

Morgan Stanley

Key Information Document

Purpose

This document provides you with key information about this product. It is not marketing material. The information is required by the Packaged Retail and Insurance-Based Investment Products Regulation ("PRIIPs") to help you understand the key features, risks, costs and potential gains and losses of this product and to help you compare it with other products covered by PRIIPs.

Product

Product name	Protected Participation Note Linked to an Index
Product identifier	ISIN: XS2103934043
PRIIP manufacturer	Morgan Stanley & Co. International plc (http://sp.morganstanley.com/). The product issuer is Morgan Stanley BV with a guarantee by Morgan Stanley.
Telephone number	+44-20-7425-8000
Competent authority of the PRIIP manufacturer	Authorised by the U.K. Prudential Regulation Authority and regulated by the U.K. Financial Conduct Authority and U.K. Prudential Regulation Authority
Date and time of production	20 January 2020 15:33 London local time

You are about to purchase a product that is not simple and may be difficult to understand.

1. What is this product?

Type	English law governed notes		
Objectives (Terms that appear in bold in this section are described in more detail in the table(s) below.)	<p>The product is designed to provide a return in the form of a cash payment on the maturity date. The amount of this payment will depend on the performance of the underlying. The product has a fixed term and will terminate on the maturity date. If, at maturity, the underlying has fallen below 105.00% of the initial reference level, the product may return less than the product notional amount or even the minimum payment amount of EUR 900.00.</p> <p>On termination of the product on the maturity date you will receive a cash payment equal to (i) EUR 900.00 plus (ii) an amount directly linked to the performance of the underlying. This amount will equal (i) EUR 2,000.00 (i.e., 200.00% of the product notional amount) multiplied by (ii) (x) (A) the final reference level divided by (B) the initial reference level minus (y) 100.00%. <u>However, if this cash payment is less than EUR 900.00, you will receive EUR 900.00 (the minimum payment).</u></p> <p>Under the product terms, certain dates specified below will be adjusted if the respective date is either not a business day or not a trading day (as applicable). Any adjustments may affect the return, if any, you receive.</p> <p>The product terms also provide that if certain exceptional events occur (1) adjustments may be made to the product and/or (2) the product issuer may terminate the product early. These events are specified in the product terms and principally relate to the underlying, the product and the product issuer. The return (if any) you receive on such early termination is likely to be different from the scenarios described above and may be less than the amount you invested.</p>		
Underlying	MSQTDFAA (Bloomberg: MSQTDFAA Index)	Initial reference level	The reference level on the initial valuation date
Asset class	Equity	Reference level	The closing level of the underlying as per the reference source
Product notional amount	EUR 1,000.00	Reference source	Morgan Stanley
Issue price	100.00% of the product notional amount	Final reference level	The average of the reference levels on the final valuation dates
Product currency	Euro (EUR)	Initial valuation date	24 March 2020
Underlying currency	EUR	Final valuation dates	25 March 2024, 24 April 2024, 24 May 2024, 24 June 2024, 24 July 2024, 26 August 2024, 24 September 2024, 24 October 2024, 25 November 2024, 27 December 2024, 24 January 2025, 24 February 2025 and 24 March 2025
Subscription period	31 January 2020 (inclusive) to 24 March 2020 (inclusive)	Maturity date / term	31 March 2025
Issue date	31 March 2020		

Intended retail investor The product is intended to be offered to retail investors who fulfil all of the criteria below:

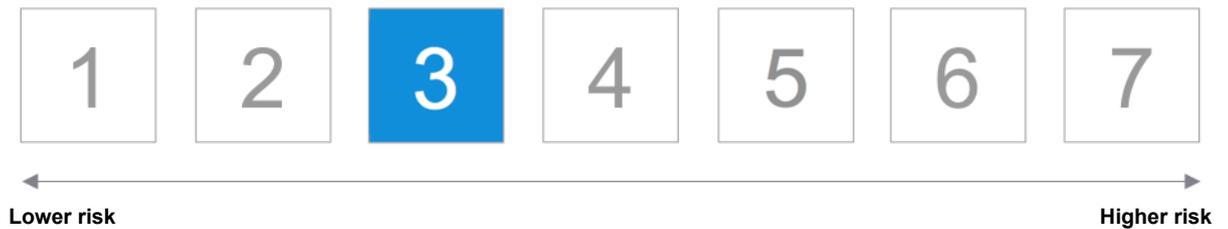
- they have the ability to make an informed investment decision through sufficient knowledge and understanding of the product and its specific risks and rewards, with experience of investing in and/or holding a number of similar products providing a similar market exposure, either independently or through professional advice;
- they seek capital growth and/or partial protection of the product notional amount, subject to the issuer's and the guarantor's ability to pay, expect the movement in the underlying to perform in a way that generates a favourable return and have an investment horizon of the recommended holding period specified below;
- they accept the risk that the issuer or guarantor could fail to pay or perform its obligations under the product but otherwise they are only able to bear a partial loss of their investment; and

4. they are willing to accept a level of risk to achieve potential returns that is consistent with the summary risk indicator shown below.

The product is not intended to be offered to retail clients who do not fulfil these criteria.

2. What are the risks and what could I get in return?

Risk indicator



The risk indicator assumes you keep the product for 5 years. The actual risk can vary significantly if you cash in at an early stage and you may get back less. You may not be able to sell your product easily or may have to sell at a price that significantly impacts on how much you get back.

The summary risk indicator is a guide to the level of risk of this product compared to other products. It shows how likely it is that the product will lose money because of movements in the markets or because we are not able to pay you.

We have classified this product as 3 out of 7, which is a medium-low risk class. This rates the potential losses from future performance at a low level, and poor market conditions are unlikely to impact our capacity to pay you.

To the extent the currency of the country in which you purchase this product or your account currency differs from the product currency, please be aware of currency risk. You will receive payments in a different currency so the final return you will get depends on the exchange rate between the two currencies. This risk is not considered in the indicator shown above.

You are entitled to receive back at least 90.00% of your capital. Any amount over this, and any additional return, depends on future market performance and is uncertain. However, this protection against future market performance will not apply if you cash in before maturity or in case of immediate termination by the issuer.

For detailed information about all risks relating to the product please refer to the risk sections of the prospectus and any supplements thereto as specified in the section "7. Other relevant information" below.

Performance scenarios Market developments in the future cannot be accurately predicted. The scenarios shown are only an indication of some of the possible outcomes based on recent returns. Actual returns could be lower.

Investment: EUR 10,000		1 year	3 years	5 years (Recommended holding period)
Scenarios				
Stress scenario	What you might get back after costs	EUR 9,069.50	EUR 8,980.44	EUR 9,000.00
	Average return each year	-9.31%	-3.52%	-2.09%
Unfavourable scenario	What you might get back after costs	EUR 9,170.40	EUR 8,980.44	EUR 9,000.00
	Average return each year	-8.30%	-3.52%	-2.09%
Moderate scenario	What you might get back after costs	EUR 9,451.54	EUR 9,172.39	EUR 9,000.00
	Average return each year	-5.48%	-2.84%	-2.09%
Favourable scenario	What you might get back after costs	EUR 10,169.10	EUR 10,382.33	EUR 10,789.57
	Average return each year	1.69%	1.26%	1.53%

This table shows the money you could get back over the next 5 years as well as the annualized return calculated on a compounded basis under different scenarios, assuming that you invest EUR 10,000.

The scenarios shown illustrate how your investment could perform. You can compare them with the scenarios of other products. The scenarios presented are an estimate of future performance based on evidence from the past on how the value of this investment varies, and are not an exact indicator. What you get will vary depending on how the market performs and how long you keep the product. The stress scenario shows what you might get back in extreme market circumstances, and it does not take into account the situation where we are not able to pay you. In addition, you should note that the results shown for the intermediate holding periods do not reflect estimates of the product's future value. You should therefore not base your investment decision on the results shown for these interim holding periods.

The figures shown include all the costs of the product itself, but may not include all the costs that you pay to your advisor or distributor. The figures do not take into account your personal tax situation, which may also affect how much you get back.

3. What happens if Morgan Stanley BV is unable to pay out?

You are exposed to the risk that the issuer or guarantor might be unable to meet its obligations in connection with the product for instance in the event of bankruptcy or an official directive for resolution action. This may materially adversely affect the value of the product and could lead to you losing some or all of your investment in the product. The product is not a deposit and as such is not covered by any deposit protection scheme.

4. What are the costs?

The Reduction in Yield (RIY) shows what impact the total costs you pay will have on the investment return you might get. The total costs take into account one-off, ongoing and incidental costs.

The amounts shown here are the cumulative costs of the product itself, for three different holding periods. They include potential early exit penalties. The figures assume you invest EUR 10,000. The figures are estimates and may change in the future.

Costs over time

<i>Investment: EUR 10,000</i>			
<i>Scenarios</i>	<i>If you cash in after 1 year</i>	<i>If you cash in after 3 years</i>	<i>If you cash in at the end of the recommended holding period</i>
Total costs	EUR 762.97	EUR 742.03	EUR 675.34
Impact on return (RIY) per year	7.62973%	2.55241%	1.42724%

The costs shown in the table above represent how much the expected costs of the product would affect your return, assuming the product performs in line with the moderate performance scenario.

The person selling you or advising you about this product may charge you other costs. If so, this person will provide you with information about these costs, and show you the impact that all costs will have on your investment over time.

Composition of costs

The table below shows:

- The impact each year of the different types of costs on the investment return you might get at the end of the recommended holding period.
- The meaning of the different cost categories.

The table shows the impact on return per year.

One-off costs	<i>Entry costs</i>	1.42724%	The impact of the costs already included in the price.
	<i>Exit costs</i>	0.00%	The impact of the costs of exiting your investment when it matures.
Ongoing costs	<i>Other ongoing costs</i>	0.00%	The impact of the costs that we take each year for managing your investments.

The costs shown in the table above represent the split of the reduction in yield shown in the costs over time table at the end of the recommended holding period. The split of the actual estimated costs of the product as a percentage of the **product notional amount** is estimated to be as follows: entry costs: 7.43% and exit costs: 0.00%.

5. How long should I hold it and can I take money out early?

Recommended holding period: 5 years

The product aims to provide you with the return described under "1. What is this product?" above. However, this only applies if the product is held to maturity. It is therefore recommended that the product is held until 31 March 2025 (maturity).

The product does not guarantee the possibility to disinvest other than by selling the product either (1) through the exchange (if the product is exchange traded) or (2) off-exchange, where an offer for such product exists. No fees or penalties will be charged by the issuer for any such transaction, however an execution fee might be chargeable by your broker if applicable. By selling the product before its maturity, you may receive back less than you would have received if you had kept the product until maturity.

Exchange listing	Irish Stock Exchange - All Market	Price quotation	Percentage
Smallest tradable unit	EUR 1,000.00		

In volatile or unusual market conditions, or in the event of technical faults/disruptions, the purchase and/or sale of the product can be temporarily hindered and/or suspended and may not be possible at all.

6. How can I complain?

Any complaint regarding the conduct of the person advising on, or selling, the product can be submitted directly to that person.

Any complaint regarding the product or the conduct of the manufacturer of this product can be submitted in writing at the following address: Morgan Stanley & Co. International plc, 25 Cabot Square, London E14 4QA, United Kingdom, by email to: rspcomplaints@morganstanley.com. Please see also www.sp.morganstanley.com/eu. Complaints should include the name of the product, ISIN and reason for the complaint.

7. Other relevant information

The information contained in this Key Information Document does not constitute a recommendation to buy or sell the product and is no substitute for individual consultation with your bank or advisor.

The product is not in any way sponsored, sold or promoted by any relevant stock market, relevant index, related exchange or index sponsor. Further information in respect of the index is available from the index administrator.

The offering of this product has not been registered under the U.S. Securities Act of 1933. This product may not be offered or sold, directly or indirectly, in the United States of America or to U.S. persons. The term "U.S. person" is defined in Regulation S under the U.S. Securities Act of 1933, as amended.

Any additional documentation in relation to the product, in particular, the issuance programme documentation, any supplements thereto and the product terms are published on www.sp.morganstanley.com/eu, all in accordance with relevant legal requirements. These documents are also available free of charge from Morgan Stanley & Co. International plc, 25 Cabot Square, London E14 4QA, United Kingdom.