

**SECOND SUPPLEMENT TO THE REGISTRATION DOCUMENT**

# Morgan Stanley

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

**MORGAN STANLEY & CO. INTERNATIONAL PLC**

*(incorporated with limited liability in England and Wales)*

**MORGAN STANLEY B.V.**

*(incorporated with limited liability in the Netherlands)*

**MORGAN STANLEY FINANCE LLC**

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

and

**MORGAN STANLEY EUROPE SE**

*(incorporated under the laws of Germany)*

Morgan Stanley, Morgan Stanley & Co. International plc (“**MSI plc**”), Morgan Stanley B.V. (“**MSBV**”), Morgan Stanley Finance LLC (“**MSFL**”) and Morgan Stanley Europe SE (“**MSESE**”) have prepared this second supplement to the registration document (the “**Second Registration Document Supplement**”) to supplement and be read in conjunction with the registration document dated 15 November 2024 (the “**Registration Document**”) and the first supplement to the Registration Document dated 27 January 2025.

This Second Registration Document Supplement has been approved by the Luxembourg Commission de Surveillance du Secteur Financier (the “**CSSF**”) as competent authority under Regulation (EU) 2017/1129 (the “**Prospectus Regulation**”), as a supplement to the Registration Document issued in compliance with Article 10(1) and Article 23(1) of the Prospectus Regulation.

The CSSF only approves this Second Registration Document Supplement as meeting the standard of completeness, comprehensibility and consistency imposed by the Prospectus Regulation and the CSSF gives no undertaking as to the economic and financial soundness of any transaction or the quality or solvency of the issuers. Such approval should not be considered as an endorsement of the issuers that are the subject of this Second Registration Document Supplement.

Unless otherwise defined in this Second Registration Document Supplement, terms defined in the Registration Document shall have the same meaning when used in this Second Registration Document Supplement. To the extent that there is any inconsistency between any statement in, or incorporated by reference in, this Second Registration Document Supplement and any other statement in, or incorporated by reference in, the Registration Document, the statements in this Second Registration Document Supplement will prevail.

The Registration Document is intended to form part of a prospectus prepared in compliance with the Prospectus Regulation and should be read and construed with this Second Registration Document Supplement, and any supplement hereto, together with all documents incorporated by reference into it, the other parts of such relevant prospectus or, as the case may be, securities note containing disclosure in relation to any issue of debt or derivative securities by any of Morgan Stanley, MSI plc, MSBV, MSFL or MSESE (or for which any of Morgan Stanley, MSI plc, MSBV, MSFL or MSESE is an obligor) and, where appropriate, the final terms containing information with

respect to such debt or derivative securities. This includes, without limitation: (i) the Regulation S / 144A Program for the Issuance of Notes, Series A and B, Warrants and Certificates pursuant to an offering circular dated 26 June 2024; (ii) the Base Prospectus for Fixed Income Notes under the German Programme for Medium Term Securities dated 22 November 2024; (iii) the French Law Programme for the Issuance of Notes pursuant to a base prospectus dated 20 June 2024; and (iv) the Regulation S Program for the Issuance of Notes and Certificates, Series A and Series B, and Warrants pursuant to a base prospectus dated 12 July 2024.

The purpose of this Second Registration Document Supplement is to:

- (a) disclose the publication by Morgan Stanley of its Annual Report on Form 10-K dated 21 February 2025 for the year ended 31 December 2024 (the “**Morgan Stanley 2024 Form 10-K**”);
- (b) incorporate the Morgan Stanley 2024 Form 10-K by reference into the Registration Document, as set out in “Part A” of this Second Registration Document Supplement;
- (c) make certain consequential amendments to the “*Risk Factors*” section in the Registration Document pursuant to the publication of the Morgan Stanley 2024 Form 10-K, as set out in “Part B” of this Second Registration Document Supplement;
- (d) make certain consequential amendments to the “*Description of Morgan Stanley*” section in the Registration Document pursuant to the publication of the Morgan Stanley 2024 Form 10-K, as set out in “Part C” of this Second Registration Document Supplement;
- (e) make certain consequential amendments to the “*Description of Morgan Stanley & Co. International PLC*” section in the Registration Document pursuant to the publication of the Morgan Stanley 2024 Form 10-K, as set out in “Part D” of this Second Registration Document Supplement;
- (f) make certain consequential amendments to the “*Description of Morgan Stanley Europe SE*.” section in the Registration Document pursuant to the publication of the Morgan Stanley 2024 Form 10-K, as set out in “Part E” of this Second Registration Document Supplement; and
- (g) make certain consequential amendments to the “*Subsidiaries of Morgan Stanley as of 31 December 2023*” section in the Registration Document pursuant to the publication of the Morgan Stanley 2024 Form 10-K, as set out in “Part F” of this Second Registration Document Supplement.

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 in accordance with the facts and does not omit anything likely to affect the import of such information.

“**Responsible Person**” means:

- (i) Morgan Stanley with regard to this Second Registration Document Supplement which comprises this Second Registration Document Supplement with the exception of Part D and Part E hereto;
- (ii) MSI plc with regard to this Second Registration Document Supplement which comprises this Second Registration Document Supplement with the exception of Part A, Part B, Part C, Part E and Part F hereto; and
- (iii) MSESE with regard to this Second Registration Document Supplement which comprises this Second Registration Document Supplement with the exception of Part A, Part B, Part C, Part D and Part F hereto.

Save as disclosed in this Second Registration Document Supplement, no significant new factor, material mistake or material inaccuracy relating to information included in the Registration Document has arisen since the publication of the first supplement to the Registration Document on 27 January 2025.

Any information or documents incorporated by reference into the Morgan Stanley 2024 10-K are not incorporated by reference into this Second Registration Document Supplement as such information or documents are either not relevant for the investor in any securities issued by Morgan Stanley, MSI plc, MSBV, MSFL or MSESE (as applicable) or are covered in the relevant prospectus in respect of such securities.

This Second Registration Document Supplement is available for viewing, and copies may be obtained from the offices of the Responsible Person and is available on Morgan Stanley’s website at

<https://sp.morganstanley.com/EU/Documents> and on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

The Morgan Stanley 2024 Form 10-K is available on Morgan Stanley's website at <https://sp.morganstanley.com/eu/download/prospectus/4bf1a309-5dea-4b8c-bf54-62ea9b32a4b8> and on the website of the Luxembourg Stock Exchange at [www.luxse.com](http://www.luxse.com).

3 March 2025

**MORGAN STANLEY**

**MORGAN STANLEY & CO. INTERNATIONAL PLC**

**MORGAN STANLEY B.V.**

**MORGAN STANLEY FINANCE LLC**

**MORGAN STANLEY EUROPE SE**

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## PART A – INCORPORATION BY REFERENCE

This Second Registration Document Supplement incorporates by reference the Morgan Stanley 2024 Form 10-K into the Registration Document, and the information incorporated by reference must be read in conjunction with the cross-reference table below which supplements the section titled “*Information Incorporated by Reference*” contained on pages 22 to 35 of the Registration Document (as supplemented).

The following document and/or information shall be deemed to be incorporated by reference in, and form a part of, the Registration Document:

<b>Document filed</b>	<b>Information incorporated by reference</b>	<b>Page(s)</b>
<b>Morgan Stanley</b>  Annual Report on Form 10-K for the year ended 31 December 2024  <a href="https://sp.morganstanley.com/eu/download/prospectus/4bf1a309-5dea-4b8c-bf54-62ea9b32a4b8">https://sp.morganstanley.com/eu/download/prospectus/4bf1a309-5dea-4b8c-bf54-62ea9b32a4b8</a>	(1) Business	5 – 12
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Any non-incorporated parts of a document referred to herein are either deemed not relevant for an investor or are otherwise covered elsewhere in the Registration Document.

In addition to the above, the first paragraph on page 35 of the “*INFORMATION INCORPORATED BY REFERENCE*” section in the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Morgan Stanley's Annual Report on Form 10-K for the year ended 31 December 2024 (at page 48 of the report), incorporated by reference, includes details of the long-term and short-term credit ratings assigned to Morgan Stanley by DBRS, Inc. (“**DBRS**”), Fitch Ratings, Inc. (“**Fitch**”), Moody's, Rating and Investment Information, Inc. (“**R&I**”) and Standard & Poor's Financial Services LLC (“**S&P**”). MSI plc's Annual Report for the year ended 31 December 2023 (at page 5 of the report), incorporated by reference, includes details of the long-term and short-term credit ratings assigned to MSI plc by Moody's and S&P. MSFL's Annual Report for the year ended 31 December 2023 (at page 3 of the report), incorporated by reference, includes details of the long-term credit rating assigned to MSFL by S&P. MSESE's Annual Report for the year ended 31 December 2023, incorporated by reference into this Registration Document, includes details (at page 12 therein) of the long-term and short-term credit ratings assigned to MSESE by Moody's, S&P and Fitch.”

## PART B – AMENDMENTS TO THE “RISK FACTORS” SECTION

1. The section titled “*Risks relating to the financial situation of Morgan Stanley.*” on page 1 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Morgan Stanley faces a number of risks in relation to its financial situation, including market risk, credit risk and liquidity risk.

Market risk refers to the risk that a change in the level of one or more market prices, rates, indices, volatilities, correlations or other market factors, such as market liquidity, will result in losses for a position or portfolio owned by Morgan Stanley.

Credit risk refers to the risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations to Morgan Stanley.

Liquidity risk refers to the risk that we will be unable to finance our operations due to a loss of access to the capital markets or difficulty in liquidating our assets. Liquidity risk also encompasses our ability (or perceived ability) to meet our financial obligations without experiencing significant business disruption or reputational damage that may threaten our viability as a going concern, as well as the associated funding risks triggered by the market or idiosyncratic stress events that may negatively affect our liquidity and may impact our ability to raise new funding or the cost of new funding.”

2. The section titled “*Morgan Stanley’s results of operations may be materially affected by market fluctuations and by global financial market and economic conditions and other factors.*” on pages 1 to 2 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Morgan Stanley's results of operations have been in the past and may, in the future, be materially affected by global financial market and economic conditions, including, in particular, by periods of low or slowing economic growth in the United States and other major markets, both directly and indirectly through their impact on client activity levels. These include the level and volatility of equity, fixed income and commodity prices; the level, term structure and volatility of interest rates; inflation, currency values and unemployment rates; the level of other market indices, fiscal or monetary policies established by governments, central banks and financial regulators; and uncertainty concerning the future path of interest rates, government shutdowns, debt ceilings or funding, which may be driven by economic conditions, recessionary fears, market uncertainty or lack of confidence among investors and clients due to the effects of widespread events such as global pandemics, natural disasters, climate-related incidents, acts of war or aggression, geopolitical instability, changes as a result of global elections, including changes in U.S. presidential administrations or Congress, changes to global trade policies, supply chain complications and the implementation of tariffs, protectionist trade policies, trade sanctions or investment restrictions and other factors, or a combination of these or other factors.

The results of Morgan Stanley's Institutional Securities business segment, particularly results relating to its involvement in primary and secondary markets for all types of financial products, are subject to substantial market fluctuations due to a variety of factors that it cannot control or predict with great certainty. These fluctuations impact results by causing variations in business flows and activity and in the fair value of securities and other financial products. Fluctuations also occur due to the level of global market activity, which, among other things, can be impacted by market uncertainty or lack of investor and client confidence due to unforeseen economic, geopolitical or market conditions that in turn affect the size, number and timing of investment banking client assignments and transactions and the realisation of returns from Morgan Stanley's principal investments.

Periods of unfavourable market or economic conditions, including equity market levels and the level and pace of changes in interest rates and asset valuation, may have adverse impacts on the level of individual investor confidence and participation in the global markets and/or the level of and mix of client assets, including deposits. This could also impact the level of net new asset flows and/or flows into fee-based assets. Any of these factors could negatively impact the results of Morgan Stanley's Wealth Management business segment.

Substantial market fluctuations or divergence in asset performance could also cause variations in the value of Morgan Stanley's investments in its funds, the flow of investment capital into or from assets under management (“AUM”), and the way customers allocate capital among money market, equity, fixed income or other investment alternatives, which could negatively impact the results of Morgan Stanley's Investment Management business segment.

The value of Morgan Stanley's financial instruments may be materially affected by market fluctuations. Market volatility, illiquid market conditions and disruptions in the markets may make it difficult to value and monetise certain of Morgan Stanley's financial instruments, particularly during periods of market uncertainty or displacement. Subsequent valuations in future periods, in light of factors then prevailing, may result in significant changes in the value of these instruments and may adversely impact historical or prospective fees

and performance-based income (also known as incentive fees, which include carried interest) in respect of certain businesses.

In addition, at the time of any sales and settlements of these financial instruments, the price Morgan Stanley ultimately realises will depend on the demand and liquidity in the market at that time and may be materially lower than their current fair value. Any of these factors could cause a decline in the value of Morgan Stanley's financial instruments, which may adversely affect its results of operations in future periods. In addition, financial markets are susceptible to severe events evidenced by rapid depreciation in asset values accompanied by a reduction in asset liquidity. Under these extreme conditions, hedging and other risk management strategies may not be as effective at mitigating trading losses as they would be under more normal market conditions. Moreover, under these conditions, market participants are particularly exposed to trading strategies employed by many market participants simultaneously and on a large scale, which could lead to increased individual counterparty risk for Morgan Stanley's businesses. Although Morgan Stanley's risk management and monitoring processes seek to quantify and mitigate risk to more extreme market moves, severe market events have historically been difficult to predict, and Morgan Stanley could realise significant losses if extreme market events were to occur."

3. The following sub-heading and corresponding paragraph shall be inserted as a new section on page 2 of the Registration Document immediately preceding the section titled "*Holding large and concentrated positions may expose Morgan Stanley to losses*":

***"Significant changes to interest rates could adversely affect Morgan Stanley's results of operations.***

Morgan Stanley's net interest income is sensitive to changes in interest rates, generally resulting in higher net interest income in higher interest rate scenarios and lower net interest income in lower interest rate scenarios. The level and pace of interest rate changes, along with other developments, such as pricing changes to certain deposit types due to various competitive dynamics and alternative cash-equivalent products available to depositors, have in the past impacted, and could again impact, client preferences for cash allocation and the pace of reallocation of client balances, resulting in changes in the deposit mix and associated interest expense, as well as client demand for loans. These factors have in the past adversely affected, and may in the future adversely affect, Morgan Stanley's results of operations, including its net interest income."

4. The section titled "*Morgan Stanley is exposed to the risk that third parties that are indebted to it will not perform their obligations.*" on pages 2 to 3 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

"Morgan Stanley incurs significant credit risk exposure through its Institutional Securities business segment. This risk may arise from a variety of business activities, including, but not limited to: extending credit to clients through various lending commitments; entering into swap or other derivative contracts under which counterparties have obligations to make payments to Morgan Stanley; acting as clearing broker for listed and over-the-counter derivatives whereby Morgan Stanley guarantees client performance to clearinghouses; providing short- or long-term funding that is secured by physical or financial collateral, including, but not limited to, real estate and marketable securities, whose value may at times be insufficient to fully cover the loan repayment amount; posting margin and/or collateral and other commitments to clearinghouses, clearing agencies, exchanges, banks, securities firms and other financial counterparties; and investing and trading in securities and loan pools, whereby the value of these assets may fluctuate based on realised or expected defaults on the underlying obligations or loans.

Morgan Stanley also incurs credit risk in its Wealth Management business segment lending to mainly individual investors, including, but not limited to, margin- and securities-based loans collateralised by securities, residential mortgage loans, including home equity lines of credit ("**HELOCs**"), and structured loans to ultrahigh net worth clients, that are in most cases secured by various types of collateral whose value may at times be insufficient to fully cover the loan repayment amount, including marketable securities, private investments, commercial real estate and other financial assets.

Morgan Stanley's valuations related to, and reserves for losses on, credit exposures rely on complex models, estimates and subjective judgments about the future. While Morgan Stanley believes current valuations and reserves adequately address its perceived levels of risk, future economic conditions, including inflation and changes in real estate and other asset values, that differ from or are more severe than forecast, inaccurate models or assumptions, or external factors such as geopolitical events, changes in international trade policies, global pandemics or natural disasters, could lead to inaccurate measurement of or deterioration of credit quality of Morgan Stanley's borrowers and counterparties or the value of collateral and result in unexpected losses. Morgan Stanley may also incur higher-than-anticipated credit losses as a result of (i) disputes with counterparties over the valuation of collateral or (ii) actions taken by other lenders that may negatively impact the valuation of collateral. In cases where Morgan Stanley forecloses on collateral, sudden declines in the value or liquidity of collateral may result in significant losses to Morgan Stanley despite its (i) credit monitoring, (ii) over-collateralisation, (iii) ability to call for additional collateral or (iv) ability to force



repayment of the underlying obligation, especially where there is a single type of collateral supporting the obligation. In addition, in the longer term, climate change may have a negative impact on the financial condition of Morgan Stanley's clients, which may decrease revenues from those clients and increase the credit risk associated with loans and other credit exposures to those clients. Certain of Morgan Stanley's credit exposures may be concentrated by counterparty, product, sector, portfolio, industry or geographic region. Although Morgan Stanley's models and estimates account for correlations among related types of exposures, a change in the market or economic environment for a concentrated product or an external factor impacting a concentrated counterparty, sector, portfolio, industry or geographic region may result in credit losses in excess of amounts forecast.

In addition, as a clearing member of several central counterparties, Morgan Stanley is responsible for the defaults or misconduct of its customers and could incur financial losses in the event of default by other clearing members. Although Morgan Stanley regularly reviews its credit exposures, default risk may arise from events or circumstances that are difficult to detect or foresee.”

5. The section titled “*Liquidity is essential to Morgan Stanley's businesses and Morgan Stanley relies on external sources to finance a significant portion of its operations.*” on page 3 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Liquidity is essential to Morgan Stanley's businesses. Morgan Stanley's liquidity could be negatively affected by its inability to raise funding in the long-term or short-term debt capital markets or its inability to access the secured lending markets, its inability to attract and retain deposits, or unanticipated outflows of cash or collateral by customers or clients. Factors that Morgan Stanley cannot control, such as volatility and disruption of the financial markets or negative views about the financial services industry generally, including concerns regarding fiscal matters in the U.S. and other geographic areas, could impair Morgan Stanley's ability to raise funding.

In addition, Morgan Stanley's ability to raise funding could be impaired if investors, depositors or lenders develop a negative perception of Morgan Stanley's long-term or short-term financial prospects due to factors such as an incurrence of large trading , credit or operational losses, a downgrade by the rating agencies, a decline in the level of its business activity, or if regulatory authorities take significant action against Morgan Stanley or its industry, or if Morgan Stanley discovers significant employee misconduct or illegal activity.

If Morgan Stanley is unable to raise funding using the methods described above, it would likely need to utilize other funding sources or finance or liquidate unencumbered assets, such as its investment portfolios or trading assets, to meet maturing liabilities or other obligations. Morgan Stanley may be unable to sell some of its assets, or it may have to sell assets at a discount to market value, either of which could adversely affect Morgan Stanley's results of operations, cash flows and financial condition.”

6. The section titled “*Morgan Stanley is a holding company and depends on payments from its subsidiaries.*” on page 4 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Morgan Stanley has no business operations and depends on dividends, distributions, loans and other payments from its subsidiaries to fund dividend payments and to fund all payments on its obligations, including debt obligations. Regulatory restrictions, tax restrictions or elections and other legal restrictions may limit Morgan Stanley's ability to transfer funds freely, either to or from its subsidiaries. In particular, many of Morgan Stanley's subsidiaries, including its bank and broker-dealer subsidiaries, are subject to laws, regulations and self-regulatory organisation rules that, in certain circumstances, limit, as well as permit regulatory bodies to block or reduce the flow of funds to Morgan Stanley, or that prohibit such transfers or dividends altogether, including steps to “ring fence” entities by regulators outside of the U.S. to protect clients and creditors of such entities.

These laws, regulations and rules may hinder Morgan Stanley's ability to access funds that it may need to make payments on its obligations. Furthermore, as a bank holding company, Morgan Stanley may become subject to a prohibition or to limitations on its ability to pay dividends. The U.S banking agencies have the authority, and under certain circumstances the duty, to prohibit or to limit the payment of dividends or other capital actions by the banking organisations they supervise, including Morgan Stanley and its U.S. Bank Subsidiaries.”

7. The section titled “*Risks relating to the operation of Morgan Stanley's business activities.*” on pages 4 to 5 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Morgan Stanley faces a number of operational risks in relation to its business activities.

Operational risk refers to the risk of loss, or of damage to Morgan Stanley's reputation, resulting from inadequate or failed processes or systems, from human factors or from external events (e.g., cyberattacks or third-party vulnerabilities) that may manifest as, for example, loss of information, business disruption, theft and fraud, legal, regulatory and compliance risks, or damage to physical assets). Morgan Stanley may experience operational risk across the full scope of its business activities, including revenue-generating

activities and support and control groups (e.g., information technology and trade processing). Legal, regulatory and compliance risk is included in the scope of operational risk and is discussed below under "Legal, Regulatory and Compliance Risk".

8. The section titled "*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 business or reputation.*" on pages 5 to 6 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

"Morgan Stanley's businesses are highly dependent on its ability to process and report, on a daily basis, a large number of transactions across numerous and diverse markets in many currencies. Morgan Stanley may introduce new products or services or change processes or reporting, including in connection with new regulatory requirements, or integration of processes or systems of acquired companies, resulting in new operational risk that Morgan Stanley may not fully appreciate or identify.

The trend toward direct access to automated, electronic markets, and the move to more automated trading platforms has resulted in the use of increasingly complex technology that relies on the continued effectiveness of the programming code and integrity of the data to process the trades. Morgan Stanley relies on the ability of its employees, Morgan Stanley's consultants, its internal systems and systems at technology centres maintained by unaffiliated third parties to operate its different businesses and process a high volume of transactions. Unusually high trading volumes or site usage could cause Morgan Stanley's systems to operate at an unacceptably slow speed or even fail. Disruptions to, destruction of, instability of or other failure to effectively maintain Morgan Stanley's information technology systems or external technology that allows its clients and customers to use its products and services (including its self-directed brokerage platform and mobile services) could harm Morgan Stanley's business and its reputation.

As a major participant in the global capital markets, Morgan Stanley faces the risk of incorrect valuation or risk management of its trading positions due to flaws in data, models, electronic trading systems or processes or due to fraud or cyberattacks. Morgan Stanley also faces the risk of operational failure or disruption of any of the clearing agents, exchanges, clearing houses or other financial intermediaries it uses to facilitate its lending, securities and derivatives transactions. In addition, in the event of a breakdown or improper operation or disposal of Morgan Stanley's or a direct or indirect third party's (or third parties thereof) systems, processes or information assets, or improper or unauthorised action by third parties, including consultants and subcontractors or Morgan Stanley's employees, Morgan Stanley has in the past received, and may receive in the future regulatory sanctions, and could suffer financial loss, an impairment to its liquidity position, a disruption of its businesses, or damage to its reputation.

In addition, the interconnectivity of multiple financial institutions with central agents, exchanges and clearing houses, and the increased importance of these entities, increases the risk that an operational failure at one institution or entity may cause an industry-wide operational failure that could materially impact Morgan Stanley's ability to conduct business. Furthermore, the concentration of company and personal information held by a small number of third parties increases the risk that a breach or disruption at a key third party may cause an industry-wide event that could significantly increase the cost and risk of conducting business. These risks may be heightened to the extent that Morgan Stanley relies on third parties that are concentrated in a geographic area.

There can be no assurance that Morgan Stanley's or its third parties' business contingency and security response plans fully mitigate all potential risks to Morgan Stanley. Morgan Stanley's ability to conduct business may be adversely affected by a disruption in the infrastructure that supports its businesses and the communities where Morgan Stanley is located. This may include a disruption involving physical site access; software flaws and vulnerabilities; cybersecurity incidents; terrorist activities; political unrest; disease pandemics; catastrophic events; climate-related incidents and natural disasters (such as earthquakes, tornadoes, floods, hurricanes and wildfires); electrical outages; environmental hazards; computer servers; internet outages; client access to Morgan Stanley's digital platforms and mobile applications; communication platforms or other services Morgan Stanley uses; new technologies (such as generative artificial intelligence); and its employees or third parties with whom Morgan Stanley conducts business. Although Morgan Stanley and the third parties with whom it conducts business employ backup systems for data, those backup systems may be unavailable following a disruption, the affected data may not have been backed up or may not be recoverable from the backup, the backup systems may not process data as accurately or efficiently as the primary systems or the backup data may be costly to recover, any of which could adversely affect Morgan Stanley's business.

Notwithstanding evolving technology and technology-based risk and control systems, Morgan Stanley's businesses ultimately rely on people, including Morgan Stanley employees and those of third parties with which Morgan Stanley conducts business (or third parties thereof). As a result of human error or engagement in violations of applicable policies, laws, rules or procedures, certain errors or violations are not always discovered immediately by Morgan Stanley's technological processes or by Morgan Stanley's controls and

other procedures, that are intended to prevent and detect such errors or violations. These can include calculation or input errors, inadvertent or duplicate payments, mistakes in addressing emails or other communications, errors in software or model development or implementation, or errors in judgment, as well as intentional efforts to disregard or circumvent applicable policies, laws, rules or procedures. Morgan Stanley's use of new technologies may be undermined by such human errors or misconduct due to undetected flaws or biases in the algorithms or data utilised by such technologies. Human errors and malfeasance, even if promptly discovered and remediated, can result in material losses and liabilities for Morgan Stanley and negatively impact its reputation in the future.

Morgan Stanley conducts business in various jurisdictions outside the U.S., including jurisdictions that may not have comparable levels of protection for their corporate assets such as intellectual property, trademarks, trade secrets, know-how and customer information and records. The protection afforded in those jurisdictions may be less established and/or predictable than in the U.S. or other jurisdictions in which Morgan Stanley operates. As a result, there may also be heightened risks associated with the potential theft of their data, technology and intellectual property in those jurisdictions by domestic or foreign actors, including private parties and those affiliated with or controlled by state actors. Additionally, Morgan Stanley is subject to complex and evolving U.S. and international laws and regulations governing areas such as cybersecurity, privacy and data governance, transfer and protection, which may differ and potentially conflict, in various jurisdictions. Any theft of data, technology or intellectual property may negatively impact Morgan Stanley's operations and reputation, including disrupting the business activities of Morgan Stanley's subsidiaries, affiliates, joint ventures or clients conducting business in those jurisdictions.”

9. The sub-heading and paragraphs thereunder in the section titled “*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.*” on pages 6 to 7 of the Registration Document shall be deleted in their entirety and the following substituted therefor:

***“A cyberattack, 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 personal, confidential or proprietary information and otherwise adversely impact its results of operations, liquidity and financial condition, as well as cause reputational harm.*”**

Cybersecurity risks for financial institutions have significantly increased in recent years in part because of the proliferation of new technologies; the use of the internet, mobile telecommunications and cloud technologies to conduct financial transactions; and the increased sophistication and activities of organised crime, hackers, terrorists, nation-states, state-sponsored actors and other parties. Any of these parties may also attempt to fraudulently induce employees, customers, clients, vendors or other third parties or users of Morgan Stanley's systems to disclose sensitive information in order to gain access to Morgan Stanley's networks, systems or data or those of its employees or clients, and such parties may see their effectiveness enhanced by the use of artificial intelligence. Global events and geopolitical instability have also led to increased nation-state targeting of financial institutions in the U.S. and abroad.

Information security risks may also derive from human error, fraud or malice on the part of Morgan Stanley's employees or third parties, software bugs, server malfunctions, software or hardware failure or other technological failure. For example, human error has led to the loss of Morgan Stanley's physical data-bearing devices in the past. These risks may be heightened by several factors, including remote work, reliance on new technologies (such as generative artificial intelligence) or as a result of the integration of acquisitions and other strategic initiatives that may subject Morgan Stanley to new technology, customers or third-party providers. In addition, third parties with whom Morgan Stanley does business or shares information, and each of their service providers, Morgan Stanley's regulators and the third parties with whom Morgan Stanley's customers and clients share information used for authentication, may also be sources of cybersecurity and information security risks, particularly where these activities are beyond Morgan Stanley's security and control systems. There is no guarantee that the measures Morgan Stanley takes will provide absolute security or recoverability given that the techniques used in cyberattacks are complex, frequently change and are difficult to anticipate.

Like other financial services firms, Morgan Stanley, its third-party providers and its clients continue to be the subject of unauthorised access attacks; mishandling, loss, theft or misuse of information; computer viruses or malware; cyberattacks designed to obtain confidential information, destroy data, disrupt or degrade service, sabotage systems or networks, impede Morgan Stanley's ability to execute or confirm settlement of transactions or cause other damage; ransomware; denial of service attacks; data breaches; social engineering attacks; phishing attacks; and other events. There can be no assurance that such unauthorised access, mishandling or misuse of information, or cybersecurity incidents will not occur in the future and they could occur more frequently and on a more significant scale.

Morgan Stanley maintains a significant amount of personal and confidential information on its customers, clients and certain counterparties that Morgan Stanley is required to protect under various state, federal and international data protection and privacy laws. These laws may be in conflict with one another or courts and regulators may interpret them in ways that Morgan Stanley had not anticipated or that adversely affect Morgan Stanley's business. A cyberattack, information or security breach, or a technology failure of Morgan Stanley's or of a third party could jeopardise Morgan Stanley or its clients', employees', partners', vendors' or counterparties' personal, confidential, proprietary or other information processed and stored in, and transmitted through, Morgan Stanley's and its third parties' computer systems and networks. Furthermore, such events could cause interruptions or malfunctions in Morgan Stanley's clients', employees', partners', vendors', counterparties' or third parties' operations, as well as the unauthorised release, gathering, monitoring, misuse, loss or destruction of personal, confidential, proprietary and other information of Morgan Stanley, Morgan Stanley's employees, customers or of other third parties. Any of these events could result in reputational damage with Morgan Stanley's clients and the market, client dissatisfaction, additional costs to Morgan Stanley to maintain and update its operational and security systems and infrastructure, violation of the applicable data protection and privacy laws, regulatory investigations and enforcement actions, litigation exposure, or fines or penalties, any of which could adversely affect Morgan Stanley's business, financial condition or results of operations.

Given Morgan Stanley's global footprint and the high volume of transactions it processes; the large number of clients, partners, vendors and counterparties Morgan Stanley interacts with to conduct business; and the increasing sophistication of cyberattacks: a cyberattack or information or security breach could occur and persist for an extended period of time without detection. It could take considerable time for Morgan Stanley to determine the scope, extent, amount and type of information compromised, and the impact of such an attack may not be fully understood. During such time Morgan Stanley would not necessarily know the extent of the harm or how best to remediate it, and certain errors or actions could be repeated or compounded before they are discovered and remediated, if at all, all or any of which would further increase the costs and consequences of a cyberattack or information security incident.

While many of Morgan Stanley's agreements with partners and third parties include indemnification provisions, Morgan Stanley may not be able to recover sufficiently, or at all, under such provisions to adequately offset any losses it may incur. In addition, although Morgan Stanley maintains insurance coverage that may, subject to policy terms and conditions, cover certain aspects of cyber and information security risks, such insurance coverage may be insufficient to cover any or all losses Morgan Stanley may incur, and Morgan Stanley cannot be sure that such insurance will continue to be available to Morgan Stanley on commercially reasonable terms, or at all, or that Morgan Stanley's insurers will not deny coverage as to any future claim.

Morgan Stanley continues to make investments with a view toward maintaining and enhancing its cybersecurity, resilience and information security posture, including investments in technology and associated technology risk management activities. The cost of managing cybersecurity and information security risks and attacks, along with complying with new, increasingly expansive and evolving regulatory requirements, could adversely affect Morgan Stanley's results of operations and business.”

10. The section titled “*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.*” on pages 7 to 8 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Morgan Stanley has devoted significant resources to develop its risk management strategies, models and processes, including our use of various risk models for assessing market, credit, liquidity and operational exposures and hedging strategies, stress testing and other analysis capabilities, and expects to continue to do so in the future. Nonetheless, Morgan Stanley's risk management capabilities may not be fully effective in mitigating Morgan Stanley's risk exposure in all market environments or against all types of risk, including risks that are unidentified or unanticipated.

As Morgan Stanley's businesses change and grow, including through acquisitions and the introduction and application of new technologies, such as artificial intelligence, and the markets in which Morgan Stanley operates evolve, its risk management strategies, models and processes may not always adapt with those changes. Some of Morgan Stanley's methods of managing risk are based upon its use of observed historical market behaviour and management's judgment. As a result, these methods may not predict future risk exposures, which could be significantly greater than the historical measures indicate.

In addition, many models Morgan Stanley uses are based on assumptions or inputs regarding correlations among prices of various asset classes or other market indicators, and therefore, cannot anticipate sudden, unanticipated or unidentified market or economic movements, such as the impact of a pandemic or a sudden geopolitical conflict, which could cause Morgan Stanley to incur losses.

Management of market, credit, liquidity, operational, model, legal, regulatory and compliance risks requires, among other things, policies and procedures to record properly and verify a large number of transactions and events, and these policies and procedures may not be fully effective. Morgan Stanley's trading risk management strategies and techniques also seek to balance its ability to profit from trading positions with its exposure to potential losses.

Morgan Stanley employs a broad and diversified set of risk monitoring and risk mitigation techniques, however, those techniques and the judgments that accompany their application cannot anticipate every economic and financial outcome or the timing of such outcomes. For example, to the extent that Morgan Stanley's trading or investing activities involve less liquid trading markets or are otherwise subject to restrictions on sales or hedging, Morgan Stanley may not be able to reduce its positions and therefore reduce its risk associated with such positions. Morgan Stanley may, therefore, incur losses in the course of its trading or investing activities.”

11. The section titled “*Climate change manifesting as physical or transition risks could result in increased costs and risks and adversely affect Morgan Stanley's operations, businesses and clients.*” on pages 8 to 9 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“There continues to be increasing concern over the risks of climate change and related sustainability matters. The physical risks of climate change include harm to people and property arising from acute, climate-related events, such as floods, hurricanes, heatwaves, droughts and wildfires, and chronic, longer-term shifts in climate patterns, such as higher global average temperatures, rising sea levels, and droughts. Such events could disrupt Morgan Stanley's operations or those of its clients or third parties on which Morgan Stanley relies, including through direct damage to physical assets and indirect impacts from supply chain disruption and market volatility. These events could impact the ability of certain of Morgan Stanley's clients or customers to repay their obligations, reduce the value of collateral, increase costs, including the cost and availability of insurance coverage and result in other adverse effects.

The transition risks of climate change include policy, legal, technology and market changes. Examples of these transition risks include changes in consumer and business sentiment, related technologies, shareholder preferences and any additional regulatory and legislative requirements, including increased disclosure or regulation of carbon emissions. These risks could increase Morgan Stanley's expenses and adversely impact its strategies. Negative impacts to certain of Morgan Stanley's clients, such as decreased profitability and asset write-downs, could also lead to increased credit and liquidity risk to Morgan Stanley.

In addition, Morgan Stanley's reputation and client relationships may be adversely impacted as a result of Morgan Stanley's or their clients' involvement, in certain practices that may have, or are associated with having, an adverse impact on climate change. Legislative or regulatory change regarding climate-related risks, including inconsistent requirements and uncertainties, could result in loss of revenue, or increased credit, market, liquidity, regulatory, compliance, reputational and other risks and costs.

Morgan Stanley's ability to achieve its climate-related targets and commitments and the way it goes about this could also result in reputational harm as a result of public sentiment, legislative and regulatory scrutiny (including from U.S. federal and state governments and foreign policymakers and regulators), litigation and reduced investor and stakeholder confidence. If Morgan Stanley is unable to achieve its objectives relating to climate change or its current response to climate change is perceived to be ineffective or insufficient, or the way it responds is perceived negatively, Morgan Stanley's business and reputation may suffer.

The risks associated with, and the perspective of regulators, governments, shareholders, employees and other stakeholders regarding climate change, as well as geopolitical events, continue to evolve rapidly, making it difficult to assess the ultimate impact on Morgan Stanley of climate-related risks and uncertainties. As climate risk is interconnected with other risks, Morgan Stanley has developed and continues to enhance processes to embed climate risk considerations into its risk management practices and governance structures. Despite Morgan Stanley's risk management practices, the unpredictability surrounding the timing and severity of climate-related events, and societal or political changes in reaction, to them make it difficult to predict, identify, monitor and mitigate climate risks.

In addition, the methodologies and data used to manage and monitor climate risk continue to evolve. Current approaches utilise information and estimates that have been derived from information or factors released by third-party sources, which may not reflect the latest or most accurate data. Climate-related data, particularly greenhouse gas emissions for clients and counterparties, remains limited in availability and varies in quality. Certain third-party information may also change over time as methodologies evolve and are refined. While Morgan Stanley believes this information is the best available at the time, Morgan Stanley may only be able to complete limited validation. Furthermore, modelling capabilities and methodologies to analyse climate-related risks, although improving, remain nascent and emerging and are subject to uncertainty due to limited historical trend information and the absence of standardized and comprehensive data. These and other factors could cause results to differ materially, which could impact Morgan Stanley's ability to manage climate-related risks.”

12. The section titled “*Replacement or reform of certain interest rate benchmarks could adversely affect Morgan Stanley’s business, securities, financial conditions and results of operations.*” on page 9 of the Registration Document shall be deleted in its entirety.
13. The section titled “*The financial services industry is subject to extensive regulation, and changes in regulation will impact Morgan Stanley’s business.*” on page 10 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Like other major financial services firms, Morgan Stanley is subject to extensive regulation by U.S. federal and state regulatory agencies and securities exchanges and by regulators and exchanges in each of the major markets where Morgan Stanley conducts its business, including an increasing number of complex sanctions and disclosure regimes. These laws and regulations, which may continue to increase in volume and complexity, significantly affect the way and costs of doing business and can restrict the scope of its existing businesses and limit its ability to expand its product offerings and pursue certain investments.

Morgan Stanley and its employees are subject to wide-ranging regulation and supervision, which, among other things, subject Morgan Stanley to intensive scrutiny of its businesses and any plans for expansion of those businesses through acquisitions or otherwise, limitations on activities, a systemic risk regime that imposes heightened capital and liquidity and funding requirements, including the global implementation of capital standards established by the Basel Committee, and other enhanced prudential standards, resolution regimes and resolution planning requirements, requirements for maintaining minimum amounts of total loss-absorbing capacity (“**TLAC**”) and external long-term debt, restrictions on activities and investments imposed by a section of the Bank Holding Company Act of 1956, as amended (the “**BHC Act**”) added by the Dodd-Frank Act referred to as the “**Volcker Rule**”, comprehensive derivatives regulation, interest rate benchmark requirements, commodities regulation, market structure regulation, consumer protection regulation, AML, terrorist financing and anti-corruption rules and regulations, tax regulations and interpretations, antitrust laws, trade and transaction reporting obligations, requirements related to preventing the misuse of confidential information, including material non-public information, record-keeping requirements, broadened fiduciary obligations and disclosure requirements.

New laws, rules, regulations and guidelines, as well as ongoing implementation of Morgan Stanley's efforts to comply with, and/or changes to laws, rules, regulations and guidelines, including changes in the breadth, application, interpretation or enforcement of laws, rules, regulations and guidelines, could materially impact the profitability of Morgan Stanley's businesses and the value of assets it holds, impact its income tax provision and effective tax rate, expose it to additional theories of liability and additional costs, require changes to business practices or force it to discontinue businesses, adversely affect its ability to pay dividends and repurchase its stock, or require it to raise capital, including in ways that may adversely impact its shareholders or creditors.

In addition, regulatory requirements that are imposed by foreign policymakers and regulators may be inconsistent or conflict with regulations that Morgan Stanley is subject to in the U.S. and may adversely affect it.”

14. The section titled “*The application of regulatory requirements and strategies in the U.S. 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.*” on pages 10 to 11 of the Registration Document shall be deleted in its entirety and the following substituted therefor:

“Morgan Stanley is required to submit once every two years to the Federal Reserve and the FDIC a resolution plan that describes its strategy for a rapid and orderly resolution under the U.S. Bankruptcy Code in the event of material financial distress or failure. If the Federal Reserve and the FDIC were to jointly determine that Morgan Stanley's resolution plan submission was not credible or would not facilitate an orderly resolution, and if Morgan Stanley was unsuccessful in addressing any deficiencies identified by the regulators, Morgan Stanley or any of its subsidiaries may be subject to more stringent capital, leverage or liquidity requirements or restrictions on its growth, activities, or operations, or after a two year period, Morgan Stanley may be required to divest assets or operations.

In addition, provided that certain procedures are met, Morgan Stanley can be subject to a resolution proceeding under the orderly liquidation authority under Title II of the Dodd-Frank Act with the FDIC being appointed as receiver instead of being resolved under the U.S. Bankruptcy Code. The FDIC's power under the orderly liquidation authority to disregard the priority of creditor claims and treat similarly situated creditors differently in certain circumstances, subject to certain limitations, could adversely impact holders of Morgan Stanley's unsecured debt.

Further, because Morgan Stanley's resolution plan contemplates a single point of entry (“**SPOE**”) strategy under the U.S. Bankruptcy Code and the FDIC has indicated that it expects to use an SPOE strategy through which it may apply its orderly liquidation authority powers for a U.S. G-SIB, Morgan Stanley believes that the application of an SPOE strategy is the reasonably likely outcome if either its resolution plan were

implemented or a resolution proceeding were commenced under the orderly liquidation authority. An SPOE strategy generally contemplates the provision of adequate capital and liquidity by Morgan Stanley to certain of its subsidiaries so that such subsidiaries have the resources necessary to implement the resolution strategy, and Morgan Stanley has entered into a secured amended and restated support agreement with such entities, pursuant to which it would provide such capital and liquidity to such entities.

In addition, a wholly owned, direct subsidiary of Morgan Stanley, Morgan Stanley Holdings LLC ("**Funding IHC**"), serves as a resolution funding vehicle. Morgan Stanley has transferred, and has agreed to transfer on an ongoing basis, certain assets to the Funding IHC. In the event of a resolution scenario, Morgan Stanley would be obligated to contribute all of its material assets that can be contributed under the terms of the amended and restated support agreement (other than shares in subsidiaries of Morgan Stanley and certain other assets) to the Funding IHC. The Funding IHC would be obligated to provide capital and liquidity, as applicable, to certain supported subsidiaries, pursuant to the terms of the secured amended and restated support agreement.

The obligations of Morgan Stanley and of the Funding IHC, respectively, under the amended and restated support agreement are in most cases secured on a senior basis by the assets of Morgan Stanley (other than shares in subsidiaries of Morgan Stanley and certain other assets) and the assets of the Funding IHC, as applicable. As a result, claims of certain supported Morgan Stanley subsidiaries, including the Funding IHC, against the assets of Morgan Stanley with respect to such secured assets are effectively senior to unsecured obligations of Morgan Stanley.

Although an SPOE strategy, whether applied pursuant to Morgan Stanley's resolution plan or in a resolution proceeding under the orderly liquidation authority, is intended to result in better outcomes for creditors overall, there is no guarantee that the application of an SPOE strategy, including the provision of support to Morgan Stanley's supported subsidiaries pursuant to the secured amended and restated support agreement, will not result in greater losses for holders of Morgan Stanley's securities compared with a different resolution strategy for the firm.

Regulators have taken and proposed various actions to facilitate an SPOE strategy under the U.S. Bankruptcy Code, the orderly liquidation authority and other resolution regimes. For example, the Federal Reserve requires top-tier bank holding companies of U.S. global systemically important banks, including Morgan Stanley, to maintain adequate TLAC, including equity and eligible long-term debt, in order to ensure that such institutions have enough loss-absorbing resources at the point of failure to be recapitalised through the conversion of debt to equity or otherwise by imposing losses on eligible TLAC where the SPOE strategy is used. The combined implication of the SPOE resolution strategy and the TLAC requirement is that Morgan Stanley's losses will be imposed on the holders of eligible long-term debt and other forms of eligible TLAC issued by Morgan Stanley before any losses are imposed on the creditors of Morgan Stanley's supported subsidiaries without requiring taxpayer or government financial support.

In addition, certain jurisdictions, including the United Kingdom ("**U.K.**") and European Union ("**E.U.**") jurisdictions, have implemented changes to resolution regimes to provide resolution authorities with the ability to recapitalise a failing entity organised in such jurisdiction by writing down certain unsecured liabilities or converting certain unsecured liabilities into equity. Such "bail-in" powers are intended to enable the recapitalisation of a failing institution by allocating losses to its shareholders and unsecured creditors. This may increase the overall level of capital and liquidity required by Morgan Stanley on a consolidated basis and may result in limitations on Morgan Stanley's ability to efficiently distribute capital and liquidity among its affiliated entities, including in times of stress. Non-U.S. regulators are also considering requirements that certain subsidiaries of large financial institutions maintain minimum amounts of TLAC that would pass losses up from the subsidiaries to Morgan Stanley and, ultimately, to security holders of Morgan Stanley in the event of failure."

15. The sub-heading and paragraphs thereunder in the section titled "*Morgan Stanley may be prevented from paying dividends or taking other capital actions because of regulatory constraints or revised regulatory capital standards.*" on pages 11 to 12 of the Registration Document shall be deleted in their entirety and the following substituted therefor:

***"Morgan Stanley may be prevented from paying dividends or taking other capital actions because of regulatory constraints or revised regulatory capital requirements.***

Morgan Stanley is subject to comprehensive consolidated supervision, regulation and examination by the Federal Reserve, including with respect to regulatory capital requirements, stress testing and capital planning. Morgan Stanley submits, on at least an annual basis, a capital plan to the Federal Reserve describing proposed dividend payments to shareholders, proposed repurchases of its outstanding securities and other proposed capital actions that it intends to take. Morgan Stanley's ability to take capital actions described in the capital plan is dependent on, among other factors, the results of supervisory stress tests conducted by the Federal Reserve and Morgan Stanley's compliance with regulatory capital requirements imposed by the Federal Reserve.

In addition, the Federal Reserve may change regulatory capital requirements to impose higher requirements that restrict Morgan Stanley's ability to take capital actions or may modify or impose other regulatory standards or restrictions that increase Morgan Stanley's operating expenses or constrain its ability to take capital actions."

16. The section titled "*Morgan Stanley faces strong competition from financial services firms and others which could lead to pricing pressures that could materially adversely affect its revenues and profitability.*" on pages 13 to 14 shall be deleted in its entirety and the following substituted therefor:

"The financial services industry and all aspects of Morgan Stanley's businesses are intensely competitive, and Morgan Stanley expects them to remain so. Morgan Stanley competes with commercial banks, global investment banks, regional banks, broker-dealers, wire houses, private banks, registered investment advisers, digital investing platforms, traditional and alternative asset managers, financial technology firms and other companies offering financial and ancillary services in the U.S. and globally. Morgan Stanley competes on the basis of several factors, including transaction execution, capital or access to capital, products and services, innovation, technology, reputation, risk appetite and price.

Morgan Stanley has experienced, and will likely continue to experience, increased competition in the U.S. and globally driven by established financial services firms and emerging firms, including non-financial companies and business models focusing on technology innovation, competing for the same clients and assets, or offering similar products and services to retail and institutional customers. It is also possible that competition may become even more intense as Morgan Stanley continues to compete with financial or other institutions that may be, or will become, larger, or better capitalized, or may have a stronger local presence and longer operating history in certain geographies or products.

Morgan Stanley has experienced and may continue to experience pricing pressures as a result of these factors and as some of its competitors seek to obtain market share by reducing prices and fees, paying higher interest rates on deposits, eliminating commissions or other fees, or otherwise providing more favourable terms of business. In addition, certain of Morgan Stanley's competitors may be subject to different, and, in some cases, less stringent, legal and regulatory regimes, than Morgan Stanley is, thereby putting it at a competitive disadvantage."

17. The section titled "*Morgan Stanley is subject to numerous political, economic, legal, tax, operational, franchise and other risks as a result of its international operations that could adversely impact its business in many ways.*" on pages 14 to 15 shall be deleted in its entirety and the following substituted therefor:

"Morgan Stanley is subject to numerous political, economic, legal, tax, operational, franchise and other risks that are inherent in operating in many countries, including risks of possible nationalisation, expropriation, price controls, capital controls, exchange controls, increased taxes and levies, cybersecurity, data transfer and outsourcing restrictions, regulatory scrutiny regarding the use of new technologies, prohibitions on certain types of foreign and capital market activities, limitations on cross-border listings and other restrictive governmental actions, as well as the outbreak of hostilities or political and governmental instability, including tensions between China and the U.S., the expansion or escalation of hostilities between Russia and Ukraine or in the Middle East, or the initiation or escalation of hostilities or terrorist activity around the world and the potential associated impacts on global and local economies and Morgan Stanley's operations. In many countries, the laws and regulations applicable to the securities and financial services industries and multinational corporations are uncertain, evolving and subject to sudden change or may be inconsistent with U.S. law. It may also be difficult for Morgan Stanley to determine the exact requirements of local laws in every market or adapt to changes in law, which could adversely impact Morgan Stanley's businesses. Morgan Stanley's inability to remain in compliance with local laws in a particular market could have a significant and negative effect not only on Morgan Stanley's business in that market but also on its reputation generally. Morgan Stanley is also subject to the risk that transactions it structures might not be legally enforceable in all cases.

Various emerging market countries have experienced severe political, economic or financial disruptions, including significant devaluations of their currencies, defaults or potential defaults on sovereign debt, capital and currency exchange controls, high rates of inflation and low or negative growth rates in their economies. Crime and corruption, as well as issues of security and personal safety, also exist in certain of these countries. These conditions could adversely impact Morgan Stanley's businesses and increase volatility in financial markets generally.

A disease pandemic or other widespread health emergencies, natural disasters, climate-related incidents, terrorist activities or military actions, or social or political tensions, could create economic and financial disruptions in emerging markets or in other areas of the global economy that could adversely affect Morgan Stanley's businesses, or could lead to operational difficulties, including travel limitations and supply chain complications, that could impair Morgan Stanley's ability to manage or conduct its businesses around the world.



As a U.S. company, Morgan Stanley is required to comply with the economic sanctions and embargo programmes administered by the U.S. Treasury's Office of Foreign Assets Control ("OFAC" ) and similar multinational bodies and governmental agencies worldwide, which may be inconsistent with local law. Morgan Stanley and certain of its subsidiaries are also subject to applicable AML and/or anti-corruption laws in the U.S., as well as in the jurisdictions in which Morgan Stanley operates, including the Bank Secrecy Act, the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act. A violation of a sanction, embargo programme, AML or anti-corruption law could subject Morgan Stanley, and individual employees, to a regulatory enforcement action, as well as significant civil and criminal penalties."

18. The section titled "*Morgan Stanley may be unable to fully capture the expected value from acquisitions, divestitures, joint ventures, partnerships, minority stakes or strategic alliances, and certain acquisitions may subject its business to new or increased risk.*" on page 15 shall be deleted in its entirety and the following substituted therefor:

"In connection with past or future acquisitions, divestitures, joint ventures, partnerships, minority stakes or strategic alliances (including with Mitsubishi UFJ Financial Group, Inc. ("MUFG")), Morgan Stanley faces numerous risks and uncertainties in combining, transferring, separating or integrating the relevant businesses and systems that may present operational and other risks, including the need to combine or separate accounting, data processing, technology and other systems, management controls and legal entities, and to integrate relationships with clients, trading counterparties and business partners. Certain of these strategic initiatives, and integration thereof, may cause Morgan Stanley to incur incremental expenses and may also require incremental financial, management and other resources.

In the case of joint ventures, partnerships and minority stakes, Morgan Stanley is subject to additional risks and uncertainties because it may be dependent upon, and subject to liability, losses or franchise and reputational damage relating to systems, controls and personnel that are not under Morgan Stanley's control, and conflicts or disagreements between Morgan Stanley and any of its partners may negatively impact the benefits to be achieved by the relevant partnership.

There is no assurance that any of Morgan Stanley's acquisitions, divestitures or investments will be successfully integrated or disaggregated or yield all of the positive benefits and synergies anticipated. If Morgan Stanley is not able to integrate or disaggregate successfully its past and future acquisitions or dispositions, including aligning the processes, policies and procedures of the acquired entities with its standards, there is a risk that Morgan Stanley's results of operations, financial condition and cash flows may be materially and adversely affected.

Certain of Morgan Stanley's business initiatives, including expansions of existing businesses or the introduction of new products, may change its client or account profile or bring it into contact, directly or indirectly, with individuals and entities that are not within Morgan Stanley's traditional client and counterparty base and may expose it to new asset classes, services, competitors and new markets. These business activities expose Morgan Stanley to new and enhanced risks, greater regulatory scrutiny of these activities, increased credit-related, sovereign, compliance and operational risks, as well as franchise and reputational concerns regarding the manner in which these assets are being operated or held, or services are being delivered."

## PART C – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY” SECTION

1. The first paragraph immediately preceding the sub-section titled “*Business Segments*” on page 38 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“The following is an extract from the section titled “Business Segments”, “Competition” and “Supervision and Regulation” on pages 5 to 11 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2024.”

2. The section titled “*Competition*” on page 39 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“All aspects of Morgan Stanley's businesses are highly competitive, and Morgan Stanley expects them to remain so. Morgan Stanley competes in the U.S. and globally for clients, market share and human talent. Operating within the financial services industry on a global basis presents, among other things, technological, risk management, regulatory, infrastructure and other challenges that require effective resource allocation in order for Morgan Stanley to remain competitive. Morgan Stanley's competitive position depends on a number of factors, including its reputation, client experience, the quality and consistency of its long-term investment performance, innovation, execution, relative pricing and other factors, including entering into new or expanding current businesses as a result of acquisitions and other strategic initiatives. Morgan Stanley's ability to sustain or improve its competitive position also depends substantially on its ability to continue to attract and retain highly qualified employees while managing compensation and other costs. Morgan Stanley competes with commercial banks, global investment banks, regional banks, broker-dealers, private banks, registered investment advisers, digital investing platforms, traditional and alternative asset managers, financial technology firms and other companies offering financial and ancillary services in the U.S. and globally. In addition, restrictive laws and regulations applicable to certain global financial services institutions, which have been increasing in complexity and volume, may prohibit Morgan Stanley from engaging in certain transactions, impose more stringent capital and liquidity requirements, and increase costs, and can put Morgan Stanley at a competitive disadvantage to competitors in certain businesses not subject to these same requirements.

There is increased competition in the U.S. and globally driven by established financial services firms and emerging firms, including non-financial companies and business models focusing on technology innovation, competing for the same clients and assets, or offering similar products and services to retail and institutional customers. It is also possible that competition may become even more intense as Morgan Stanley continues to compete with financial or other institutions that may be, or may become, larger, or better capitalized, or may have a stronger local presence and longer operating history in certain geographies or products. Many of these firms have the ability to offer a wide range of products and services through different platforms that may enhance their competitive position and could result in additional pricing pressure on Morgan Stanley’s businesses.

Morgan Stanley's ability to access capital at competitive rates (which is generally impacted by, among other things, its credit spreads and ratings) and to commit and deploy capital efficiently, particularly in its more capital-intensive businesses within Morgan Stanley’s Institutional Securities business segment, including underwriting and sales, financing and market-making activities, also affects its competitive position. Morgan Stanley expects clients to continue to request that it provide loans or lending commitments in connection with certain investment banking activities.

Morgan Stanley continues to experience price competition in its Institutional Securities business segment’s products. In particular, the ability to execute securities, derivatives and other financial instrument trades electronically on exchanges, swap execution facilities and other automated trading platforms, and the introduction and application of new technologies will likely continue the pressure on Morgan Stanley's revenues. The trend toward direct access to automated, electronic markets will likely continue as additional markets move to automated trading platforms. Morgan Stanley's Wealth Management business segment is primarily in the U.S., and its ability to effectively compete against many of its competitors across different channels (i.e., advisory ledworkplace and digital direct) is affected by multiple factors including its brand and reputation, the breadth, depth and pricing of its product offerings and its technology supporting evolving client needs.

Within Morgan Stanley's Investment Management business segment Morgan Stanley's ability to compete successfully is affected by several factors, including its reputation, quality of investment professionals, performance of investment strategies or product offerings relative to peers and appropriate benchmark indices, advertising and sales promotion efforts, fee levels, the effectiveness of and access to distribution channels and investment pipelines, the types of products offered, and regulatory restrictions specific to FHCs. Morgan Stanley's investment products, including alternative investment products, compete with investments offered by other investment managers, including by investment managers who may be subject to less stringent legal and regulatory regimes than Morgan Stanley. For certain products and geographies, Morgan Stanley has experienced and will also likely continue to experience competitive pressures in its Investment

Management business segment as other investment managers and distributors continue to put downward pressure on fees.”

3. The sixth and seventh sub-paragraphs on page 40 within the section titled “*Financial Holding Company*” on pages 40 to 42 of the Registration Document shall be deemed to be deleted in their entirety and the following substituted therefor:

“The Federal Reserve, Federal Deposit Insurance Corporation (“**FDIC**”) and the OCC (collectively, “**U.S. banking agencies**”) have proposed a comprehensive set of revisions to their capital requirements based on changes to the Basel III capital standards finalized by the Basel Committee. The impact on us of any revisions to the capital requirements is uncertain and depends on the adoption of final rulemakings by the U.S. banking agencies.

In addition, many of Morgan Stanley's regulated subsidiaries are subject to regulatory capital requirements, including regulated subsidiaries registered as swap dealers with the CFTC or conditionally registered as security-based swap dealers with the SEC or registered as broker-dealers or futures commission merchants.”

4. The ninth, tenth and eleventh sub-paragraphs on pages 41 to 42 within the section titled “*Financial Holding Company*” on pages 40 to 42 of the Registration Document shall be deemed to be deleted in their entirety and the following substituted therefor:

“Morgan Stanley's next resolution plan submission will be a targeted resolution plan in July 2025. Further, Morgan Stanley submits an annual recovery plan to the Federal Reserve that outlines the steps that management could take over time to generate or conserve financial resources in times of prolonged financial stress.

Certain of Morgan Stanley's domestic and foreign subsidiaries are also subject to resolution and recovery planning requirements in the jurisdictions in which they operate. The FDIC currently requires certain insured depository institutions (“**IDI**”), including its U.S. Bank Subsidiaries, to submit full resolution plans every two years and interim targeted information at certain times between full resolution plan submissions that describe the IDI's strategy for a rapid and orderly resolution in the event of material financial distress or failure of the IDI. Submission of interim targeted information by Morgan Stanley's U.S. Bank Subsidiaries generally will not be required during a year which Morgan Stanley is required to submit a resolution plan to the Federal Reserve and FDIC. The first submission for Morgan Stanley's U.S. Bank Subsidiaries under this rule will be in 2026. In addition, the OCC requires IDIs with assets of \$100 billion or more, including Morgan Stanley's U.S. Bank Subsidiaries, to develop recovery plans detailing the actions they would take to remain a going concern when they experience considerable financial or non-financial stress, but have not deteriorated to the point that resolution is imminent. Morgan Stanley's U.S. Bank Subsidiaries are required to develop a recovery plan by January 2026.

In addition, certain financial companies, including BHCs such as Morgan Stanley and certain of its subsidiaries, can be subject to a resolution proceeding under the orderly liquidation authority, with the FDIC being appointed as receiver, provided that determination of extraordinary financial distress and systemic risk is made by the U.S. Treasury Secretary in consultation with the U.S. president. Regulators have adopted certain orderly liquidation authority implementing regulations and may expand or clarify these regulations in the future. If Morgan Stanley were subject to the orderly liquidation authority, the FDIC would have considerable powers, including: the power to remove directors and officers responsible for its failure and to appoint new directors and officers; the power to assign its assets and liabilities to a third party or bridge financial company without the need for creditor consent or prior court review; the ability to differentiate among its creditors, including treating certain creditors within the same class better than others, subject to a minimum recovery right on the part of disfavoured creditors to receive at least what they would have received in bankruptcy liquidation; and broad powers to administer the claims process to determine distributions from the assets of the receivership. The FDIC has indicated that it expects to use an SPOE strategy if the FDIC were to implement the orderly liquidation authority for a U.S. G-SIB.”

5. The section titled “*Cyber and Information Security Risk Management and Protection of Client Information*” on page 42 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“The financial services industry faces increased global regulatory focus regarding cyber and information security risk management practices. Many aspects of Morgan Stanley's businesses are subject to cybersecurity legal, regulatory and disclosure requirements enacted by U.S. federal and state governments and other non-U.S. jurisdictions. These requirements are generally aimed at codifying basic cybersecurity protections and mandating data breach notification requirements.

Morgan Stanley's businesses are also subject to increasing privacy and data protection legal requirements concerning the use and protection of certain personal information with regard to clients, employees and others. These requirements impose mandatory privacy and data protection obligations, including providing for individual rights, enhanced governance and accountability requirements, and significant fines and

litigation risk for noncompliance. In addition, several jurisdictions have enacted or proposed personal and other data localization requirements and restrictions on cross-border transfer of personal and other data that may restrict Morgan Stanley's ability to conduct business in those jurisdictions or create additional financial and regulatory burdens to do so.

Numerous jurisdictions have passed laws, rules and regulations in these areas and many are considering new or updated ones that could impact Morgan Stanley's businesses, particularly as the application, interpretation and enforcement of these laws, rules and regulations are often uncertain and evolving. Many aspects of Morgan Stanley's businesses are subject to legal requirements concerning the use and protection of certain customer and other information, as well as the privacy and cybersecurity laws referenced above. Morgan Stanley has adopted measures designed to comply with these and related applicable requirements in all relevant jurisdictions."

6. The section titled "*U.S. Bank Subsidiaries*" on page 42 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

"Morgan Stanley's U.S. Bank Subsidiaries are FDIC-insured depository institutions subject to supervision, regulation and examination by the OCC and are subject to the OCC's risk governance guidelines, which establish heightened standards for a large IDI's risk governance framework and the oversight of that framework by the IDI's board of directors. The U.S. Bank Subsidiaries are also subject to prompt corrective action standards, which require the relevant federal banking regulator to take prompt corrective action with respect to a depository institution if that institution does not meet certain capital adequacy standards. In addition, BHCs, such as Morgan Stanley, are required to serve as a source of strength to their U.S. bank subsidiaries and commit resources to support these subsidiaries in the event such subsidiaries are in financial distress. Morgan Stanley's U.S. Bank Subsidiaries' business activities are generally limited to supporting its Institutional Securities and Wealth Management business segments.

Morgan Stanley's U.S. Bank Subsidiaries are subject to Sections 23A and 23B of the Federal Reserve Act, which impose restrictions on certain transactions with affiliates, including any extension of credit to, or purchase of assets from an affiliate. These restrictions limit the total amount of credit exposure that Morgan Stanley's U.S. Bank Subsidiaries may have to any one affiliate and to all affiliates and require collateral for those exposures. Section 23B requires affiliate transactions to be on market terms.

As commonly controlled FDIC-insured depository institutions, each of the U.S. Bank Subsidiaries could be responsible for any loss to the FDIC from the failure of the other U.S. Bank Subsidiary."

7. Sub-paragraphs five to nine on page 43 within the section titled "*Institutional Securities and Wealth Management*" on pages 42 to 43 of the Registration Document shall be deemed to be deleted in their entirety and the following substituted therefor:

"Morgan Stanley's U.S. broker-dealer subsidiaries are subject to the SEC's net capital rule and the net capital requirements of various exchanges, other regulatory authorities and self-regulatory organizations. For more information about these requirements, see Note 16 to the financial statements.

**Research Regulation.** In addition to research-related regulations currently in place in the U.S. and other jurisdictions, regulators continue to focus on research conflicts of interest and may impose additional regulations.

**Futures Activities and Certain Commodities Activities Regulation.** MS&Co. and E\*TRADE Futures LLC, as futures commission merchants, and MSSB, as an introducing broker, are subject to net capital requirements of, and certain of their activities are regulated by, the CFTC and the NFA. MS&Co. is also subject to requirements of, and regulation by, the CME Group, in its capacity as MS&Co.'s designated self-regulatory organization, and various commodity futures exchanges of which MS&Co. is a member. Rules and regulations of the CFTC, NFA, the Joint Audit Committee and commodity futures exchanges address obligations related to, among other things, customer asset protections, including rules and regulations governing the segregation of customer funds, the use by futures commission merchants of customer funds, the margining of customer accounts and documentation entered into by futures commission merchants with their customers, recordkeeping and reporting obligations of futures commission merchants and introducing brokers, risk disclosure and risk management. Morgan Stanley's commodities activities are subject to extensive laws and regulations in the U.S. and abroad.

**Derivatives Regulation.** Morgan Stanley is subject to comprehensive regulation of its derivatives businesses, including regulations that impose margin requirements, public and regulatory reporting, central clearing and mandatory trading on regulated exchanges or execution facilities for certain types of swaps and security-based swaps (collectively, "**Swaps**").

CFTC and SEC rules require registration of swap dealers and security-based swap dealers, respectively, and impose numerous obligations on such registrants, including adherence to business conduct standards for all in-scope Swaps. Morgan Stanley have registered a number of U.S. and non U.S. swap dealers and

conditionally registered a number of U.S. and non-U.S. security-based swap dealers. Swap dealers and security-based swap dealers regulated by a prudential regulator are subject to uncleared Swap margin requirements and minimum capital requirements established by the prudential regulators. Swap dealers and security-based swap dealers not subject to regulation by a prudential regulator are subject to uncleared Swap margin requirements and minimum capital requirements established by the CFTC and SEC, respectively. In some cases, the CFTC and SEC permit non-U.S. swap dealers and security-based swap dealers that do not have a prudential regulator to comply with applicable non-U.S. uncleared Swap margin and minimum capital requirements instead of direct compliance with CFTC or SEC requirements.”

8. The section titled “*Non-U.S. Regulation*” on page 44 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“All of Morgan Stanley’s businesses are regulated extensively by non-U.S. regulators, including governments, central banks and regulatory bodies, securities exchanges, commodity exchanges, and self-regulatory organisations, especially in those jurisdictions in which Morgan Stanley maintains an office. Certain regulators have prudential, business conduct and other authority over Morgan Stanley or its subsidiaries, as well as powers to limit or restrict Morgan Stanley from engaging in certain businesses or to conduct administrative proceedings that can result in censures, fines, asset seizures and forfeitures, the issuance of cease-and-desist orders, or the suspension or expulsion of a regulated entity, its affiliates or its employees. Certain of Morgan Stanley’s subsidiaries are subject to capital, liquidity, leverage and other prudential requirements that are applicable under non-U.S. law.”

9. The section titled “*Replacement of London Interbank Offered Rate and Replacement or Reform of Other Interest Rate Benchmarks*” on page 45 of the Registration Document shall be deemed to be deleted in its entirety.

10. The sub-section headed “*Principal Markets*” in the section titled “*3. ORGANISATIONAL STRUCTURE*” on page 46 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“Morgan Stanley is a global financial services firm that, through its subsidiaries and affiliates, advises, and originates, trades, manages and distributes capital for, governments, institutions and individuals. Morgan Stanley conducts its business from its headquarters in and around New York City, its regional offices and branches throughout the U.S. and its principal offices in London, Frankfurt, Tokyo, Hong Kong and other world financial centres. As of 31 December 2024, Morgan Stanley had approximately 80,000 employees worldwide.

Morgan Stanley’s significant regulated U.S. and international subsidiaries include MS&Co., MSSB LLC, MSI plc, Morgan Stanley MUFG Securities Co. Ltd (“**MSMS**”), MSBNA, MSPBNA, MSESE, Morgan Stanley Capital Services LLC (“**MSCS**”) and Morgan Stanley Capital Group Inc. (“**MSCG**”).”

11. The sub-section headed “*Board Directors*” in the section titled “*4. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES*” on pages 46 to 49 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“The directors of Morgan Stanley as of the date of this Registration Document, their offices, if any, within Morgan Stanley, and their principal outside activity, if any, are listed below. The business address of each director is 1585 Broadway, New York, NY 10036, U.S.

<b>Name</b>	<b>Function within Morgan Stanley</b>	<b>Principal Outside Activity</b>
Ted Pick	Chairman of the Board and Chief Executive Officer	CEO of Morgan Stanley, Chair of the Advisory Board for the Morgan Stanley Alliance for Children’s Mental Health, Trustee at the Metropolitan Museum of Art and a member of the Business Council and of the Institute of International Finance.
Megan Butler	Director	Member of the Jersey Financial Services Board of Commissioners, member of the board of directors of Morgan Stanley subsidiaries, Morgan Stanley & Co. International plc, Morgan Stanley Bank International Limited and Morgan Stanley International Limited.
Thomas H. Glocer	Director	Founder and managing partner of Angelic Ventures, L.P., member of the board of directors of Merck & Co., Inc., K2 Intelligence Inc., the Council on Foreign Relations and the supervisory board of Publicis Groupe, trustee of the Cleveland Clinic and member

		of the advisory boards of the President's Council on International Activities at Yale University, the Columbia University Global Centre (Europe), the Social Sciences Research Council and GP Investments.
Robert H. Herz	Director	President of Robert H. Herz LLC, member of the board of directors of the Workiva Inc., member of the advisory boards of AccountAbility and Lukka, Inc., executive-in-residence at the Columbia University Business School and trustee emeritus of the Kessler Foundation.
Erika H. James	Director	Member of the board of directors of Momentive Global Inc., the Graduate Management Admissions Council, Save the Children, and the Philadelphia Orchestra, advisory board member to Tsinghua University School of Economics and Management and executive board member to the Indian School of Business.
Hironori Kamezawa	Director	President and Group CEO of Mitsubishi UFJ Financial Group, Inc. Member of the board of directors of MUFG and MUFG Bank, Ltd., Chair of Global Open Network Japan, Inc., a joint venture between MUFG and Akamai Technologies, Inc.
Shelley B. Leibowitz	Director	President of SL Advisory, member of the board of directors of BitSight, Elastic N.V. and the New York Board of the National Association of Corporate Directors, member of the Council on Foreign Relations and the Visiting Committee of the Centre for Development Economics at Williams College.
Jami Miscik	Director	CEO of Global Strategic Insights, Senior Advisor for Geopolitical Risk at Lazard, member of the board of directors of General Motors Company and HP Inc. and Co-Vice Chair on the Council on Foreign Relations, In-Q-Tel and the Chairman of American Ditchley Foundation.
Masato Miyachi	Director	Advisor of MUFG Bank, Ltd. and Mitsubishi UFJ Securities Holdings Co., Ltd.
Dennis M. Nally	Director	Member of the board of directors of AmerisourceBergen Corporation, member of the American Institute of Certified Public Accountants, the New York State Society of CPAs and the Carnegie Hall Society Board of Trustees, Vice Chairman of the board of directors for The HOW Institute for Society and Vice-Chair and board member of the U.S. Council for International Business.
Mary L. Schapiro	Director	Vice Chair for Global Public Policy and Special Advisor to the Founder and Chairman of Bloomberg LP, member of the board of directors of CVS Health Corporation, Vice-Chair of the Value Reporting Foundation Board and member of the Morgan Stanley Institute for Sustainable Investing Advisory Board.
Perry M. Traquina	Director	Member of the board of directors of The Allstate Corporation and eBay Inc, member of the Morgan Stanley Institute for Inclusion Advisory Board, Emeritus Trustee of Brandeis University and trustee of the Windsor School and the Steppingstone Foundation.
Rayford Wilkins, Jr.	Director	Member of the board of directors of Caterpillar Inc. and Valero Energy Corporation, member of the

Morgan Stanley Institute for Inclusion Advisory Board and member of the Advisory Council of the McCombs School of Business at the University of Texas at Austin.

There are no potential conflicts of interests between any duties to Morgan Stanley of its directors and their private interests and/or other duties.”

12. The section titled “7. *LEGAL PROCEEDINGS AND CONTINGENCIES*” on page 55 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“Save as disclosed in the paragraphs under the heading “*Contingencies*” under the heading

for the year ended 31 December 2024, there are no, nor have there been, any governmental, legal or arbitration proceedings involving Morgan Stanley (including any such proceedings which are pending or threatened of which Morgan Stanley is aware) during the 12-month period before the date of the Second Registration Document Supplement which may have, or have had in the recent past, a significant effect on the financial position or profitability of Morgan Stanley or the Morgan Stanley Group.”

13. The sub-section headed “*Auditors*” in the section titled “8. *ADDITIONAL INFORMATION*” on page 55 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“The consolidated financial statements of Morgan Stanley and subsidiaries as of 31 December 2023 and 31 December 2024 and each of the three years in the period ended 31 December 2024, and the effectiveness of internal control over financial reporting as of 31 December 2024, which are incorporated in the Registration Document, have been audited by Deloitte & Touche LLP, an independent registered public accounting firm registered with the Public Company Accounting Oversight Board (United States of America) as stated in their reports dated 21 February 2025.”

14. The sub-section headed “*Trend Information*” in the section titled “8. *ADDITIONAL INFORMATION*” on pages 55 and 56 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“The business of Morgan Stanley in the past has been, and in the future may continue to be, materially affected by many factors, including: the effect of market conditions, particularly in the global equity, fixed income, currency, credit and commodities markets, including corporate, commercial and residential mortgage lending, real estate and energy markets; the level of individual investor participation in the global markets, as well as the level and mix of client assets; the flow of investment capital into or from AUM; the level and volatility of equity, fixed income and commodity prices, interest rates, inflation and currency values, other market indices or other market factors, such as market liquidity; the availability and cost of both credit and capital, as well as the credit ratings assigned to Morgan Stanley's unsecured short-term and long-term debt; technological changes instituted by Morgan Stanley, Morgan Stanley's competitors or counterparties, and technological risks, including risks associated with emerging technologies, business continuity and related operational risks, including breaches or other disruptions of Morgan Stanley's or a third party's (or third-parties thereof) operations or systems; risk associated with cybersecurity threats including data protection and cybersecurity risk management; Morgan Stanley's ability to effectively manage Morgan Stanley's capital and liquidity, including under stress tests designed by Morgan Stanley's banking regulators; the impact of current, pending and future legislation or changes thereto, regulation (including capital, leverage, funding, liquidity, consumer protection, and recovery and resolution requirements) and Morgan Stanley's ability to address such requirements; uncertainty concerning fiscal or monetary policies established by central banks and financial regulators, government shutdowns, debt ceilings or funding; changes to global trade policies, tariffs, trade sanctions and investment restrictions; legal and regulatory actions, including litigation and enforcement, and other non-financial risks in the U.S. and worldwide; changes in tax laws and regulations globally; the effectiveness of Morgan Stanley's risk management processes and related controls; Morgan Stanley's ability to effectively respond to an economic downturn, or other market disruptions; the effect of social, economic, and political conditions and geopolitical events, including as a result of government shutdowns, changes as a result of global elections, including changes in U.S. presidential administrations or Congress, sovereign risk, acts of war or aggression, and terrorist activities or military actions; the actions and initiatives of current and potential competitors, as well as governments, central banks, regulators and self-regulatory organizations; Morgan Stanley's ability to provide innovative products and services and execute Morgan Stanley's strategic initiatives, and costs related thereto, including with respect to the operational or technological integration related to such innovative and strategic initiatives; the performance and results of Morgan Stanley's acquisitions, divestitures, joint ventures, partnerships, minority stakes or strategic alliances, or other strategic arrangements and related integrations; investor, consumer and business sentiment and confidence in the financial markets; Morgan Stanley's reputation and

the general perception of the financial services industry; Morgan Stanley's ability to retain, integrate and attract qualified employees or successfully transition key roles; and climate-related incidents, other sustainability matters, and global pandemics.

There has been no material change in the prospects of Morgan Stanley since 31 December 2024.”

15. The sub-section headed “*Significant Change*” in the section titled “8. *ADDITIONAL INFORMATION*” on page 56 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“There has been no significant change in the financial performance or position of Morgan Stanley since 31 December 2024 (the date of the last published annual audited financial statements of Morgan Stanley).”

16. The sub-section headed “*Share Capital*” in the section titled “8. *ADDITIONAL INFORMATION*” on page 56 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“The authorised share capital of Morgan Stanley at 31 December 2024 comprised 3,500,000,000 ordinary shares of nominal value U.S. \$ 0.01 and \$9,750,000,000 preferred stock of nominal value of U.S. \$0.01.

The issued, non-assessable and fully paid-up share capital of Morgan Stanley at 31 December 2024 comprised 2,038,893,979 ordinary shares of nominal value U.S. \$0.01.”

17. The table on page 57 in the section titled “*Required Capital*” within the section titled “10. *FINANCIAL INFORMATION*” on pages 56 to 57 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“The following table presents the Average Common Equity Attribution for 2024, 2023 and 2022<sup>(1)</sup>:

	2024		2023		2022	
	Average Equity Attribution	Common	Average Equity Attribution	Common	Average Equity Attribution	Common
	(\$ in billions)					
Institutional Securities	\$45.0		\$45.6		\$48.8	
Wealth Management	29.1		28.8		31.0	
Investment Management	10.8		10.4		10.6	
Parent	6.8		6.0		3.5	
<b>Total</b>	<b>\$91.7</b>		<b>\$90.8</b>		<b>\$93.9</b>	

(1) Average common equity is a non-GAAP financial measure.”

18. The sub-heading and corresponding section titled “*Overview of 2023 Financial Results*” on pages 57 to 58 of the Registration Document shall be deemed to be deleted in their entirety and the following substituted therefor:

**“Overview of 2024 Financial Results**

**Consolidated Results.** Morgan Stanley reported net revenues of \$61.8 billion in 2024 compared with \$54.1 billion in 2023. For 2024, net income applicable to Morgan Stanley was \$13.4 billion, or \$7.95 per diluted common share, compared with \$9.1 billion, or \$5.18 per diluted common share in 2023.

**Non-interest Expenses.** Compensation and benefits expenses of \$26,178 million in 2024 increased 7% per cent. from \$24,558 million in 2023. The 2024 result is primarily due to an increase in the formulaic payout to Wealth Management representatives and higher discretionary incentive compensation, both on higher revenues, partially offset by lower severance costs.

Compensation and benefits expenses in 2023 included \$353 million of severance costs, primarily associated with the employee action recorded in the second quarter of 2023.

Non-compensation expenses of \$17,723 million in 2024 increased 3% from the prior year, primarily driven by higher execution-related expenses and increased technology spend, partially offset by lower legal expenses and lower FDIC special assessment costs.



Wealth Management delivered net revenues of \$28,420 million in 2024 and a pre-tax margin of 27%. The business added net new assets of \$251.7 billion.

Investment Management reported net revenues of \$5,861 million in 2024 and AUM increased to \$1.7 trillion.

***2024 compared with 2023***

Morgan Stanley reported net revenues of \$61.8 billion in 2024 compared with \$54.1 billion in 2023. For 2024, net income applicable to Morgan Stanley was \$13.4 billion, or \$7.95 per diluted common share, compared with \$9.1 billion, or \$5.18 per diluted common share in 2023.

***Non-interest Expenses.*** Compensation and benefits expenses of \$26,178 million in 2024 increased 7% per cent. from \$24,558 million in 2023. The 2024 result is primarily due to an increase in the formulaic payout to Wealth Management representatives and higher discretionary incentive compensation, both on higher revenues, partially offset by lower severance costs.

Non-compensation expenses of \$17,723 million in 2024 increased 3% from the prior year, primarily driven by higher execution-related expenses and increased technology spend, partially offset by lower legal expenses and lower FDIC special assessment costs.

***Business Segment Results.*** Institutional Securities net revenues of \$28,080 million in 2024, increased 22% from the prior year, reflecting higher results across businesses, particularly in Equity and underwriting results within Investment Banking.

Wealth Management revenues of \$28,420 million in 2024 increased 8% from the prior year, primarily reflecting higher Asset management revenues and Transactional revenues, partially offset by lower Net interest income.

Investment Management revenues of \$5,861 million in 2024 increased 9% from the prior year, primarily reflecting higher Asset management and related fees and higher Performance-based income and other revenues.”

**PART D – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY & CO. INTERNATIONAL PLC” SECTION**

1. The section titled “7. *LEGAL PROCEEDINGS AND CONTINGENCIES*” on pages 62 to 63 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“Save as disclosed in:

- (a) the section titled "*Litigation Matters*" and the section titled "*Tax Matters*" under the heading "Provisions" in "*Notes to Consolidated Financial Statements*" at pages 89-91 of MSI plc's report and financial statements for the year ended 31 December 2023;
- (b) the section titled "*Litigation Matters*" under the heading "*Provisions and contingent liabilities*" in "Notes to the condensed consolidated financial statements" at pages 33-34 of MSI plc's half-yearly financial report for the period ending 30 June 2024; and
- (c) the paragraphs under the heading “*Contingencies*” under the heading “*Commitments, Guarantees and Contingencies*” in “*Notes to Consolidated Financial Statements*” at pages 124 to 127 and the section titled “Legal Proceedings” at page 154 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2024,

there are no, nor have there been, any governmental, legal or arbitration proceedings involving MSI plc Group (including any such proceedings which are pending or threatened of which MSI plc Group is aware) during the 12-month period before the date of the Second Registration Document Supplement which may have, or have had in the recent past, a significant effect on the financial position or profitability of the MSI plc Group.”

**PART E – AMENDMENTS TO THE “DESCRIPTION OF MORGAN STANLEY EUROPE SE” SECTION**

1. The section titled “7. *LEGAL PROCEEDINGS*” on page 76 of the Registration Document shall be deemed to be deleted in its entirety and the following substituted therefor:

“Save as disclosed in:

- (a) MSESE's financial statements and management report for the year ended 31 December 2023; and
- (b) the paragraphs under the heading “*Contingencies*” under the heading “*Commitments, Guarantees and Contingencies*” in “*Notes to Consolidated Financial Statements*” at pages 124 to 127 and the section titled “*Legal Proceedings*” at page 154 of Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2024,

there are no, nor have there been, any governmental, legal or arbitration proceedings involving MSESE (including any such proceedings which are pending or threatened of which MSESE is aware) during the 12-month period before the date of the Second Registration Document Supplement which may have, or have had in the recent past, a significant effect on the financial position or profitability of MSESE.”

**PART F – AMENDMENTS TO THE “*SUBSIDIARIES OF MORGAN STANLEY AS OF 31 DECEMBER 2023*” SECTION**

1. The section titled “*Subsidiaries of Morgan Stanley as of 31 December 2023*” on page 78 of the Registration Document is to be deemed to be deleted in its entirety and renamed and substituted therefor:

**“SUBSIDIARIES OF MORGAN STANLEY\* AS OF 31 DECEMBER 2024**

\*Pursuant to Item 601(b)(21)(ii) of Regulation S-K, the names of certain other subsidiaries of Morgan Stanley are omitted because, considered in the aggregate as a single subsidiary, they would not constitute a "significant subsidiary" as that term is defined in Rule 1-02(w) of Regulation S-X under the Securities Exchange Act of 1934.

<b>Company</b>	<b>Jurisdiction of Incorporation or Formation</b>
Morgan Stanley	United States
Morgan Stanley Capital Management, LLC	United States
Morgan Stanley & Co. LLC	United States
Morgan Stanley Bank, N.A.	United States
Morgan Stanley Domestic Holdings, Inc.	United States
Morgan Stanley Capital Group Inc.	United States
Morgan Stanley Capital Services LLC	United States
Morgan Stanley Investment Management Inc.	United States
Morgan Stanley Private Bank, National Association	United States
Morgan Stanley Smith Barney LLC	United States
Morgan Stanley Finance LLC	United States
Morgan Stanley Holdings LLC	United States
Morgan Stanley International Holdings Inc.	United States
Morgan Stanley Japan Holdings Co., Ltd.	Japan
Morgan Stanley MUFG Securities Co., Ltd.	Japan
Morgan Stanley International Limited	United Kingdom
Morgan Stanley Europe Holding SE	Germany
Morgan Stanley Europe SE	Germany
Morgan Stanley Bank AG	Germany
Morgan Stanley Investments (UK)	United Kingdom
Morgan Stanley & Co. International plc	United Kingdom
Morgan Stanley Investment Management Limited	United Kingdom”