

TWELFTH SUPPLEMENTAL OFFERING CIRCULAR

Morgan Stanley

as issuer and guarantor

(incorporated under the laws of the State of Delaware in the United States of America)

MORGAN STANLEY & CO. INTERNATIONAL PLC

as issuer

(incorporated with limited liability in England and Wales)

MORGAN STANLEY B.V.

as issuer

(incorporated with limited liability in The Netherlands)

MORGAN STANLEY FINANCE LLC

as issuer

(formed under the laws of the State of Delaware in the United States of America)

MORGAN STANLEY FINANCE II LTD

as issuer

(incorporated with limited liability in the Bailiwick of Jersey)

MORGAN STANLEY EUROPE SE

as issuer

(incorporated under the laws of Germany)

**REGULATION S / 144A PROGRAM FOR THE ISSUANCE OF NOTES, SERIES A AND B,
WARRANTS AND CERTIFICATES**

Morgan Stanley (“**Morgan Stanley**”), Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”), Morgan Stanley Finance LLC, a wholly-owned finance subsidiary of Morgan Stanley (“**MSFL**”), Morgan Stanley Finance II Ltd, a wholly-owned subsidiary of Morgan Stanley (“**MSFII**”), and Morgan Stanley Europe SE (“**MSESE**”, together with Morgan Stanley, MSI plc, MSBV, MSFL, and MSFII, the “**Issuers**”), and Morgan Stanley, in its capacity as guarantor (in such capacity, the “**Guarantor**”) have prepared this twelfth supplemental offering circular (the “**Twelfth Supplemental Offering Circular**”) to supplement and be read in conjunction with the offering circular dated 26 June 2023 (as supplemented by the first supplement to the Offering Circular dated 27 July 2023, the second supplement to the Offering Circular dated 11 August 2023, the third supplement to the Offering Circular dated 9 October 2023, the fourth supplement to the Offering Circular dated 25 October 2023, the fifth supplement to the Offering Circular dated 13 November 2023, the sixth supplement to the Offering Circular dated 12 December 2023, the seventh supplement to the Offering Circular dated 22 January

2024, the eighth supplement to the Offering Circular dated 8 March 2024, the ninth supplement to the Offering Circular dated 23 April 2024, the tenth supplement to the Offering Circular dated 16 May 2024 and the eleventh supplement to the Offering Circular dated 28 May 2024, together the “**Offering Circular**”) in relation to the Issuers’ Regulation S / 144A Program for the Issuance of Notes, Series A and B, Warrants and Certificates.

This Twelfth Supplemental Offering Circular has been approved:

- (i) by the Irish Stock Exchange plc trading as Euronext Dublin (“**Euronext Dublin**”) as supplementary listing particulars, pursuant to the listing and admission to trading rules of Euronext Dublin for the purpose of providing information with regard to the Issuers and the Guarantor for the purposes of admitting Program Securities to the Official List of Euronext Dublin and trading on its Global Exchange Market. The Global Exchange Market is the exchange regulated market of Euronext Dublin and is not a regulated market for the purposes of Directive 2014/65/EU;
- (ii) by the Luxembourg Stock Exchange pursuant to the appendices to the Rules and Regulations of the Luxembourg Stock Exchange for the purpose of providing information with regard to the Issuers and the Guarantor for the purpose of listing Program Securities on the Official List and to trading on the Euro MTF market of the Luxembourg Stock Exchange. The Euro MTF market is not a regulated market for the purposes of Directive 2014/65/EU; and
- (iii) on 17 June 2024 in Switzerland by SIX Exchange Regulation AG in its capacity as Swiss Prospectus Office.

Warning: This Twelfth Supplemental Offering Circular does not constitute a “supplement” for the purposes of Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), this Twelfth Supplemental Offering Circular and the Offering Circular have been prepared on the basis that no prospectus shall be required under the Prospectus Regulation for any Program Securities to be offered and sold under the Offering Circular. The Offering Circular and this Twelfth Supplemental Offering Circular have not been approved or reviewed by any regulator which is a competent authority under the Prospectus Regulation in the European Economic Area (the “**EEA**”).

This Twelfth Supplemental Offering Circular constitutes supplementary admission particulars in respect of the Offering Circular for the purposes of the London Stock Exchange plc’s International Securities Market Rulebook. This Twelfth Supplemental Offering Circular has not been approved by and will not be submitted for approval to the Financial Conduct Authority of the United Kingdom.

Terms defined in the Offering Circular shall have the same meaning when used in this Twelfth Supplemental Offering Circular. To the extent that there is any inconsistency between any statement in this Twelfth Supplemental Offering Circular and any other statement in, or incorporated by reference in to, the Offering Circular, the statements in this Twelfth Supplemental Offering Circular will prevail.

The purpose of this Twelfth Supplemental Offering Circular is to:

- (a) include a new “Model-based Redemption” feature replacing the “Issuer Non-discretionary Call Option” in the Terms and Conditions of the English Law Notes and the Terms and Conditions of the Warrants and Certificates in the Offering Circular, as set out in “Part 2” of this Twelfth Supplemental Offering Circular; and
- (b) make certain consequential amendments to sections “Risk Factors” and “Pro Forma Pricing Supplements” of the Offering Circular, as set out in “Part 1” and Part 3 of this Twelfth Supplemental Offering Circular, respectively.

For information purposes, in this Twelfth Supplemental Offering Circular the blue underlined text is being added and the ~~red strikethrough~~ text is being deleted.

These amendments shall only apply to Pricing Supplements, the date of which falls on or after the approval of this Twelfth Supplemental Offering Circular. The existing Pricing Supplements of any other issue of Program Securities which occurred prior to this Twelfth Supplemental Offering Circular shall remain unchanged.

Save as disclosed in this Twelfth Supplemental Offering Circular, no significant new factor, material mistake or inaccuracy relating to information included in the Offering Circular has arisen since the publication of the eleventh supplement to the Offering Circular dated 28 May 2024.

Each Responsible Person (as defined below) accepts responsibility for the information contained in the relevant document and confirms that, to the best of its knowledge, having taken all reasonable care to ensure that such is the case, the information contained in the relevant document is in accordance with the facts and does not omit anything likely to affect the import of such information.

“Responsible Person” means Morgan Stanley, MSI plc, MSBV, MSFL, MSFII and MSESE.

This Twelfth Supplemental Offering Circular is available for viewing, and copies may be obtained from, the offices of the Issuers and the Paying Agents.

This Twelfth Supplemental Offering Circular is available on Morgan Stanley’s website at <http://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at www.luxse.com and on the website of the London Stock Exchange at <https://www.londonstockexchange.com/>.

17 June 2024

MORGAN STANLEY

MORGAN STANLEY & CO. INTERNATIONAL PLC

MORGAN STANLEY B.V.

MORGAN STANLEY FINANCE LLC

MORGAN STANLEY FINANCE II LTD

MORGAN STANLEY EUROPE SE

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PART A – AMENDMENTS TO THE RISK FACTORS

- 1.1 The first sentence of the fifth paragraph of risk factor titled **Issuer Call Option Risk** as set out on page 19 of the Offering Circular is deleted in its entirety and replaced by the following new first sentence of such fifth paragraph:

“The determination to terminate the Program Securities will be made by the Issuer at its discretion (unless Condition 24.6 (*Redemption at the Non-discretionary Option of the Issuer*) or [Condition 24.13 \(Model-based Redemption\)](#), in the case of the Notes, or Condition 7.2 (*Issuer Call Option – Non-discretionary Call Option*) or [Condition 7.3 \(Model-based Redemption\)](#), in the case of Warrants or Certificates applies) taking into account a number of factors, including the current level of the reference asset and the likelihood that such levels will be maintained, or will increase or decrease, in the future.”

- 1.2 The following new risk factor titled “**Issuer Model-based Redemption Risk**” shall be inserted immediately following the above fifth paragraph on page 20 of the Offering Circular:

“Issuer Model-based Redemption risk

In accordance with Condition 24.13 (*Model-based Redemption*), in the case of the Notes, or Condition 7.3 (*Model-based Redemption*), in the case of the Warrants or Certificates, if Model-based Redemption is specified in the relevant Pricing Supplement as being applicable, the Issuer must redeem the relevant Program Securities in whole on any Model-based Redemption Date (Call) at the relevant Model-based Redemption Amount (Call) if the output of a proprietary valuation model indicates, on a Model-based Redemption Determination Date (Call), that redeeming the Program Securities at the relevant Model-based Redemption Date (Call) is economically more rational for the Issuer than not so redeeming the Program Securities. The valuation model is a Morgan Stanley Group proprietary valuation model. It takes into account market data as relevant for the definition of the amount payable by the Issuer under the terms of the Program Securities, in particular (i) reference market levels and volatilities for the relevant underlying assets, including forward looking predictions of their curves; (ii) valuations of the correlation of the underlying assets; (iii) any relevant currency exchange rate and (iv) the Issuer’s (and the Guarantor’s, if applicable) credit spreads at the Trade Date. The output of such valuation model is not public and therefore it may be difficult for investors to anticipate whether or not the Program Securities will be redeemed at the relevant Model-based Redemption Date (Call).

Following the redemption of the Program Securities in accordance with Condition 24.13 (*Model-based Redemption*), in the case of the Notes, or Condition 7.3 (*Model-based Redemption*), in the case of the Warrants or Certificates, the investors will be entitled to receive a pre-determined amount which may be less than the amount that the investors would have been entitled to receive under the terms of the Program Securities if such Model-based Redemption had not taken place. In any case, such amount shall be not less than Par, unless otherwise specified in the relevant Pricing Supplement.

It is likely that the Program Securities will be redeemed based on a Model-based Redemption condition at a time in which the termination of the Program Securities is least favourable for the investors. Any such determination shall be made without taking into account the interests of the investors. The occurrence of a Model-based Redemption therefore can limit the possibility for investors to realise in full the returns expected from the Program Securities if they had continued until their scheduled Maturity Date.

The Determination Agent maintains discretion, which shall be exercised in good faith, in the interpretation of the outputs of the Valuation Model and on the date on and time at which such outputs are observed, provided that such date and time shall be no earlier than three (3) Business Days before and no later than a Model-based Redemption Determination Cut-off Date (Call), and therefore with respect to the final decision to redeem the Program Securities.

If the Program Securities are early redeemed following a Model-based Redemption, investors will no longer be able to participate in the performance of the reference asset.

If the Program Securities are early redeemed following a Model-based Redemption, investors generally might not be able to reinvest the redemption amount of the Program Securities in the same market environment as was available at the time in which they invested in the Program Securities and they might be unable to reinvest at a comparable rate of return. investors should consider reinvestment risk in light of other investments available at the time of their investment decision.”

PART B – AMENDMENTS TO THE TERMS AND CONDITIONS

2.1 Condition 24.5 (*Redemption at the Option of the Issuer*) of the “Terms and Conditions of the English Law Notes”, as set out on page 231 of the Offering Circular, is deleted in its entirety and replaced by the following new Condition 24.5:

“24.5 *Redemption at the Option of the Issuer*: Subject to Condition 24.6 (*Redemption at the Non-discretionary Option of the Issuer*) or Condition 24.13 (*Model-based Redemption*), if the Call Option is specified in the applicable Pricing Supplement as being applicable, the Notes may be redeemed at the option of the Issuer in whole or, if so specified in the applicable Pricing Supplement, in part on any Optional Redemption Date (Call) at the relevant Optional Redemption Amount (Call) on the Issuer's giving not less than the Minimum Call Notice Number of days nor more than the Maximum Call Notice Number of days to the Noteholders and, in the case of Uncertificated Notes, not less than 45 days' notice to the Euroclear Registrar (which notice shall be irrevocable and shall oblige the Issuer to redeem the Notes specified in such notice on the relevant Optional Redemption Date (Call) at the Optional Redemption Amount (Call) ~~plus accrued interest (if any) to such date~~).”

2.2 The following new Condition 24.13 (*Model-based Redemption*) is added in the “Terms and Conditions of the English Law Notes” on page 323 of the Offering Circular:

“24.13 ***Model-based Redemption***. Notwithstanding anything to the contrary in Condition 24.5 (*Redemption at the Option of the Issuer*), if Model-based Redemption is specified in the applicable Pricing Supplement as being applicable, the Notes shall be redeemed by the Issuer in whole, but not in part, on any Model-based Redemption Date (Call) at the relevant Model-based Redemption Amount (Call), if and only if the output of the proprietary valuation model described below (the “**Valuation Model**”) indicates, in the Determination Agent's reasonable opinion, that it would be economically more rational for the Issuer to redeem the Notes than not, as specified in Condition 24.13.2 (*Model-based Redemption*).

The Model-based Redemption Amount (Call) will be specified in the relevant Pricing Supplement and will be at least equal to Par, unless otherwise specified in the Pricing Supplement. The redemption of the Notes will be without prejudice to the rights of Noteholders to receive any other payment accrued at the Model-based Redemption Date (Call) based on the terms of the Notes.

24.13.1 Valuation Model

The Valuation Model is a Morgan Stanley Group proprietary valuation model. The inputs of the Valuation Model are market data relevant for determining the amount payable by the Issuer under the terms of the Notes, in particular:

- reference market levels and volatilities for the relevant underlying assets, including forward looking predictions of their curves;
- valuations of the correlation of the underlying assets; and
- any relevant currency exchange rate.

The Valuation Model also utilises, as a fixed parameter, the credit spread of the Issuer (and the Guarantor, if applicable) taken at the Trade Date. The model is a quantitative model and is subject to internal approvals, controls and

verifications to ensure it performs the relevant calculations systematically. No discretionary amendments can be made to the methodology of the Valuation Model.

On any given day, the Valuation Model calculates the financial opportunity cost for the Issuer to redeem the Notes on the relevant Model-based Redemption Date (Call).

24.13.2 Model-based Redemption

The Notes will be redeemed, in whole but not in part, on a Model-based Redemption Date (Call) if the output of the Valuation Model determined by the Determination Agent at any time on a day that is no earlier than three (3) Business Days before and no later than a Model-based Redemption Determination Cut-off Date (Call) (any such date a “**Model-based Redemption Determination Date (Call)**”) indicates, in the Determination Agent’s reasonable opinion, that redeeming the Notes would be economically more rational for the Issuer than not redeeming the Notes. If so, the Issuer will notify Noteholders on the “**Model-based Redemption Notice Date (Call)**” which will not be less than five (5) Business Days’ prior to the Model-based Redemption Date (Call) and Noteholders will be entitled to receive the Model-based Redemption Amount (Call).

An early redemption of the Notes will not automatically occur based solely on the performance of the underlying assets.

24.13.3 Use of discretion

The Determination Agent maintains discretion, which shall be exercised in good faith, in the interpretation of the outputs of the Valuation Model and on the date and time when such outputs are observed (provided that such date and time shall be no earlier than three (3) Business Days before and no later than a Model-based Redemption Determination Cut-off Date (Call)), and therefore maintains discretion with respect to the final decision to redeem the Notes.”

2.3 Condition 7.1 (*Discretionary Call Option*) of the “Terms and Conditions of the Warrants and Certificates”, as set out on page 579 of the Offering Circular, is deleted in its entirety and replaced by the following new Condition 7.1:

- “7.1 Subject to Condition 7.2 (*Issuer Call Option – Non-discretionary Call Option*) or Condition 7.3 (*Model-based Redemption*), if the Call Option is specified in the applicable Pricing Supplement as being applicable, the Warrants or Certificates may be terminated at the option of the Issuer in whole or, if so specified in the applicable Pricing Supplement, in part on any Optional Settlement Date at the relevant Optional Settlement Amount on the Issuer’s giving not less than the Minimum Call Notice Number of Day(s) nor more than the Maximum Call Notice Number of Day(s) to the Securityholders (which notice shall be irrevocable and shall oblige the Issuer to redeem the Warrants or Certificates specified in such notice on the relevant Optional Settlement Date at the Optional Settlement Amount ~~plus accrued interest (if any) to such date~~).”

2.4 The following new Condition 7.3 (*Model-based Redemption*) is added in the “Terms and Conditions of the Warrants and Certificates” on page 579 of the Offering Circular:

“7.3 *Model-based Redemption.* Notwithstanding anything to the contrary in Condition 7.1 (*Discretionary Call Option*), if Model-based Redemption is specified in the applicable Pricing Supplement as being applicable, the Warrants or Certificates shall be terminated by the Issuer in whole, but not in part, on any Model-based Redemption Date (Call) at the relevant Model-based Redemption Amount (Call), if and only if the output of the proprietary valuation model described below (the “**Valuation Model**”) indicates, in the Determination Agent’s reasonable opinion, that it would be economically more rational for the Issuer to terminate the Warrants or Certificates (as applicable) than not, as specified in Condition 7.3.2 (*Model-based Redemption*).

The Model-based Redemption Amount (Call) will be specified in the relevant Pricing Supplement and will be at least equal to Par, unless otherwise specified in the Pricing Supplement. The termination of the Warrants or Certificates will be without prejudice to the rights of Securityholders to receive any other payment accrued at the Model-based Redemption Date (Call) based on the terms of the Warrants or Certificates.

7.3.1 Valuation Model

The Valuation Model is a Morgan Stanley Group proprietary valuation model. The inputs of the Valuation Model are market data relevant for determining the amount payable by the Issuer under the terms of the Warrants or Certificates, in particular:

- reference market levels and volatilities for the relevant underlying assets, including forward looking predictions of their curves;
- valuations of the correlation of the underlying assets; and
- any relevant currency exchange rate.

The Valuation Model also utilises, as a fixed parameter, the credit spread of the Issuer (and the Guarantor, if applicable) taken at the Trade Date. The model is a quantitative model and is subject to internal approvals, controls and verifications to ensure it performs the relevant calculations systematically. No discretionary amendments can be made to the methodology of the Valuation Model.

On any given day, the Valuation Model calculates the financial opportunity cost for the Issuer to redeem the Warrants or Certificates on the relevant Model-based Redemption Date (Call).

7.3.2 Model-based Redemption

The Warrants or Certificates will be terminated, in whole but not in part, on a Model-based Redemption Date (Call) if the output of the Valuation Model determined by the Determination Agent at any time on a day that is no earlier than three (3) Business Days before and no later than a Model-based Redemption Determination Cut-off Date (Call) (any such date a “**Model-based Redemption Determination Date (Call)**”) indicates, in the Determination Agent’s reasonable opinion, that terminating the Warrants or Securities would be economically more rational for the Issuer than not terminating the Warrants or Securities. If so, the Issuer will notify Securityholders on the “**Model-based Redemption Notice Date (Call)**” which will not be less than five (5) Business Days’ prior to the Model-based Redemption Date (Call) and Securityholders will be entitled to receive the Model-based Redemption Amount (Call).

An early termination of the Warrants or Certificates will not automatically occur based solely on the performance of the underlying assets.

7.3.3 Use of discretion

The Determination Agent maintains discretion, which shall be exercised in good faith, in the interpretation of the outputs of the Valuation Model and on the date and time when such outputs are observed (provided that such date and time shall be no earlier than three (3) Business Days before and no later than a Model-based Redemption Determination Cut-off Date (Call)), and therefore maintains discretion with respect to the final decision to terminate the Warrants or Certificates (as applicable)."

PART C – AMENDMENTS TO THE PRO FORMA PRICING SUPPLEMENTS

- 3.1 Item 12 (*Put/Call Options/Autocallable Early Redemption*) of Part A of the “*Pro Forma Pricing Supplement for the English Law Notes*”, set out on pages 381 and 382 of the Offering Circular, and item 12 (*Put/Call Options/Autocallable Early Redemption*) of Part A of the “*Pro Forma Pricing Supplement for English Law Notes Linked to an Actively Managed Strategy or Index*”, set out on page 470 of the Offering Circular, are deleted in their entirety and each replaced as follows:

12. Put/Call Options/Autocallable Early Redemption:

- (i) Redemption at the option of the Issuer: [Applicable/Not Applicable]

(Condition 24.5)

- (ii) Redemption at the Non-discretionary Option of the Issuer: [Applicable/Not Applicable]

(Condition 24.6)

- (iii) Model-based Redemption: [Applicable/Not Applicable]

(Condition 24.13)

- ~~(iv)~~ (iii) Redemption at the Option of the Noteholders: [Applicable/Not Applicable]

(Condition 24.8)

- ~~(iii)~~ (iv) Autocallable Early Redemption: [Applicable/Not Applicable]

(Condition 21)

- ~~(i)~~ (vi) Other put/call options [Applicable/Not Applicable]

- 3.2 The following new Item 31(b) (*Model-based Redemption*) is added on Part A of the “*Pro Forma Pricing Supplement for the English Law Notes*”, on page 423 of the Offering Circular, and on Part A of the “*Pro Forma Pricing Supplement for English Law Notes Linked to an Actively Managed Strategy or Index*”, on page 510 of the Offering Circular:

31(b) Model-based Redemption:

[Applicable/Not Applicable]

(Condition 24.13)

(If not applicable, delete the remaining sub paragraphs of this paragraph)

- (i) Model-based Redemption Date(s) [•]
(Call):
- (ii) Model-based Redemption Amount(s) [•]
(Call):
- (iii) Model-based Redemption Notice [•]
Date(s) (Call):
- (iv) Model-based Redemption [•]
Determination Cut-off Date (Call):

3.3 The following new Item 27(b) (*Model-based Redemption*) is added on Part A of the “*Pro Forma Pricing Supplement for Warrants and Certificates*”, on page 783 of the Offering Circular:

27(b) Model-based Redemption:

[Applicable/Not Applicable]

(Condition 7.3)

(If not applicable, delete the remaining sub paragraphs of this paragraph)

- (i) Model-based Redemption Date(s) [•]
(Call):
- (ii) Model-based Redemption Amount(s) [•]
(Call):
- (iii) Model-based Redemption Notice [•]
Date(s) (Call):
- (iv) Model-based Redemption [•]
Determination Cut-off Date (Call):