



This is an autocallable income product issued by Morgan Stanley, with specified returns conditional upon the performance of a basket of equity indices (the Underlyings).

The maximum product term is 6 years, with multiple opportunities to mature early (autocall) throughout.

Capital is at risk if any of the Underlyings are below the Protection Barrier at the Final Valuation Date or if the product Issuer defaults.

<b>Strike Date:</b>	15 November 2024
<b>Issue Date:</b>	2 December 2024
<b>Final Valuation Date:</b>	15 November 2030
<b>Maturity Date:</b>	2 December 2030

### PRODUCT FEATURES

<b>Issuer:</b>	Morgan Stanley B.V.	<b>Underlyings:</b>	FTSE MIB Index (FTSEMIB) Nikkei 225 Index (NKY) Russell 2000 Index (RTY)
<b>Guarantor:</b>	Morgan Stanley ( A1 / A+ / A- )		
<b>Product Type:</b>	Autocallable Income Note		
<b>Product Return:</b>	Conditional Semi-Annual Coupon (with Memory)	<b>Capital Risk:</b>	Capital is not protected

CCY	ISIN	Coupon p.a.	Maximum Term	Coupon Observations	Coupon Barrier*	Autocall Observations	Autocall Barrier*	Protection Barrier*
USD	XS2877685755	8.90%	6 Years	Semi-Annual	85%	Annual from end of Y2	100%	65%
GBP	XS2877686134	8.80%						

\*Expressed as a percentage of the closing level of each underlying on strike date.

### INVESTMENT DESCRIPTION

#### On the Strike Date

- The closing level of each Underlying is recorded. These are the strike levels for the product.

#### On each Coupon Observation Date

- If all the Underlyings are at or above the Coupon Barrier a coupon will be paid, plus any previously missed Coupons (Coupon Memory Feature).

#### On each Autocall Observation Date

- If all the Underlyings are at or above the Autocall Barrier, the product will mature early and return invested capital (plus any Coupons due).

#### On the Final Valuation date (assuming no early maturity)

- If all the Underlyings are at or above the Coupon Barrier a coupon will be paid, plus any previously missed coupons (coupon memory feature). Otherwise, no coupon will be paid at that Observation date.
- If all the Underlyings are at or above the Protection Barrier, invested capital is returned.
- If any of the Underlyings are below the Protection Barrier, invested capital will be reduced in line with the performance of the worst performing Underlying i.e. if the worst performing Underlying has fallen to 45% of its strike level, 45% of invested capital will be returned.

### ADVANTAGES

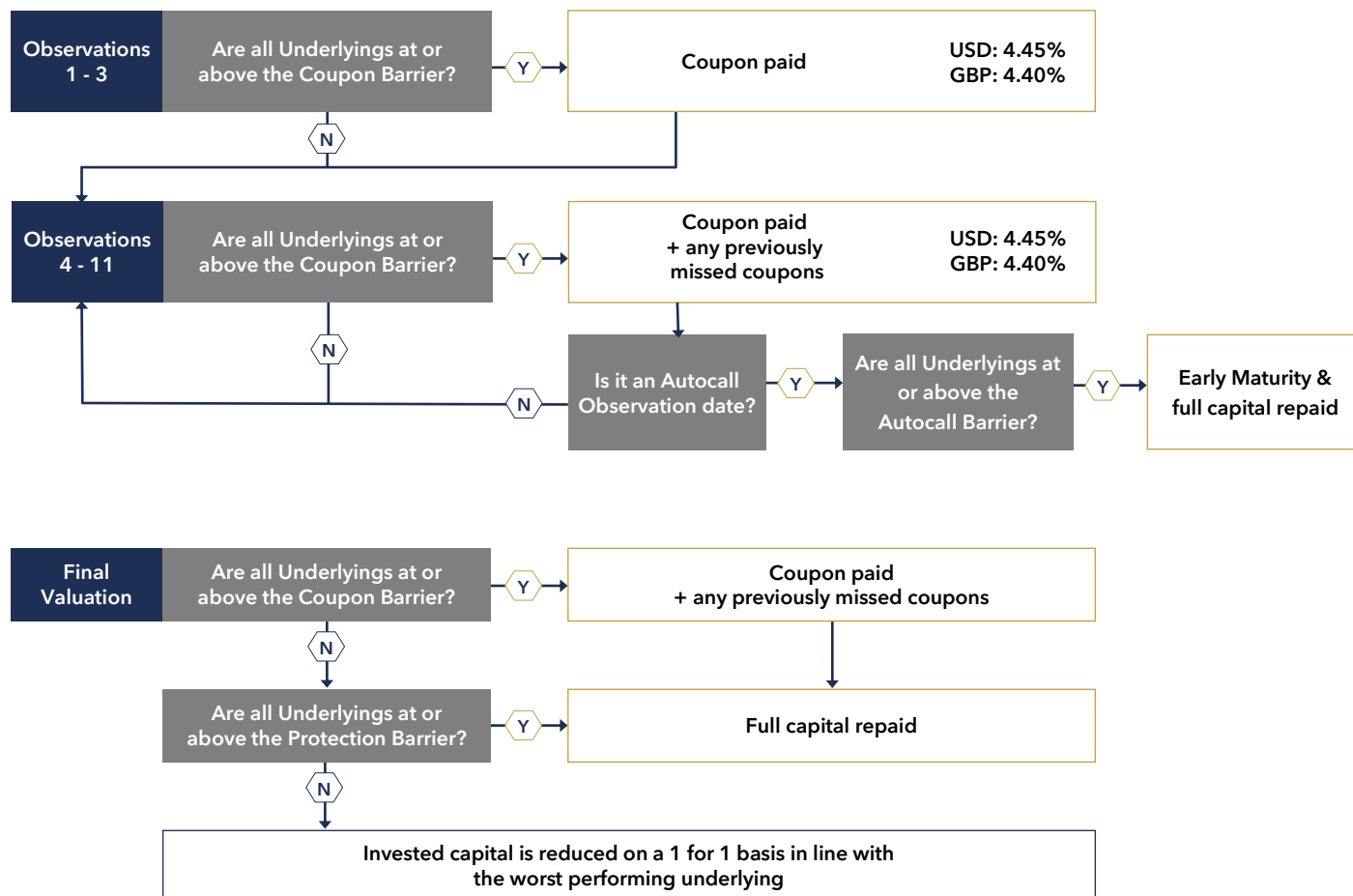
- Potential for pre-defined income** in flat, rising or moderately falling market conditions.
- Early redemption** if all the Underlyings are at or above the Autocall Barrier on any Autocall Observation Date.
- Capital protection at Maturity** if the Underlyings close at or above the Protection Barrier and there is no default by the Issuer.
- Coupon Memory feature** that allows previously missed Coupons to be recaptured.

### RISKS

- Income potential capped** since investors do not participate directly in any capital growth in the Underlyings.
- Risk of partial or total loss of capital:** If any of the Underlyings close below the Protection Barrier at Maturity, capital repayment will be decreased by the performance of the worst Underlying. In this case the return could be lower than a direct investment in the Underlyings.
- Risk of decreased return:** Risk of no income if any Underlying closes below the Coupon Barrier on each Observation Date.
- Risk of Issuer:** Risk of partial or total loss of capital and no income in the case of bankruptcy or payment default by the Issuer.
- Selling out of note early may result in a capital loss:** If the Notes are sold or redeemed prior to maturity, the price will depend on numerous factors, including the level of volatility of the Underlying indices, the remaining time to maturity, interest rates and the perception of the Issuers credit quality, and may be less than the amount initially invested.



**PAYOFF DIAGRAM**



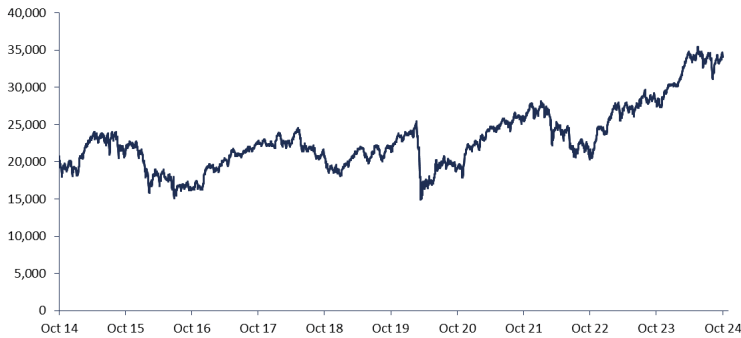
**OBSERVATION DATES**

	Observation Date	Payment Date	Coupon Barrier	Autocall Barrier
Observation 1	15 May 2025	30 May 2025	85%	-
Observation 2	17 November 2025	USD: 2 December 2025 GBP: 1 December 2025	85%	-
Observation 3	15 May 2026	1 June 2026	85%	-
Observation 4	16 November 2026	USD: 1 December 2026 GBP: 30 November 2026	85%	100%
Observation 5	17 May 2027	1 June 2027	85%	-
Observation 6	15 November 2027	USD: 30 November 2027 GBP: 29 November 2027	85%	100%
Observation 7	15 May 2028	30 May 2028	85%	-
Observation 8	15 November 2028	USD: 30 November 2028 GBP: 29 November 2028	85%	100%
Observation 9	15 May 2029	30 May 2029	85%	-
Observation 10	15 November 2029	USD: 30 November 2029 GBP: 29 November 2029	85%	100%
Observation 11	15 May 2030	30 May 2030	85%	-
Final Valuation Date	15 November 2030	2 December 2030	85%	100% (65% Protection Barrier)

\*Some dates may vary slightly depending on bank holidays or days that Underlyings do not trade.

**THE UNDERLYINGS**

**FTSE MIB INDEX PERFORMANCE (FTSEMIB)**



**THE INDEX AT A GLANCE**

The Index consists of the 40 most liquid and capitalized stocks listed on the Borsa Italiana. In the FTSE MIB Index foreign shares are eligible for inclusion. Secondary lines are not eligible for inclusion. The calculation and methodology is unchanged from S&P MIB Index.

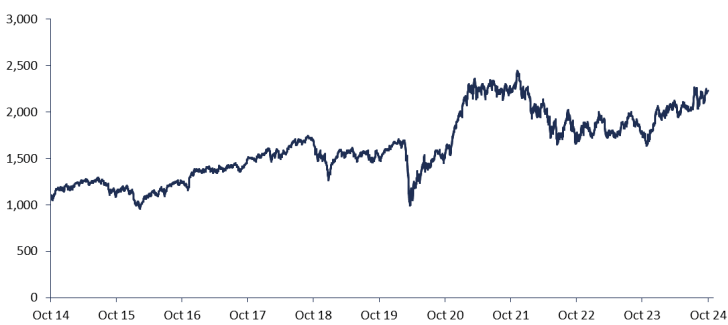
**NIKKEI 225 INDEX PERFORMANCE (NKY)**



**THE INDEX AT A GLANCE**

The Nikkei-225 Stock Average is a price-weighted average of 225 top-rated Japanese companies listed in the First Section of the Tokyo Stock Exchange. The Nikkei Stock Average was first published on May 16, 1949, where the average price was ¥176.21 with a divisor of 225.

**RUSSEL 2000 INDEX PERFORMANCE (RTY)**



**THE INDEX AT A GLANCE**

The Russell 2000 Index is comprised of the smallest 2000 companies in the Russell 3000 Index, representing approximately 8% of the Russell 3000 total market capitalization. The real-time value is calculated with a base value of 135.00 as of December 31, 1986. The end-of-day value is calculated with a base value of 100.00 as of December 29, 1978.

Source: Bloomberg, as of 03/10/2024. Past performance is not an indication of future performance.



### SUITABILITY

#### This note may be suitable for investors who:

- Have received professional financial advice.
- Have a general understanding of financial markets and structured notes.
- Are seeking conditional income payments.
- Understand that positive return at maturity depends on Underlyings' performance.
- Are investing for the medium to long-term.
- Realise that if they need to redeem their investment before maturity they may receive back less than initially invested.
- Understand that if the issuer defaults they could lose some or all of their invested capital and no returns.

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**UK Retail Restrictions: None**

### CREDIT RATING

	Moody's	Fitch	S&P
Morgan Stanley	A1	A+	A-

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