



*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)
Autorité des services et marchés financiers (FSMA) (Belgium)
Finanstilsynet (Denmark)
Finanssivalvonta (Finland)
Autorité des Marchés Financiers (AMF) (France)
Bundesanstalt für Finanzdienstleistungsaufsicht (BaFin) (Germany)
Hellenic Capital Market Commission (CMC) (Greece)
Central Bank of Ireland (Ireland)
Commissione Nazionale per le Società e la Borsa (Consob) (Italy)
FMA Finanzmarktaufsicht Liechtenstein (Principality of Liechtenstein)
The Financial Supervisory Authority of Norway (Norway)
Comissão do Mercado de Valores Mobiliários (CMVM) (Portugal)
Comisión Nacional del Mercado de Valores (CNMV) (Spain)
Finansinspektionen (FI) (Sweden)
Czech National Bank (CNB) (The Czech Republic)
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 30 May 2014.

Name of Issuer(s):

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

Registered Office(s)/Seat(s):

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

Type of Securities:

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 30 May 2014
Revised Danish translation of the summary
Revised French translation of the summary
Revised German translation of the summary
Revised Greek 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
Revised Czech translation of the summary

Ref.: C-15923
Luxembourg, 19 June 2014
Commission de Surveillance du Secteur Financier

