

**FOR THE ATTENTION OF INVESTORS IN MINI FUTURE
SECURITIES, TURBO SECURITIES AND CONSTANT
LEVERAGE SECURITIES ISSUED BY MORGAN STANLEY &
CO. INTERNATIONAL PLC (“MSIP”)**

Transition Notice

Notice in relation to the series of Securities with the ISIN as specified in the Annex

22 June 2021

This Transition Notice must be read in conjunction with the initial notice¹ and the terms and conditions of the Securities. Terms not otherwise defined herein shall have the meanings specified in the terms and conditions of the Securities.

Following the announcement on 5 March 2021 by ICE Benchmark Administration Limited (“**IBA**”), the authorised and regulated administrator of LIBOR[®], that it is not possible for IBA to publish certain London Interbank Offered Rate benchmark settings (“**LIBOR Benchmarks**”) on a representative basis beyond certain dates, the UK Financial Conduct Authority has announced the future cessation or loss of representativeness of the 35 LIBOR Benchmarks currently published by IBA. This notice sets out the action to be taken by Morgan Stanley & Co. International plc (“**MSIP**”), as Determination Agent, following such announcements with respect to the warrants and certificates without fixed maturity issued by MSIP (each a “**Security**” and together the “**Securities**”) that reference any of those LIBOR Benchmarks.

The Securities utilise, *inter alia*, an interest rate benchmark (the “**Reference Rate**”) to calculate the amount of interest to be deducted from the value of the Security on account of the funding (i.e. leverage) provided by MSIP, as issuer, through the Security. The Reference Rate is referred to in the relevant documentation of the Securities as the “**Reference Interest Rate**”.

The Reference Interest Rate with respect to the Securities with the ISIN that are specified in the Appendix is 1-Month American Dollar LIBOR (US0001M Index) (“**USD LIBOR 1 MONTH**”). According to the announcement of the IBA, from 30 June 2023 USD LIBOR 1 MONTH will no longer be representative of the underlying market and economic reality, and representativeness will not be restored.

Following the announcement by IBA that the Reference Interest Rate will no longer be representative, MSIP, as Determination Agent, has determined that with effect from 13 July 2021 USD LIBOR 1 MONTH will be substituted as the Reference Interest Rate by the Overnight

¹ The initial notice is available on the website of the Issuer: [LIBOR - NOTICE TO INVESTORS](#).

American Dollar SOFR rate (“**American Dollar SOFR**”) calculated by the Federal Reserve Bank of New York (the “**Alternative Reference Interest Rate**”) and the Securities will be transitioned accordingly. American Dollar SOFR is an overnight rate. The relevant Bloomberg page is SOFRRATE Index.

Investors should consider the impact that any such anticipated action might have on the Securities and their ongoing availability, and determine whether they would like to sell back their Security at prevailing market rates ahead of the change in Reference Interest Rate, or if instead they will prefer to remain invested in the Security and transition to the Alternative Reference Interest Rate.

In particular, investors should be aware that it is not possible to anticipate whether the Alternative Reference Interest Rate will at the time of transition be higher or lower than the current Reference Interest Rate, and this could therefore determine a higher or lower amount of interest costs being charged to the investors.

Furthermore, after a transition has occurred, the Alternative Reference Interest Rate might follow a different, perhaps steeper, path compared to the path historically followed by the current Reference Interest Rate and this might also result in the Security costs being higher than in the past.

This document is provided by Morgan Stanley & Co. International plc, in its capacity as the issuer of the Securities. It is directed at current and prospective investors in the Securities to draw particular attention to certain future events that might impact the value of the Securities.

A full description of the risks and the terms applicable to the Securities is contained in the offering documentation for the Securities, available on <https://etp.morganstanley.com/SE/EN>.

PLEASE CONSIDER THESE RISKS CAREFULLY BEFORE MAKING ANY INVESTMENT DECISIONS IN RELATION TO THE PRODUCTS AND, IF IN DOUBT, PLEASE SPEAK TO A FINANCIAL ADVISER TO UNDERSTAND THE IMPLICATIONS OF SUCH RISKS FOR YOUR INVESTMENT. FOR MORE INFORMATION ON LIBOR RISKS AND GLOBAL BENCHMARK REFORM SEE <https://www.morganstanley.com/disclosures>.

**TILL INVESTERARE I VÄRDEPAPPER (MINI FUTURE),
VÄRDEPAPPER (TURBO) OCH VÄRDEPAPPER (CONSTANT
LEVERAGE) EMITTERADE AV MORGAN STANLEY & CO.
INTERNATIONAL PLC ("MSIP")**

Meddelande om Övergång

Meddelande avseende serien av Värdepapperen med ISIN specificerade i Bilagan

22 juni 2021

Detta Meddelande om Övergång ska läsas tillsammans med det initiala meddelandet¹ och villkoren för Värdepapperen. Begrepp som inte särskilt definieras häri ska ha den innebörd som framgår av villkoren för Värdepapperen.

Efter tillkännagivandet den 5 mars 2021 av ICE Benchmark Administration Limited ("**IBA**"), den auktoriserade och reglerade administratören av LIBOR®, att det inte är möjligt för IBA att publicera vissa referensvärdesnivåer för London Interbank Offered Rate ("**LIBOR-referensvärden**") på en representativ basis bortom vissa datum, har UK Financial Conduct Authority meddelat det framtida upphörandet eller förlusten av representativitet för de 35 LIBOR-referensvärden som för närvarande publiceras av IBA. Detta meddelande beskriver åtgärderna som kommer att vidtas av Morgan Stanley & Co. International plc ("**MSIP**"), i egenskap av Fastställandeagent, efter sådana tillkännagivanden avseende warranter och certifikat utan fast löptid emitterade av MSIP (varje ett "**Värdepapper**" och tillsammans "**Värdepapperen**") som hänvisar till något av dessa LIBOR-referensvärden.

Värdepapperen använder, bland annat, ett räntereferensvärde ("**Referensräntan**") för att beräkna räntebeloppet som ska dras av från värdet på Värdepapperet på grund av den finansiering (dvs. hävstång) som tillhandahålls av MSIP, som emittent, genom Värdepapperet. Referensräntan benämns i relevant dokumentation för Värdepapperen som "**Referensräntesats**".

Referensräntesatsen avseende Värdepapperen med ISIN som specificerats i Bilagan är 1-Månad Amerikansk dollar LIBOR (US0001M Index) ("**USD LIBOR 1 MONTH**"). Enligt IBA:s tillkännagivande kommer USD LIBOR 1 MONTH från och med den 30 juni 2023 inte längre att vara representativ för den underliggande marknaden och den ekonomiska verkligheten, och representativitet kommer inte att återställas.

¹ Det initiala meddelandet finns tillgängligt på Emittentens webbplats: [LIBOR – MEDDELANDE TILL INVESTERARE](#).

Efter IBA:s tillkännagivande om att Referensräntesatsen inte längre kommer att vara representativ, har MSIP, i egenskap av Fastställandeagent, fastställt att med start den 13 juli 2021 kommer USD LIBOR 1 MONTH ersättas som Referensräntesats med Dagslåneränta Amerikansk dollar SOFR ("**Amerikansk dollar SOFR**") beräknad av Federal Reserve Bank of New York (den "**Alternativa Referensräntesatsen**") och Värdepapperen kommer att övergå i enlighet därmed. Amerikansk dollar SOFR är en overnight-räntesats. Relevant Bloomberg-ticker är SOFRRATE Index.

Investorer bör överväga vilken inverkan en sådan förväntad åtgärd kan ha på Värdepapperen och deras pågående tillgänglighet, och avgöra om de vill sälja tillbaka sina Värdepapper till rådande marknadsräntor före ändringen av Referensräntesatsen, eller om de i stället föredrar att förbli investerade i Värdepapperet och övergången till den Alternativa Referensräntesatsen.

I synnerhet bör investorer vara medvetna om att det inte är möjligt att förutse om den Alternativa Referensräntesatsen vid övergångstidpunkten kommer att vara högre eller lägre än den nuvarande Referensräntesatsen, och detta kan därför fastställa en högre eller lägre räntekostnad som debiteras investerarna.

Dessutom, efter att en övergång har inträffat, kan den Alternativa Referensräntesatsen följa en annan, kanske brantare, väg jämfört med den väg som historiskt följts av den nuvarande Referensräntesatsen och detta kan också resultera i att kostnaderna i Värdepapperen blir högre än tidigare.

Detta dokument tillhandahålls av Morgan Stanley & Co. International plc, i egenskap av emittent av Värdepapperen. Det riktar sig till nuvarande och potentiella investorer i Värdepapperen för att uppmärksamma dem på vissa framtida händelser som kan påverka värdet på Värdepapperen.

En fullständig beskrivning av riskerna och de tillämpliga villkoren för Värdepapperen finns i erbjudandedokumentationen för Värdepapperen, tillgänglig på <https://etp.morganstanley.com/SE/SV>.

VÄNLIGEN ÖVERVÄG DESSA RISKER NOGGRANT INNAN DU GÖR NÅGRA INVESTERINGSBESLUT I FÖRHÅLLANDE TILL PRODUKTERNA OCH, VID OSÄKERHET, VÄNLIGEN KONTAKTA DIN FINANSIELLA RÅDGIVARE FÖR ATT FÅ FÖRSTÅELSE FÖR INNEBÖRDEN AV SÅDANA RISKER FÖR DIN INVESTERING. FÖR MER INFORMATION OM LIBOR-RISKER OCH DEN GLOBALA REFERENSVÄRDESREFORMEN, VÄNLIGEN SE <https://www.morganstanley.com/disclosures>.

Annex / Bilagan

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