

COMMISSION DE SURVEILLANCE DU SECTEUR FINANCIER

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:

Finanzmarktaufsicht (FMA) (Austria)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Commission Bancaire, Financière et des Assurances (CBFA) (Belgium)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Autoriteit Financiële Markten (AFM) (The Netherlands)

From:

Commission de Surveillance du Secteur Financier

We hereby certify that 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 1 March 2010.

Name of Issuer:

Morgan Stanley & Co. International plc

Registered Office/Seat:

London, United Kingdom

Type of Securities:

Certificate Programme

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

IV, IX, XII

Guarantor (if any):

Not applicable

Attachments:

Prospectus
German translation of the summary
Dutch translation of the summary
French translation of the summary
Italian translation of the summary
Spanish translation of the summary

Ref.: C-08960

Luxembourg, 2 March 2010

Commission de Surveillance du Secteur Financier

