

Simplicity: Triple Index Defensive Phoenix Note

(USD and GBP) September 2023

Potential return for each six-month period the Note runs equivalent to USD: 10% p.a. or GBP: 10% p.a.. Linked to the performance of the EuroStoxx 50®, FTSE 100® and S&P 500® indices. Potential for Early Maturity from the end of year 1 and semi-annually thereafter. Available in USD and GBP. This is a capital at risk investment. This information sheet is for professional advisers only.



This Factsheet should be read in conjunction with the Issuer's base prospectus, termsheet, pricing supplement and Key Information Document (KID), if applicable, available on request. It has been prepared for use only by professional financial advisers for the purpose of advising their clients.

About the Investment

This is an Income Kick Out Note linked to the performance of the Euro Stoxx 50®, FTSE 100® and S&P 500® Indices, the Underlyings it runs for a maximum of 5 years, two weeks and pays a return as detailed below providing the closing price of all three Underlyings is at or above 85% of the Strike Level on the relevant semi-annual Observation Date. If the closing price of any one of the Underlyings is below 85% of the Strike Level on any Observation Date the income for that six-month period is not paid. However, any unpaid income will be paid on a future semi-annual payment date if the closing price of all the Underlyings is at or above the Income Trigger Level on that period's Observation Date. The Note also has the possibility to mature early from the end of year 1 and semi-annually thereafter providing the closing price of all three Underlyings is at or above the Kick Out Trigger Level on a semi-annual Kick Out Observation Date. Capital is at risk if the Final Valuation Level of any one of the Underlyings is below **70%** of the Strike Level on the Final Valuation Date.

Product Summary and Availability

| Key Features | Description | | | | |
|--|--|--|---------------------|-----------------------|-------------------|
| Type: | Income Note with Autocall feature | | | | |
| Issuer: | <table border="1"> <tr> <td>Morgan Stanley B.V. (a subsidiary of and guaranteed by Morgan Stanley, rated as follows:)</td> <td>Fitch A+, Stable</td> <td>Moody's A1, Stable</td> <td>S&P A-, Stable</td> </tr> </table> <p>Source: 21 July 2023. www.morganstanley.com</p> | Morgan Stanley B.V. (a subsidiary of and guaranteed by Morgan Stanley, rated as follows:) | Fitch A+, Stable | Moody's A1, Stable | S&P A-, Stable |
| Morgan Stanley B.V. (a subsidiary of and guaranteed by Morgan Stanley, rated as follows:) | Fitch A+, Stable | Moody's A1, Stable | S&P A-, Stable | | |
| Underlyings: | Euro Stoxx 50® Index (SX5E), FTSE 100® Index (UKX) and the S&P 500® Index (SPX) | | | | |
| Term: | 5 years, two weeks with Early Maturity possible on a semi-annual basis from the end of year 1. | | | | |
| Potential Return: | <p>USD: Income of 5% per six-month period (10% p.a.). GBP: Income of 5% per six-month period (10% p.a.).</p> <p>Income is NOT paid for a six-month period if the closing price of any one of the Underlyings is below the Income Trigger Level for that six-month period. However, unpaid income will be paid on a future semi-annual payment date if the closing price of all the Underlyings is at or above the Income Trigger Level on that six-month period's Observation Date (memory feature).</p> | | | | |
| Income Trigger Level: | Income Trigger Level as a percentage of the Strike Level: 85% . | | | | |
| Kick Out Trigger Level: | Observed from the end of year 1 Kick Out Trigger Level as a percentage of the Strike Level: 100% throughout. | | | | |
| Initial Capital Return Barrier: | 70% European Barrier – observed on the Final Valuation Date of the Note only. The Note is not capital protected. If the Final Valuation Level of any one of the Underlyings is below 70% of the Strike Level on the Final Valuation Date, Initial Capital will be lost at the rate of 1% for every 1% the worst performing Underlying is below the Strike Level. | | | | |
| Subscription Close Date: | 15 September 2023 – the date after which no new subscriptions can be made. | | | | |
| Strike Date: | 15 September 2023 – the date on which the Strike Level is set. The settlement date is 10 business days after the Strike Date. | | | | |
| Final Valuation Date: | 15 September 2028 – the date on which the Final Valuation Level of the Underlyings is calculated for the purpose of deciding whether Initial Capital will be returned in full and whether the Potential Return for that six-month period is due. | | | | |
| ISIN: | <p>USD: XS2654838288 GBP: XS2654838361</p> | | | | |

Simplicity: Triple Index Defensive Phoenix Note (USD and GBP) – September 2023

| Key Features | Description | | | | | | | | | | | | | | | |
|---|---|---------------------------|---------------------------|---------------------------|--------|--------|---------------|-----------------------|-----------------------|-----------------------|-----------------------|---------------------------|---------------------------|---------------------------|---------------------------|---------------------------|
| Early Maturity: | The Note matures if the closing price of all of the Underlyings is at or above the relevant Kick Out Trigger Level on a Kick Out Observation Date. The first Kick Out Observation Date is at the end of year 1. Kick Out Observations will take place semi-annually thereafter. | | | | | | | | | | | | | | | |
| Income and Kick Out* Observation Dates: | <p>The dates on which the closing price of each Underlying is recorded to ascertain whether the Potential Return is paid and whether Early Maturity occurs. These are:</p> <table border="1"> <thead> <tr> <th>Year 1</th> <th>Year 2</th> <th>Year 3</th> <th>Year 4</th> <th>Year 5</th> </tr> </thead> <tbody> <tr> <td>15 March 2024</td> <td>17 March 2025*</td> <td>16 March 2026*</td> <td>15 March 2027*</td> <td>15 March 2028*</td> </tr> <tr> <td>16 September 2024*</td> <td>15 September 2025*</td> <td>15 September 2026*</td> <td>15 September 2027*</td> <td>15 September 2028*</td> </tr> </tbody> </table> <p>*The Kick Out Observation Dates occur from the end of year 1 and on a semi-annual basis thereafter. The dates that are both Income and Kick Out Observation Dates are highlighted in bold.</p> | Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | 15 March 2024 | 17 March 2025* | 16 March 2026* | 15 March 2027* | 15 March 2028* | 16 September 2024* | 15 September 2025* | 15 September 2026* | 15 September 2027* | 15 September 2028* |
| Year 1 | Year 2 | Year 3 | Year 4 | Year 5 | | | | | | | | | | | | |
| 15 March 2024 | 17 March 2025* | 16 March 2026* | 15 March 2027* | 15 March 2028* | | | | | | | | | | | | |
| 16 September 2024* | 15 September 2025* | 15 September 2026* | 15 September 2027* | 15 September 2028* | | | | | | | | | | | | |
| Strike Level: | The closing price of the Underlyings on the Strike Date (15 September 2023). | | | | | | | | | | | | | | | |
| Final Valuation Level: | The closing price of the Underlyings on the Final Valuation Date (15 September 2028). | | | | | | | | | | | | | | | |
| Maturity Payment Date: | If the Note does not mature early, 29 September 2028 | | | | | | | | | | | | | | | |
| Currency: | USD and GBP | | | | | | | | | | | | | | | |
| Issue Price: | 100% | | | | | | | | | | | | | | | |
| Availability: | Available until 15 September 2023 for investment via a selection of offshore portfolio bonds. | | | | | | | | | | | | | | | |
| Minimum investment: | 5,000 and multiples of 1,000 in excess thereof. | | | | | | | | | | | | | | | |

Key Benefits

Offers a potential return of 5% in USD and 5% in GBP for each six-month period the Note runs, with the potential for Early Maturity and full return of Initial Capital.

Memory feature means that unpaid income will be paid on a future semi-annual payment date if the closing price of all the Underlyings is at or above the Income Trigger Level on that six-month period's Observation Date.

No growth required in the Underlyings to achieve a return.

Initial Capital is protected from market falls unless the Final Valuation Level of any one of the Underlyings is below 70% of the Strike Level on the Final Valuation Date.

Suitability, this note may be suitable for investors who:

Have received professional financial advice (including retail)

Have a good knowledge of financial markets and structured notes.

Are looking for a note to generate income payments and not growth in capital.

Understand that the Note returns are linked to the Euro Stoxx 50 Index, FTSE 100 Index and the S&P 500® Index.

Understand the factors that drive the movement of the Underlyings.

Are comfortable that Initial Capital is at risk and some and up to all of the investment can be permanently lost.

Key Risks

In the event that the Issuer defaults, all Initial Capital may be lost and no further income paid.

If the Final Valuation Level of any one of the Underlyings is below 70% of the Strike Level on the Final Valuation Date, there will be a significant loss of Initial Capital.

The terms detailed in this document apply only if the Note is held until maturity (or Early Maturity if applicable) and opting to exit early may mean Initial Capital is substantially reduced.

Can afford to leave their money invested for the full 5 year, two week term of the Note.

Understand that the returns are pre-defined and that they will forgo any growth in the Underlyings which exceeds the returns defined in this Factsheet.

Have other savings or investments that are easily accessible to cover emergencies.

Understand all the risk associated with investing in this note (see page 5 for more information).

Underlyings

Euro Stoxx 50® Index (Bloomberg: SX5E:IND)

10 year graph from 2013 to present

The Euro Stoxx 50® Index is Europe's leading blue-chip index for the Eurozone and provides a blue-chip representation of supersector leaders. The index covers 50 stocks from 11 Eurozone countries: Austria, Belgium, Finland, France, Germany, Ireland, Italy, Luxembourg, the Netherlands, Portugal and Spain. It is made up of 50 of the largest and most liquid stocks in the Eurozone.

Source: Bloomberg, 21 July 2023

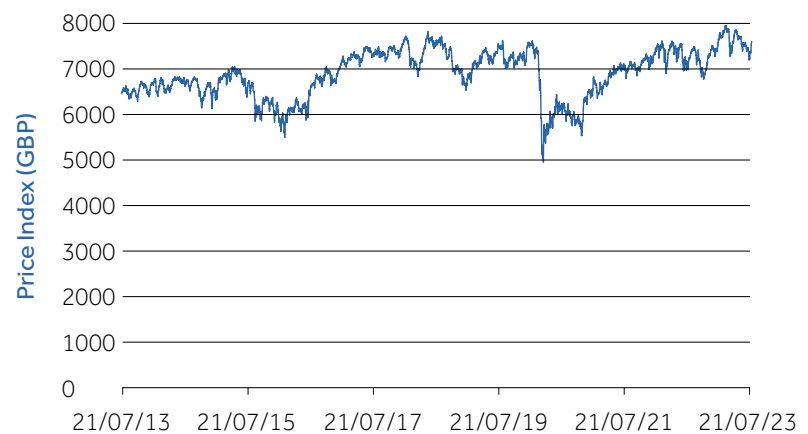


FTSE® 100 Index (Bloomberg: UKX:IND)

10 year graph from 2013 to present

The FTSE™ 100 Index is a share index of the 100 largest UK-domiciled blue chip companies listed on the London Stock Exchange. Its performance is dependent upon the performance of the companies which make up the index. The index began on 3 January 1984 with a base level of 1000. FTSE™ 100 companies represent approximately 80% of the UK's market capitalisation and are all traded on the London Stock Exchange. The index is used extensively as a basis for investment products such as derivatives and exchange traded funds.

Source: Bloomberg, 21 July 2023



S&P® 500 Index (Bloomberg: SPX:IND)

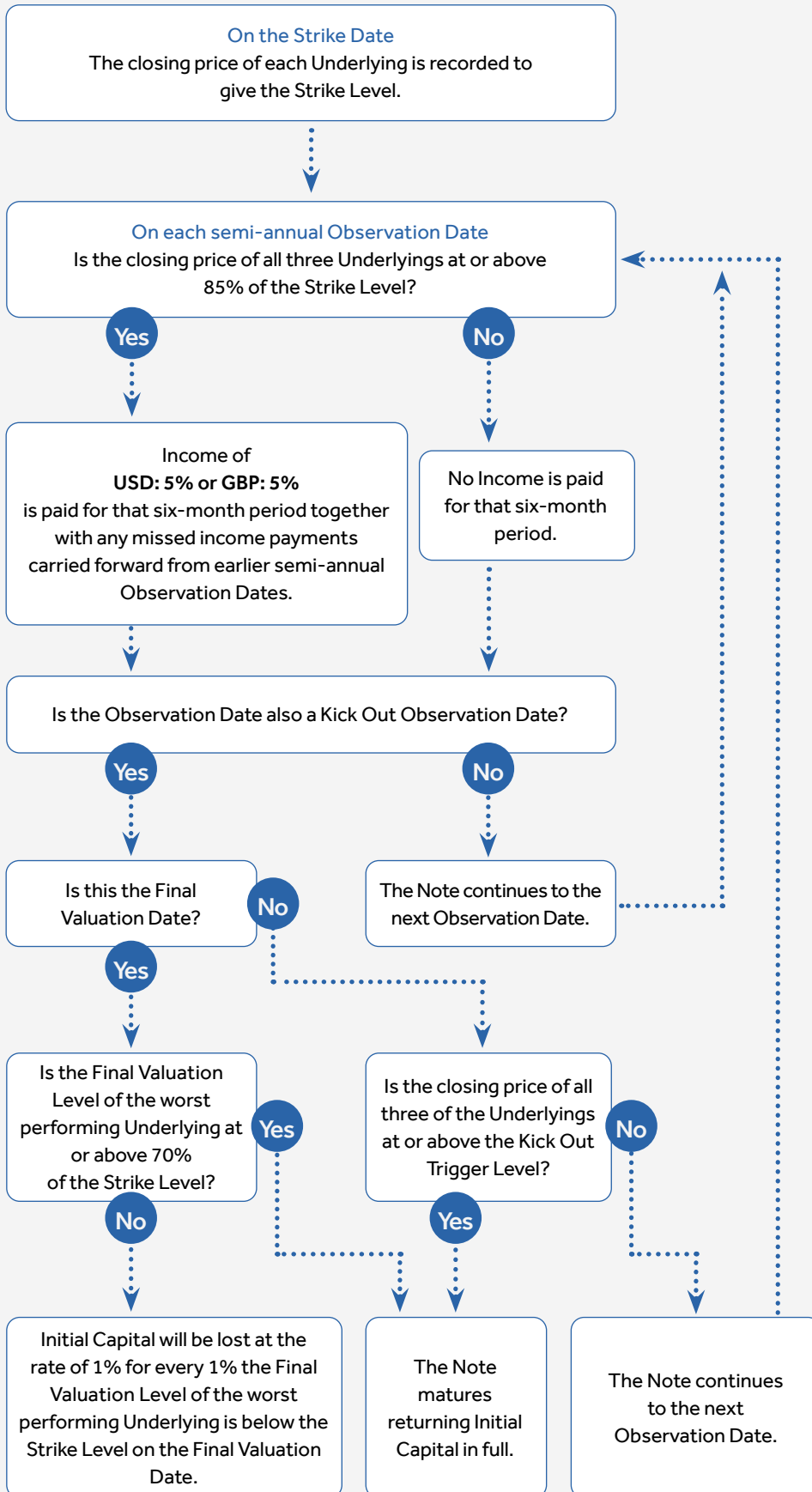
10 year graph from 2013 to present

The S&P 500® Index has been widely regarded as the best single gauge of the large cap U.S. equities market since the index was first published in 1957. The S&P 500® focuses on the large-cap sector of the U.S. market. However, since it includes a significant portion of the total value of the market, it also represents the market. The index includes 500 leading companies in leading industries of the U.S. economy, with approximately 75% coverage of U.S. equities.

Source: Bloomberg, 21 July 2023



How the Note works



| Year | Income and Kick Out Observation Dates* |
|--------|--|
| Year 1 | 15 March 2024 16 September 2024* |
| Year 2 | 17 March 2025* 15 September 2025* |
| Year 3 | 16 March 2026* 15 September 2026* |
| Year 4 | 15 March 2027* 15 September 2027* |
| Year 5 | 15 March 2028* 15 September 2028* |

*The Kick Out Observation Dates occur on a semi-annual basis from the end of year 1. The dates that are both Income and Kick Out Observation Dates are highlighted in bold.

This Factsheet is not an offer of securities, it is a marketing communication and has been prepared for use by professional financial advisers for the purpose of advising their clients. For an investment into this product to be accepted from investors not classified as Professional Investors (such as from beneficial owners of a Life Assurance Policy or an Investment Fund) professional financial advice must have been received from an approved firm. Your attention is drawn to the Important Information at the back of this Factsheet.

Risks

- If the closing price of any one of the Underlyings is below 85% of the Strike Level on one of the semi-annual Observation Dates, you will not receive the return for that six-month period. However, unpaid income will be paid on a future semi-annual payment date if the closing price of all the Underlyings is at or above 85% of the Strike Level on that six-month period's Observation Date (memory feature).
- If the Final Valuation Level of any one of the Underlyings is below 70% of the Strike Level on the Final Valuation Date, Initial Capital will be at risk and some or all of the amount initially invested will be lost. If this occurs, the return of Initial Capital will depend upon the level of the worst performing Underlying on the Final Valuation Date.
- Investors are exposed to the credit risk of the Issuer. If the Issuer defaults, investors may lose some or all of their Initial Capital and may not receive any return, regardless of how the Underlyings perform.
- The potential return and the return of Initial Capital are both linked to the performance of the Underlyings. Should the Underlyings increase by more than the return provided by the Note, investors will not receive the benefit of any additional investment return above that provided by the investment.
- An application may be made to have the Note listed. However, the Issuer makes no representation as to the likelihood of the success of such an application.
- Under normal market conditions, the Issuer of the Note intends to maintain a secondary market with a maximum bid/ask spread of 1%. However, any secondary market provided by the Issuer is subject to change and may be stopped without notice. It may therefore not be possible to redeem the Note prior to the Final Valuation Date. If the Note is redeemed early, the amount returned may be significantly less than the original amount invested.
- The only form of return is the potential return which is not guaranteed.
- There may be legal or tax implications of holding the Note in certain jurisdictions.
- In the event of the markets of the Underlyings being subject to a market disruption event, the terms of the Note may be adjusted or the Note terminated early. If the markets are disrupted on an Observation Date (or closed for any other reason, such as a local market holiday), the observation will occur on the next unaffected trading day. If the following eight days are also disrupted, the Note Issuer will determine the closing level of the Underlyings.
- The terms of the Note may also be subject to adjustment if there is a disruption event such as a change in law, hedging disruption and increased cost of hedging or if the closing level of the Underlyings is subsequently corrected. If the Issuer is unable to make such adjustments, it may redeem the Note at a fair market value as determined by the calculation agent.
- Investing in the Note which is linked to one or more Underlyings involves certain risks. Factors which are material for the purpose of assessing the associated market risks are described in the Issuer's documents which are available on request.
- The Note involves a high degree of risk, which may include, among others, interest rate, foreign exchange, time value and political risks. Purchasers should be prepared to sustain a total loss of the purchase price. Prospective investors should understand the risks of transactions involving the relevant Note and should reach an investment decision only after careful consideration, with their advisers, of the suitability of the Note in light of their particular financial circumstances, the information set forth herein and the information regarding the Note and the particular index or indices to which the value of, or payments in respect of, the Note may relate, as specified in the applicable Base Prospectus and termsheet.
- The Note represents an investment linked to the economic performance of the Underlyings and prospective investors should note that the return (if any) on their Initial Capital will depend upon the performance of the Underlyings. Potential investors should also note that whilst the market value of the Note is linked to the Underlyings and will be influenced (positively or negatively) by them, any change may not be comparable and may be disproportionate. It is impossible to predict how the level of the Underlyings will vary over time. In contrast to a direct investment in the components of the Underlyings, the Note represents the right to receive payment of the early or other redemption amount, as the case may be, as well as payments of interest (if applicable), all or some of which and the value of which will be determined by reference to the performance of the Underlyings.

About Morgan Stanley

Morgan Stanley B.V. is the issuer of the Note (the Issuer) that is purchased to generate the returns described in this Factsheet. Morgan Stanley acts as Guarantor of the securities issued by Morgan Stanley B.V, which means that Morgan Stanley will make the payments under the securities if Morgan Stanley B.V. is unable to fulfil its payment obligations. The Note is a type of corporate bond, which is essentially a loan that the issuer promises to repay at maturity.

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.

Source: Bloomberg, 21 July 2023. www.morganstanley.com

Credit rating

A credit rating agency is an independent company that assigns credit ratings. Leading agencies have assessed the ability of the Issuer of the Note, to meet its liabilities as outlined below. The Note will not be rated.

| Credit Agency | Rating | Outlook |
|-------------------|--------|---------|
| Fitch | A+ | Stable |
| Moody's | A1 | Stable |
| Standard & Poor's | A- | Stable |

Source: Bloomberg, 21 July 2023.

A credit rating is an assessment of credit worthiness assigned by an independent credit rating agency. The ratings used range from AAA (the highest) to D (the lowest). They can be useful to compare the credit risk of financial institutions. Please note that credit ratings and other such measures may change at any time from those published in this Factsheet. It is important to note that the credit rating could change at any time either before or during the Note term. The ratings differ between agencies. A high rating from one or more of the credit rating agencies is not a guarantee that the Note Issuer will meet its obligation to pay the amounts due from the Note.

An outlook indicates the potential direction of a rating over the intermediate term, typically six months to two years. It reflects financial or other trends that have not yet reached the level that would trigger a rating action, but which may do so if such trends continue. When determining a rating outlook, consideration is given to any changes in the economic and/or fundamental business conditions. An outlook is not necessarily a precursor of a rating change.

Neither the Issuer nor any of its affiliates in any way endorse or take responsibility for the contents of this Factsheet, its suitability for investors or the promotional material associated with it, nor do they make any representation or warranty regarding the accuracy, completeness or adequacy of such information and no liability to any party is accepted in connection with it. The Issuer and its affiliates have not prepared this document and accordingly accept no responsibility for the information contained in it.

About Mariana

Mariana is an investment business based in the City of London with multiple divisions including: structured products, fixed income, tax advisory, analytical strategy and execution services in cash and equity derivatives.

Mariana was initially established as an innovative brokerage firm with the aim of providing global execution services. It now offers independent bespoke market analytics and trading strategies which are designed to complement existing trading models.

Building on this foundation, the team at Mariana has developed the business to offer a wide range of services globally and has established a reputation for expertise in the creation and distribution of innovative performance focused investments.

Mariana UFP LLP is authorised and regulated by the UK's Financial Conduct Authority. FCA registration number is 551170. It is incorporated in England and Wales, Company No. OC363748.

This Factsheet is not an offer of securities, it is a marketing communication and has been prepared for use by professional financial advisers for the purpose of advising their clients. For an investment into this product to be accepted from investors not classified as Professional Investors (such as from beneficial owners of a Life Assurance Policy or an Investment Fund) professional financial advice must have been received from an approved firm. Your attention is drawn to the Important Information at the back of this Factsheet.

Important Information

In the unlikely event that the terms detailed herein are not achievable or cease to be achievable for subscriptions in excess of levels initially provisioned for owing to market events, professional advisers will be notified accordingly prior to any subscriptions being executed/accepted. Subscriptions and terms will be confirmed only upon acceptance of an order to trade.

Mariana does not offer investment, financial or tax advice and this document should not be treated as providing any advice. Mariana does not take into account the circumstances of any investor. Any investors seeking exposure to the Note should satisfy themselves about the terms of any investment, the related risks and its suitability having regard to their circumstances. It is the responsibility of the professional financial advisers, for whose use this document has been prepared, to address such matters with their clients.

When establishing the terms offered in Mariana materials, total fees/margin equivalent to a maximum of GBP: 0.24% p.a or USD: 0.08% p.a in relation to the full term of Notes are provisioned for distributor margin, marketing, distribution and advice costs. The fees are fully accounted for in any Note's construction. For example, an investment of £10,000 will have any income/growth and return of Initial Capital payments calculated on the full £10,000. It is, however possible that the final 'reoffer' prices and thus fee levels may vary (upwards or downwards) as a result of the prevailing financial market conditions during the offer period that in turn affect the cost of acquiring additional units and/or disposal of units to meet with demand. Any such variance will not affect the terms as published. Financial advisers whose clients invest in a Note (1) shall fully disclose to their clients the existence (if any), nature and amount of the/any fees they receive in respect of sales of the Note as required in accordance with the laws and regulations applicable to it in all relevant jurisdictions and (2) confirm to Mariana that (a) any such fee (if applicable) or commission (if applicable) complies with all applicable laws and regulations in all relevant jurisdictions and (b) its receipt does not conflict with applicable regulation or any duty they may have to act in the best interest of any person to whom the adviser owes any such duty.

This document is a marketing communication and is provided for information only. It is not an offer of or a solicitation or a recommendation to buy or sell any securities. This document is not and does not constitute a prospectus in respect of any securities.

Any decision to acquire exposure to the securities described in this document as an investment in any life insurance policy or investment fund should be made only on the terms of the base prospectus, termsheet and Key Information Document (KID), if applicable, for the Note described in this document (the "Offering Documents") and the terms of the relevant life insurance policy or investment fund. The Offering Documents are available from Mariana.

The information in this document has been obtained from sources believed by Mariana to be reliable, but Mariana makes no representation, express or implied, that such information or any opinions expressed in this document are accurate or complete. Historical or simulated performance and indicative prices or returns are provided for illustration purposes only. Mariana makes no representations as to the suitability of any securities for any particular investor or the future performance of any securities.

The terms of the Note described in this document may be amended. The final terms of any transaction involving the securities described in this document will be contained in the Offering Documents. Neither Mariana UFP LLP (Mariana) nor the Issuer of the securities described in this document is under any obligation to enter into any transaction in relation to the securities described in this document. This document describes the terms on which Mariana expects an issue of securities to be made. However, no assurance or representation is given that such issuance will in fact go ahead and the issuer of the securities described in this document is not obliged to issue such securities. By being in receipt of this Factsheet you acknowledge, represent and agree that you will not distribute, forward, copy, reproduce or otherwise pass it on to any person who is only qualified to receive it pursuant to a public offer of the securities.

No public offer of the securities described in this document or possession or distribution of any offering material in relation thereto is permitted in any jurisdiction unless in compliance with all applicable laws, regulations, codes, directives, orders and regulatory requirements, rules and guidance in force from time to time, including the EU Prospectus Directive (2003/71/EC) and any implementing measures and Regulation S of the United States Securities Act 1933 as amended (the "Securities Act").

The securities described in this document have not been registered under the Securities Act. The securities described in this document may not be offered, sold, transferred or delivered directly or indirectly in the United States to or for the account or benefit of any U.S. Person (as defined in Regulation S under the Securities Act).

This document is confidential for use in advising their clients by a limited number of professional advisers located outside the United Kingdom selected by Mariana. Persons who receive this document are required to comply with all applicable laws, regulations, codes, directives, orders, regulatory requirements, rules and guidance relating to its reproduction, distribution, transmission and use and the provision of information about the securities described in this document in all relevant jurisdictions and to comply with all other applicable laws, regulations, codes, directives, orders and regulatory requirements, rules and guidance in force from time to time

in all relevant jurisdictions.

This document is only intended for and may only be distributed to persons resident in jurisdictions where its distribution or possession would not be contrary to local laws or regulations. This document has not been registered in any jurisdiction. Further information about the distribution of information and documents relating to the securities described in this document is contained in the Offering Documents.

The securities described in this document are not in any way sponsored, sold or promoted by any stock market, index, exchange, index sponsor or investment fund provider, who make no warranty or representation whatsoever, express or implied, either as to the results to be obtained from the use of the relevant stock market, index, exchange or investment fund or the figure at which the relevant stock market, index exchange or investment fund may stand at any particular time on any particular day or otherwise. None of any such stock market, index, exchange, index sponsor, investment fund provider or Mariana or the Issuer shall be liable for any error in the relevant stock market, index, exchange or investment fund and shall not be under any obligation to advise any person of any error therein.

This document is not an offer of securities. This document has been prepared and issued by Mariana. Mariana and its affiliates are in no way affiliated with or endorsed by the Issuer or any of its affiliates. Neither the Issuer nor any of its affiliates in any way endorses this document, its suitability for investors or the promotional material associated with the document and does not make any representation or warranty regarding the accuracy, completeness or adequacy of such information, and no liability to any party is accepted by the Issuer or any of its affiliates in connection with such information, the actions of Mariana or its affiliates or the manner of its distribution.

The Issuer is not registered in the United Arab Emirates (the "UAE"). The Issuer is not authorised or regulated by the UAE Central Bank, the UAE Securities and Commodities Authority ("SCA"), the Dubai Financial Services Authority or any other authority in the UAE or any of its freezone areas. This document and the securities described herein, have not been approved by any such authority in the UAE, and accordingly, this document does not constitute a public offer of securities in the UAE pursuant to the Commercial Companies Law, Federal Law No.8 of 1984 (as amended) or any regulations of the SCA or otherwise.

Where an investor intends to or is for any reason required to make an investment that must be construed as compliant with Sharia principles, it shall, before subscribing or making an investment, (i) make its own investigations into, and satisfy itself as to, the compliance with Sharia principles of the Note and the Offer Documents relevant for the Note and (ii) ensure that all necessary actions have been taken (including obtaining a Sharia compliance certificate, where required) so that it can make its own determination as to whether the Note and the Offer Documents relevant to the Note are compliant with Sharia principles.

By subscribing for or acquiring the Note, each investor shall be deemed to acknowledge and agree that it shall not hold any of the Issuer, any dealer or guarantor liable for the non-compliance in whole or in part with Sharia principles of either the Note or the Offer Documents relevant to the Note.