are contingent upon or determined directly or indirectly by reference to U.S.-source dividends. If withholding is so required, none of the Issuers, the Guarantor or any intermediary will be required to pay any additional amounts with respect to the amounts so withheld.

<p>Notes may be redeemed early if the Issuer or Guarantor is obliged to increase the amounts payable in respect of any Notes due to any withholding or deduction for or on account of, any taxes or such levies.</p> <ul style="list-style-type: none"> • Not a time deposit: The Note is NOT equivalent to, nor should it be treated as a substitute for, time deposit. It is NOT a protected deposit and is NOT protected by the Deposit Protection Scheme in Hong Kong. • Adjustments by the Determination Agent: The terms and conditions of the Notes will allow the Determination Agent to make adjustments or take any other appropriate action if circumstances occur where the Notes or any exchanges are affected by market disruption, adjustment events or circumstances affecting normal activities. In such circumstances, the Determination Agent can determine whether to redeem the Notes early, or adjust the terms of the Notes. Potential investors should see the Base Prospectus for a detailed description of potential adjustment events and adjustments. • Credit Risk: The holder of the Notes will be exposed to the credit risk of the Issuer and the Guarantor. The Notes are essentially a loan to the Issuer that the Issuer and the Guarantor promise to pay to you at maturity. There is the risk, however, that the Issuer and the Guarantor may not be able to fulfil its promise to the holder of the Note. If any companies in the Morgan Stanley group incur losses with respect to any of their activities, this may have a negative impact on the financial condition of the Issuer and the Guarantor. The holder of the Note may lose all or part of its investment if the Issuer and the Guarantor are unable to pay the redemption amount and/or go into liquidation. No assets of the Issuer are segregated and specifically set aside in order to pay the holders of the Notes in the event of liquidation of the Issuer or the Guarantor, and the holders of the Notes will rank behind creditors who have priority rights over certain assets of the Issuer of the Guarantor. • Market Risk: The Notes are denominated, and all payments will be made, in USD. There are risks inherent in investments in notes denominated and payable in USD for investors whose home and/or functional currency is not USD. Noteholders should consult their financial, legal and tax advisers as to any specific risks entailed by an investment in notes that are denominated and payable in a currency other than the currency of the country in which they are resident or in which they conduct their businesses. • Exit Risk: The secondary market price of the Note will depend on numerous factors including interest rates, interest rate volatility, perceptions of issuer's credit quality and time remaining to maturity. Depending on the actual or anticipated level of any of the above, the market value of the notes may decrease and Noteholders may receive substantially less than 100% of the issue price if they sell their notes prior to maturity. • Early Redemption of the Notes for taxation reasons: Under the terms of the Notes, the Issuer is also entitled to early redeem the Notes if the Issuer is required to deduct or withhold any taxes as more particularly set out in the Conditions relating to the Notes. In such circumstances, investors may receive an amount which is less than the principal amount of the Notes. • Reinvestment risk: If the Notes are early redeemed in accordance with the terms and conditions of the Notes, investors should note when he/she reinvests the proceeds into another product or instrument, the terms of such product or instrument may not be as favourable as those of the Notes. • Accounting Considerations: Special accounting considerations may apply to certain types of investors. Prospective investors are urged to consult with their own accounting advisors to determine implications of this investment. Morgan Stanley may distribute these notes at a price other than the issue price. 	
D. KEY INFORMATION ON THE OFFER OF NOTES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET	
D.1	<i>Under which conditions and timetable can I invest in the Notes?</i>
<p>Estimated Expenses charged to the investor by the Issuer or the offeror</p> <p>Not applicable. There are no estimated expenses charged to the investor by the Issuer.</p>	
D.2	<i>Why has the prospectus been produced?</i>
<p>Reasons for offer, use and estimated net amount of proceeds</p> <p>The estimated net proceeds of the issuance of this Tranche of Notes are USD 1,000,000. The Issuer intends to lend the net proceeds from the sale of the Notes to Morgan Stanley. Morgan Stanley intends to use the proceeds from such loan for general corporate purposes.</p>	

Conflicts of interest

Subject to potential conflicts between the investor and Morgan Stanley affiliates when Morgan Stanley and other affiliates or subsidiaries of Morgan Stanley carry out hedging activities or trades, each of the Issuer and Morgan Stanley and do not have interests material to the issue.