

**Certificate of Approval of a Prospectus
in accordance with the Luxembourg Law on Prospectuses for Securities
(transposing Articles 17 and 18 of Directive 2003/71/EC)**

To:

Autorité des services et marchés financiers (FSMA) (Belgium)
Finanstilsynet (Denmark)
Finanssivalvonta (Finland)
Autorité des Marchés Financiers (AMF) (France)
Central Bank of Ireland (Ireland)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
Comissão do Mercado de Valores Mobiliários (CMVM) (Portugal)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Finansinspektionen (FI) (Sweden)
Autoriteit Financiële Markten (AFM) (The Netherlands)
Financial Conduct Authority (FCA) (United Kingdom)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that the Prospectus Supplement to the Prospectus detailed below has been drawn up in accordance with the Luxembourg Law on Prospectuses for Securities transposing Directive 2003/71/EC and was approved by us on 23 March 2020.

Name of Issuer(s):

Morgan Stanley
Morgan Stanley & Co. International plc
Morgan Stanley B.V.
Morgan Stanley Finance LLC

Registered Office(s)/Seat(s):

Wilmington, Delaware, United States of America
London, United Kingdom
Amsterdam, The Netherlands
Wilmington, Delaware, United States of America

Type of Securities:

Base Prospectus for Notes under the Regulation S Program for the Issuance of Notes, Series A and Series B, Warrants and Certificates

References to the annexes of Commission Regulation (EC) N° 809/2004 according to which the Prospectus was drawn up:

Not applicable

Guarantor(s) (if any):

Morgan Stanley

Attachment(s):

Supplement dated 23 March 2020

Revised Dutch translation of the summary

Revised French translation of the summary

Revised Italian translation of the summary

Revised Portuguese translation of the summary

Revised Spanish translation of the summary

Revised Swedish translation of the summary

Ref.: C-024840

Luxembourg, 23 March 2020

Commission de Surveillance du Secteur Financier