

PROHIBITION OF SALES TO UK RETAIL INVESTORS:

THE SECURITIES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE UNITED KINGDOM (THE "UK"). FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF:

- (A) A RETAIL CLIENT AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565 AS IT FORMS PART OF THE LAWS OF THE UNITED KINGDOM;
- (B) A CUSTOMER WITHIN THE MEANING OF THE PROVISIONS OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 ("FSMA") AND ANY RULES OR REGULATIONS MADE UNDER THE FSMA TO IMPLEMENT DIRECTIVE (EU) 2016/97, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (8) OF ARTICLE 2(1) OF REGULATION (EU) NO 600/2014 AS IT FORMS PART OF THE LAWS OF THE UNITED KINGDOM; OR
- (C) NOT A QUALIFIED INVESTOR AS DEFINED IN ARTICLE 2 OF REGULATION (EU) 2017/1129 AS IT FORMS PART OF THE LAWS OF THE UNITED KINGDOM.

CONSEQUENTLY NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014 AS IT FORMS PART OF THE LAWS OF THE UNITED KINGDOM (THE "**UK PRIIPS REGULATION**") FOR OFFERING OR SELLING THE SECURITIES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE UK HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE SECURITIES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE UK MAY BE UNLAWFUL UNDER THE UK PRIIPS REGULATION.

MIFID II PRODUCT GOVERNANCE/RETAIL INVESTORS/PROFESSIONAL INVESTORS AND ECPS TARGET MARKET:

SOLELY FOR THE PURPOSES OF THE MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES HAS LED TO THE CONCLUSION THAT:

- (A) THE TARGET MARKET FOR THE SECURITIES IS ELIGIBLE COUNTERPARTIES, PROFESSIONAL CLIENTS AND RETAIL CLIENTS, EACH AS DEFINED IN DIRECTIVE 2014/65/EU (AS AMENDED, "**MIFID II**");
- (B) ALL CHANNELS FOR DISTRIBUTION TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE; AND
- (C) THE FOLLOWING CHANNELS FOR DISTRIBUTION OF THE SECURITIES TO RETAIL CLIENTS ARE APPROPRIATE – INVESTMENT ADVICE, PORTFOLIO MANAGEMENT, NON-ADVISED SALES AND PURE EXECUTION SERVICES, SUBJECT TO THE DISTRIBUTER'S SUITABILITY AND APPROPRIATENESS OBLIGATIONS UNDER MIFID II, AS APPLICABLE.

ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE SECURITIES (A "**DISTRIBUTOR**") SHOULD TAKE INTO CONSIDERATION THE MANUFACTURER'S TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES (BY EITHER ADOPTING OR REFINING THE MANUFACTURER'S TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

UK MIFIR PRODUCT GOVERNANCE/RETAIL INVESTORS/PROFESSIONAL INVESTORS AND ECPS TARGET MARKET:

SOLELY FOR THE PURPOSES OF THE MANUFACTURER'S PRODUCT APPROVAL PROCESS, THE TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES HAS LED TO THE CONCLUSION THAT:

- (A) THE TARGET MARKET FOR THE SECURITIES IS RETAIL CLIENTS, AS DEFINED IN POINT (8) OF ARTICLE 2 OF REGULATION (EU) NO 2017/565 AS IT FORMS PART OF THE LAWS OF THE UNITED KINGDOM, AND ELIGIBLE COUNTERPARTIES, AS DEFINED IN THE FCA HANDBOOK CONDUCT OF BUSINESS SOURCEBOOK ("**COBS**"), AND PROFESSIONAL CLIENTS, AS DEFINED IN REGULATION (EU) NO 600/2014 AS IT FORMS PART OF THE LAWS OF THE UNITED KINGDOM ("**UK MIFIR**"); AND
- (B) ALL CHANNELS FOR DISTRIBUTION TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE; AND
- (C) THE FOLLOWING CHANNELS FOR DISTRIBUTION OF THE SECURITIES TO RETAIL CLIENTS ARE APPROPRIATE – INVESTMENT ADVICE, PORTFOLIO MANAGEMENT, NON-ADVISED SALES AND PURE EXECUTION SERVICES, SUBJECT TO THE DISTRIBUTER'S SUITABILITY AND APPROPRIATENESS OBLIGATIONS UNDER COBS, AS APPLICABLE.

ANY DISTRIBUTOR SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS' TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO THE FCA HANDBOOK PRODUCT INTERVENTION AND PRODUCT GOVERNANCE SOURCEBOOK (THE "**UK MIFIR PRODUCT GOVERNANCE RULES**") IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE SECURITIES (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS' TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

Final Terms dated 8 December 2025

MORGAN STANLEY B.V.

Legal Entity Identifier (LEI): KG1FTTDCK4KNVM3OHB52

Issue of up to SEK 100,000,000 Equity Linked Notes due February 2032

Guaranteed by Morgan Stanley

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

PART A – CONTRACTUAL TERMS

This document constitutes Final Terms relating to the issue of Securities described herein. Terms used herein shall be deemed to be defined as such for the purposes of the Terms and Conditions of the Securities set forth in the Base Prospectus dated 11 July 2025 and the supplement(s) if any to the Base Prospectus published and approved on or before the date of these Final Terms and any supplement to the Base Prospectus which may have been published and approved before the Issue Date (as defined below) (the "**Supplement(s)**") (provided that to the extent any such Supplement (i) is published and approved after the date of these Final Terms and (ii) provides for any change to the Base Conditions such changes shall have no effect with respect to the Base Conditions of the Securities to which these Final Terms relate, unless otherwise stated in such Supplement) which together constitute a base prospectus (the "**Base Prospectus**") for the purposes of the Prospectus Regulation (Regulation (EU) 2017/1129) (the "**Prospectus Regulation**"). This document constitutes the Final Terms of the Securities described herein for the purposes of Article 8 of the Prospectus Regulation and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Guarantor and the offer of the Securities is only available on the basis of the combination of these Final Terms and the Base Prospectus. However, a summary of the Issue is annexed to these Final Terms. Copies of the Base Prospectus, any Supplement and these Final Terms are available from the offices of Morgan Stanley & Co. International plc at 25 Cabot Square, Canary Wharf, London, E14 4QA and on the Issuer's website at <http://sp.morganstanley.com/EU/Documents>.

- 1. (i) Series Number: EU2045
- (ii) Series Designation: Series A
- (iii) Tranche Number: 1

2. Specified Currency or Currencies: Swedish krona (“**SEK**”)
3. Aggregate Nominal Amount of the Securities: Up to SEK 100,000,000
 - (ii) Series: Up to SEK 100,000,000
 - (iii) Tranche: Up to SEK 100,000,000
4. Issue Price 104.25 per cent. of par per Security
5.
 - (i) Type of Securities: Notes
 - (ii) Specified Denomination(s): SEK 20,000 and integral multiples of SEK 10,000 in excess thereof
 - (iii) Calculation Amount: SEK 10,000
6.
 - (i) Issue Date: 27 February 2026
 - (ii) Trade Date: 12 February 2026
 - (iii) Interest Commencement Date: Not Applicable
 - (iv) Strike Date: 13 February 2026
 - (v) Determination Date: 13 February 2032
7. Maturity Date: Scheduled Maturity Date is 27 February 2032, adjusted in accordance with the Modified Following Business Day Convention
8. Specified Day(s): Applicable
Seven (7) Business Days
9.
 - (i) Supplementary Provisions for Belgian Securities: Not Applicable
 - (ii) Minimum Redemption Amount: Not Applicable
10. Interest Basis: Not Applicable
11. Redemption/Payment Basis: Participation Redemption – FX Performance Adjustment
Equity-Linked Redemption
12. Put/Call Options:
 - (i) Redemption at the option of the Issuer: Not Applicable
(General Condition 16.5)
 - (ii) Model-based Redemption: Not Applicable
(General Condition 16.6)
 - (iii) Redemption at the option of the Securityholders: Not Applicable

(General Condition 16.8)

13. Automatic Change of Interest Basis: Not Applicable

14. Method of distribution: Non-syndicated

PROVISIONS RELATING TO INTEREST (IF ANY) PAYABLE

15. **Fixed Rate Security Provisions** Not Applicable

(General Condition 5 and Section 2 of the Additional Conditions)

16. **Floating Rate Security Provisions** Not Applicable

(General Condition 6)

17. **Range Accrual Securities:** Not Applicable

(General Conditions 5 and 6 and Paragraph 1.8 of Section 2 of the Additional Conditions)

18. **Barrier Securities:** Not Applicable

(Paragraph 1.9 of Section 2 of the Additional Conditions)

19. **Steepener Securities:** Not Applicable

(Paragraph 1.10 of Section 2 of the Additional Conditions)

20. **Digital Option Securities:** Not Applicable

(Paragraph 1.11 of Section 2 of the Additional Conditions)

21. **Inverse Floater Securities:** Not Applicable

(Paragraph 1.12 of Section 2 of the Additional Conditions)

22. **Switchable Securities:** Not Applicable

(Paragraph 1.13 of Section 2 of the Additional Conditions)

23. **Zero Coupon Security Provisions** Not Applicable

(General Condition 7)

24. **Regular Coupon** Not Applicable

(Paragraph 1.15 of Section 2 of the Additional Conditions)

25. **Linked Interest Provisions: Relevant Underlying** Not Applicable

(General Conditions 6.10 and 8)

26. **Linked Interest Provisions: Interest Terms** Not Applicable

(General Condition 6.10 and Section 2 of the Additional Conditions)

PROVISIONS RELATING TO REDEMPTION

27. **Call Option** Not Applicable

(General Condition 16.5)

28. **Model-based Redemption:** Not Applicable

(General Condition 16.6)

29. **Put Option** Not Applicable

(General Condition 16.8)

30. **Final Redemption Amount of each Security** As determined in accordance with Sub-Section III (*Redemption at Maturity*) of Section 2 of the Additional Conditions and paragraph 32 (*Linked Redemption Provisions: Final Redemption Amount*) below

(General Condition 16.1)

(ii) Final Bonus: Not Applicable

(iii) Final Bonus Amount: Not Applicable

31. **Linked Redemption Provisions: Relevant Underlying**

(General Conditions 9 to 16)

- (A) **Equity-Linked Redemption Securities: Single Share-Linked Redemption Securities/Share Basket-Linked Redemption Securities:** Not Applicable

(General Condition 9)

- (B) **Equity-Linked Redemption Securities: Single Index-Linked Redemption Securities/Index Basket-Linked Redemption Securities:** Applicable

(General Condition 9)

(i) Type of Securities: Single Index-Linked Redemption Securities

(ii) Index/Indices: MS 19% Risk Control ER Index linked to Global Equity Fund, which is a Proprietary Index. There is no Index fee with respect to the Index

A description of the Index for the purposes of Commission Delegated Regulation (EU) 2019/980 is set out in the section of the Base Prospectus titled "The MS 19% Risk Control ER Index linked to Global Equity Fund"

(iii)	Q&A Supplement:		MS 19% Risk Control ER Index linked to Global Equity Fund
(iv)	Exchange(s):		Not Applicable
(v)	Related Exchange(s):		Not Applicable
(vi)	Determination Agent responsible for calculating Final Redemption Amount:		Morgan Stanley & Co. International plc
(vii)	Determination Time:		As per General Condition 9.9
(viii)	Benchmark Trigger Provisions:		Applicable
(ix)	Alternative Pre-nominated Index		None
(x)	Additional Disruption Event(s):		Change in Law, Hedging Disruption and Increased Cost of Hedging shall apply (General Condition 9.6)
(xi)	Correction Cut Off Time:		Within one Settlement Cycle after the original publication and prior to the Maturity Date (General Condition 9.2(e))
(xii)	Weighting for each Index:		Not Applicable
(C)	Equity-Linked Redemption Securities: Single ETF-Linked Redemption Securities/ETF Basket-Linked Redemption Securities:		Not Applicable (General Condition 9)
(D)	Commodity-Linked Redemption Securities		Not Applicable (General Condition 10)
(E)	Currency-Linked Redemption Securities		Not Applicable (General Condition 11)
(F)	Inflation-Linked Redemption Provisions		Not Applicable (General Condition 12)
(G)	Fund-Linked Redemption Provisions		Not Applicable

(General Condition 13)

- (H) **Futures Contract-Linked Redemption Provisions** Not Applicable

(General Condition 15)

32. **Linked Redemption Provisions:
Final Redemption Amount**

(General Condition 17 and Sub-Section III (*Redemption at Maturity*) of Section 2 of the Additional Conditions)

- (i) **Fixed Redemption** Not Applicable

(Paragraph 3.1 of Section 2 of the Additional Conditions)

- (ii) **Capitalised Non-Memory Redemption:** Not Applicable

(Paragraph 3.2 of Section 2 of the Additional Conditions)

- (iii) **Capitalised Memory Redemption:** Not Applicable

(Paragraph 3.3 of Section 2 of the Additional Conditions)

- (iv) **Basic Performance Linked Redemption 1:** Not Applicable

(Paragraph 3.4 of Section 2 of the Additional Conditions)

- (v) **Basic Performance Linked Redemption 2:** Not Applicable

(Paragraph 3.5 of Section 2 of the Additional Conditions)

- (vi) **Performance-Linked Redemption:** Not Applicable

(Paragraph 3.6 of Section 2 of the Additional Conditions)

- (vii) **Barrier Redemption 1:** Not Applicable

(Paragraph 3.7 of Section 2 of the Additional Conditions)

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| (viii) | Barrier Redemption 2:

(Paragraph 3.8 of Section 2 of the Additional Conditions) | Not Applicable |
| (ix) | Barrier and Participation Redemption:

(Paragraph 3.9 of Section 2 of the Additional Conditions) | Not Applicable |
| (x) | Participation Redemption – FX Performance Adjustment:

(Paragraph 3.10 of Section 2 of the Additional Conditions) | Applicable |
- Barrier Feature: Not Applicable
 - Elections for Paragraph 3.10(a)(i) of Section 2 of the Additional Conditions: Not Applicable
 - FX Return (Downside Redemption): Not Applicable
 - $FX_{InitialOption}$ Determination Date: Not Applicable
 - $FX_{FinalOption}$ Determination Date: Not Applicable
 - $FX_{InitialPrincipal}$ Determination Date: The Currency Business Day immediately preceding the Strike Date
 - $FX_{FinalPrincipal}$ Determination Date: The Currency Business Day immediately succeeding the Determination Date
 - Basic Value Determination Terms: Closing Value
 - Averaging Dates in relation to the relevant date or period: See paragraph 36(A) below
 - Averaging Date Disruption: Modified Postponement

- Knock-in Value: Not Applicable
- Final Redemption Barrier Value: Not Applicable
- Determination Date: 13 February 2032
- Final Redemption Observation Date(s): Not Applicable
- Barrier Observation Period(s): Not Applicable
- Specified Rate 1: 100.00 per cent.
- Participation Rate 1: A percentage rate to be determined by the Determination Agent before the Issue Date and notified to the Securityholders not more than 15 Business Days thereafter by publication on <https://www.strivo.se/vara-tjanster/placeringar/marknadskurser/SE0022758801>, provided that such percentage rate shall be not less than 140.00 per cent.
- Final Redemption Rate: 0.00 per cent.
- Relevant Underlying Performance: Basic Performance applies. See paragraph 36(A) below for further details.
- Performance Rate: 100.00 per cent.
- $FX_{FinalOption}$: Not Applicable
- $FX_{InitialOption}$: Not Applicable
- Specified Currency: Norwegian Krone
- Relevant Screen Page in respect of Specified Currency: NOKSEK L160 Curncy
- Specified Time in respect of Specified Currency: Not Applicable
- Second Currency: SEK

	•	Relevant Screen Page in respect of Second Currency:	Not Applicable
	•	Specified Time in respect of Second Currency:	Not Applicable
	•	Elections for Paragraph 3.10(a)(ii) of Section 2 of the Additional Conditions:	Not Applicable
	•	Initial Reference Value:	Determined in accordance with the Value Determination Terms specified in paragraph 36(A) below
	•	Initial Reference Value Determination Date(s):	Strike Date
	•	Specified Percentage:	100.00 per cent.
	•	Final Reference Value:	Determined in accordance with the Value Determination Terms specified in paragraph 36(A) below
	•	Relevant Underlying Value as of any Final Redemption Observation Date or during any Barrier Observation Period:	Not Applicable
	•	Relevant Underlying Performance for determining the Knock-in Value:	Not Applicable
(xi)	Single Barrier Final Redemption:		Not Applicable
	(Paragraph 3.11 of Section 2 of the Additional Conditions)		
(xii)	Second Chance Autocall Proviso:		Not Applicable
(xiii)	Dual Barrier Final Redemption 1:		Not Applicable

- (Paragraph 3.12 of Section 2 of the Additional Conditions)
- (xiv) Dual Barrier Final Not Applicable
Redemption 2:
- (Paragraph 3.13 of Section 2 of the Additional Conditions)
- (xv) Dual Barrier Final Not Applicable
Redemption 3:
- (Paragraph 3.14 of Section 2 of the Additional Conditions)
- (xvi) Dual Barrier Final Not Applicable
Redemption 4:
- (Paragraph 3.15 of Section 2 of the Additional Conditions)
- (xvii) Dual Barrier Final Not Applicable
Redemption 5:
- (Paragraph 3.16 of Section 2 of the Additional Conditions)
- (xviii) Dual Barrier Final Not Applicable
Redemption 6:
- (Paragraph 3.17 of Section 2 of the Additional Conditions)
- (xix) Dual Barrier Redemption Not Applicable
– Twin Win 1
- (Paragraph 3.18 of Section 2 of the Additional Conditions)
- (xx) Dual Barrier Final Not Applicable
Redemption – Twin Win 2:
- (Paragraph 3.19 of Section 2 of the Additional Conditions)
- (xxi) Performance Linked Not Applicable
Redemption:
- (Paragraph 3.20 of Section 2 of the Additional Conditions)
- (xxii) Mixto Redemption: Not Applicable

- (Paragraph 3.21 of Section 2 of the Additional Conditions)
- (xxiii) Participation and Performance-Linked Redemption: Not Applicable
- (Paragraph 3.22 of Section 2 of the Additional Conditions)
- (xxiv) Synthetic Zero Redemption: Not Applicable
- (Paragraph 3.23 of Section 2 of the Additional Conditions)
- (xxv) Lock In Ladder Redemption: Not Applicable
- (Paragraph 3.24 of Section 2 of the Additional Conditions)
- (xxvi) Lock In Ladder Barrier Redemption: Not Applicable
- (Paragraph 3.25 of Section 2 of the Additional Conditions)
- (xxvii) Ranked Underlying Redemption: Not Applicable
- (Paragraph 3.26 of Section 2 of the Additional Conditions)
- (xxviii) Multiple Barrier Redemption: Not Applicable
- (Paragraph 3.27 of Section 2 of the Additional Conditions)
- (xxix) Inflation Linked Redemption: Not Applicable
- (Paragraph 3.28 of Section 2 of the Additional Conditions)
- (xxx) Booster Redemption (1): Not Applicable
- (Paragraph 3.29 of Section 2 of the Additional Conditions)
- (xxxi) Booster Redemption (2): Not Applicable

	(Paragraph 3.30 of Section 2 of the Additional Conditions)		
(xxxii)	Booster Redemption (3):	Not Applicable	
	(Paragraph 3.31 of Section 2 of the Additional Conditions)		
(xxxiii)	Booster Redemption (4):	Not Applicable	
	(Paragraph 3.32 of Section 2 of the Additional Conditions)		
(xxxiv)	Booster Redemption (5):	Not Applicable	
	(Paragraph 3.33 of Section 2 of the Additional Conditions)		
(xxxv)	Multi Booster Redemption 1	Not Applicable	
	(Paragraph 3.34 of Section 2 of the Additional Conditions)		
(xxxvi)	Multi Booster Redemption 2:	Not Applicable	
	(Paragraph 3.35 of Section 2 of the Additional Conditions)		
(xxxvii)	Plateau Booster Redemption (1)	Not Applicable	
	(Paragraph 3.36 of Section 2 of the Additional Conditions)		
(xxxviii)	Plateau Booster Redemption (2)	Not Applicable	
	(Paragraph 3.37 of Section 2 of the Additional Conditions)		
(xxxix)	MXN Denominated UDI Linked Redemption:	Not Applicable	
	(Paragraph 3.38 of Section 2 of the Additional Conditions)		
(xl)	UDI Final Linked Redemption:	Not Applicable	

	(Paragraph 3.39 of Section 2 of the Additional Conditions)	
(xli)	Linear Inflation Linked Redemption:	Not Applicable
	(Paragraph 3.40 of Section 2 of the Additional Conditions)	
(xlii)	Interpolated Inflation Linked Redemption:	Not Applicable
	(Paragraph 3.41 of Section 2 of the Additional Conditions)	
(xlili)	One Star Final Redemption:	Not Applicable
	(Paragraph 3.42 of Section 2 of the Additional Conditions)	
(xliv)	Shark Redemption:	Not Applicable
	(Paragraph 3.43 of Section 2 of the Additional Conditions)	
(xlv)	Dropback Redemption:	Not Applicable
	(Paragraph 3.44 of Section 2 of the Additional Conditions)	
(xlvi)	MXN UDI Amortising Redemption	Not Applicable
	(Paragraphs 2.9 and 3.45 of Section 2 of the Additional Conditions)	
(xlvii)	Lock In Redemption:	Not Applicable
	(Paragraph 3.46 of Section 2 of the Additional Conditions)	
33.	Value Determination Terms for Initial Reference Value as of Initial Reference Value Determination Date: (Section 4 of the Additional Conditions)	Determined in accordance with the Performance Determination Terms specified in paragraph 36(A) below
34.	Value Determination Terms for Final Reference Value as of the Determination Date	Determined in accordance with the Performance Determination Terms specified in paragraph 36(A) below

35. **Value Determination Terms for Relevant Underlying Value as of the relevant date or period:** Determined in accordance with the Performance Determination Terms specified in paragraph 36(A) below
- (Section 4 of the Additional Conditions)
36. **Linked Redemption Provisions: Performance Determination Terms for Final Redemption Amount**
- (for determining Relevant Underlying Performance and Relevant Underlying Performance (Autocall) where used for determining the Final Redemption Amount) (Section 5 of the Additional Conditions)
- (A) **Performance Determination Terms for Securities linked to a Single Underlying:** Basic Performance
- (for purposes of determining Final Redemption Amount in accordance with all provisions except Paragraph 3.17(b) of Section 2 of the Additional Conditions)
- | | | |
|--------|--|---|
| (ii) | Put Performance | Not Applicable |
| (iii) | Performance Rate: | 100.00 per cent. |
| (iv) | Strike: | 100.00 per cent. |
| (v) | OTM Rate: | Not Applicable |
| (vi) | Cap: | Not Applicable |
| (vii) | Floor: | Not Applicable |
| (viii) | Election for Optimised Initial Reference Value: | Not Applicable |
| (ix) | Optimised Observation Date(s): | Not Applicable |
| (x) | Initial Reference Value: | Determined in accordance with the Value Determination Terms specified below |
| | • Initial Reference Value Determination Date(s): | Strike Date |
| | • Specified Percentage: | 100.00 per cent. |

- (xi) **Value Determination Terms** for Initial Reference Value: Closing Value
- (Section 4 of the Additional Conditions)
- Initial Reference Value Determination Date(s): Strike Date
- (xii) **Value Determination Terms** for Final Reference Value: Average Value
- (Section 4 of the Additional Conditions)
- Basic Value Determination Terms: Closing Value
 - Averaging Dates in relation to Determination Date: Each of:
 - (i) 13 February 2031;
 - (ii) 13 March 2031;
 - (iii) 15 April 2031;
 - (iv) 13 May 2031;
 - (v) 13 June 2031;
 - (vi) 14 July 2031;
 - (vii) 13 August 2031;
 - (viii) 15 September 2031;
 - (ix) 14 October 2031;
 - (x) 13 November 2031;
 - (xi) 15 December 2031;
 - (xii) 13 January 2032; and
 - (xiii) 13 February 2032.
 - Averaging Date Disruption: Modified Postponement
- (xiii) **Value Determination Terms** for PIDD Reference Value as of each Interest Determination Date: Not Applicable
- (Section 4 of the Additional Conditions)
- (B) **Performance Determination Terms for Securities linked to a** Not Applicable

Relevant Underlying which is a Basket:

(for determining "Relevant Underlying Performance")

(Section 5 of the Additional Conditions)

- (C) **Performance Determination Terms for Securities linked to a Single Underlying:** Determined in accordance with the Performance Determination Terms specified in paragraph 36(A) above

(for determining "Relevant Underlying Performance")

- (D) **Performance Determination Terms for Securities linked to a Relevant Underlying which is a Basket:** Not Applicable

(for determining "Relevant Underlying Performance")

(Section 5 of the Additional Conditions)

37. Early Redemption

Autocall Override: Not Applicable

- (A) **Autocall 1:** Not Applicable

(Paragraph 2.1 of Section 2 of the Additional Conditions)

- (B) **Autocall 2:** Not Applicable

(Paragraph 2.2 of Section 2 of the Additional Conditions)

- (C) **Autocall 3:** Not Applicable

(Paragraph 2.3 of Section 2 of the Additional Conditions)

- (D) **Autocall 4:** Not Applicable

(Paragraph 2.4 of Section 2 of the Additional Conditions)

- (E) **Autocall 5:** Not Applicable

(Paragraph 2.5 of Section 2 of the Additional Conditions)

- (F) **Autocall 6:** Not Applicable

(Paragraph 2.6 of Section 2 of the Additional Conditions)

- (G) **Early Knock Out Event:** Not Applicable

(Paragraph 2.7 of Section 2 of the Additional Conditions)

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| (H) | Second Chance Autocall Proviso: | Not Applicable |
| (I) | <p>(i) Early Redemption Amount upon Event of Default (General Condition 21):</p> <p>(ii) Early Redemption Amount (Tax) upon redemption pursuant to Condition 16.3 (Tax Redemption – MSI plc, MSBV and MSESE Securities):</p> | <p>Qualified Financial Institution Determination. The Determination Agent will determine the amount a Qualified Financial Institution would charge to assume all of the Issuer's payment and other obligations with respect to such Securities as if no such Event of Default had occurred or to undertake obligations that would have the effect of preserving the economic equivalent of any payment by the Issuer to the Securityholder with respect to the Securities</p> <p>Early Redemption Amount (Tax) – Fair Market Value</p> |
| (J) | Inconvertibility Event Provisions: | Not Applicable |
| | (General Condition 33) | |
| 38. | Automatic Early Redemption Event | Not Applicable |
| | (General Condition 16.12) | |

GENERAL PROVISIONS APPLICABLE TO THE SECURITIES

- | | | |
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| 39. | Form of Securities: | Swedish Securities |
| | (General Condition 3) | |
| 40. | Additional Business Centre(s) or other special provisions relating to Payment Dates: | Not Applicable |
| 41. | Record Date: | As set out in the General Conditions |
| 42. | Redenomination, renominatisation and reconventioning provisions: | Not Applicable |
| 43. | Taxation: | |
| | (ii) General Condition 20.1: | "Additional Amounts" is Not Applicable |
| | (iii) General Condition 20.3: | Implementation of Financial Transaction Tax Event is Applicable |
| 44. | CNY Centre: | Not Applicable |
| 45. | Illegality and Regulatory Event (General Condition 22): | Applicable |
| 46. | Early Redemption Amount (Illegality and Regulatory Event): | Early Redemption Amount (Illegality and Regulatory Event) – Fair Market Value shall apply |

47.	Relevant Rates Benchmark Discontinuance or Prohibition on Use (General Condition 6.20)	Not Applicable
48.	CMS Reference Rate – Effect of Index Cessation Event (General Condition 6.21)	Not Applicable
49.	Index Cancellation or Administrator/Benchmark Event (General Condition 9.2(b))	Benchmark Trigger Provisions are Applicable Alternative Pre-nominated Index: None
50.	Redemption for Index Adjustment Event: (General Condition 9.2(d))	Benchmark Trigger Provisions are Applicable Alternative Pre-nominated Index: None Early Redemption Amount (Index Cancellation) – Fair Market Value shall apply
51.	Merger Event or Tender Offer: (General Condition 9.4(a))	Not Applicable
52.	Nationalisation, Insolvency and Delisting: (General Condition 9.4(b))	Not Applicable
53.	Extraordinary ETF Events: (General Condition 9.5)	Not Applicable
54.	Additional Disruption Events: (General Condition 9.6)	Early Redemption Amount (Additional Disruption Event) – Fair Market Value shall apply
55.	Partial Lookthrough Depository Receipt Provisions: (General Condition 9.7)	Not Applicable
56.	Full Lookthrough Depository Receipt Provisions: (General Condition 9.8)	Not Applicable
57.	Administrator/Benchmark Events (General Condition 10.4)	Not Applicable
58.	Commodity Disruption Events (General Condition 10.6)	Not Applicable
59.	Commodity Index Cancellation or Administrator/Benchmark Event Date (General Condition 10.7(b))	Not Applicable
60.	Redemption for Commodity Index Adjustment Event	Not Applicable

	(General Condition 10.7(d))	
61.	Additional Disruption Events:	Not Applicable
	(General Condition 10.8)	
62.	Administrator/Benchmark Events	Not Applicable
	(General Condition 11.5)	
63.	Additional Disruption Events:	Not Applicable
	(General Condition 11.6)	
64.	Cessation of Publication	Not Applicable
	(General Condition 12.2)	
65.	Additional Disruption Events:	Not Applicable
	(General Condition 12.8)	
66.	CNY Disruption Events:	Not Applicable
	(General Condition 34)	
67.	Substitution of Issuer or Guarantor with non Morgan Stanley Group entities:	Applicable
	(General Condition 35.2)	
68.	FX _{Final} Determination Date:	Not Applicable
69.	FX _{Initial} Determination Date:	Not Applicable

DISTRIBUTION

70.	(i) If syndicated, names and addresses of Managers and underwriting commitments: and names and addresses of the entities agreeing to place the issue without a firm commitment or on a "best efforts" basis if such entities are not the same as the Managers.)	Not Applicable
	(ii) Date of Subscription Agreement:	Not Applicable
	(iii) Stabilising Manager(s) (if any):	Not Applicable
71.	If non-syndicated, name and address of dealer:	Morgan Stanley & Co. International plc, 25 Cabot Square, Canary Wharf, London E14 4QA, United Kingdom
72.	Non-exempt Offer and Offer Period:	An offer of the Securities may be made by Strivo AB other than pursuant to Article 1(4) of the Prospectus Regulation in Sweden (" Public Offer Jurisdiction ") during the period from, and

including, 8 December 2025 to, and including, 6 February 2026 ("Offer Period").

See further paragraph 7 of Part B below.

73. Total commission and concession: No fees will be paid by the Issuer or Morgan Stanley & Co. International plc, directly or indirectly, in connection with any advised sale of Securities

United States Taxation

This discussion is limited to the U.S. federal tax issues addressed below. Additional issues may exist that are not addressed in this discussion and that could affect the federal tax treatment of an investment in the Securities. Investors should seek their own advice based upon their particular circumstances from an independent tax advisor.

A non-U.S. investor should review carefully the section entitled "*United States Federal Taxation*" in the Base Prospectus.

Signed on behalf of the Issuer:

By:

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

Listing and admission to Trading: Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed and/or admitted to trading on Nasdaq Stockholm Exchange with effect from on or around the Issue Date.

No assurances can be given that such application for listing and/or admission to trading will be granted (or, if granted, will be granted by the Issue Date). The Issuer has no duty to maintain the listing (if any) of the Notes on the relevant stock exchange(s) over their entire lifetime.

Last day of Trading: 13 February 2032

2. RATINGS

Ratings: The Securities will not be rated

3. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE OFFER

So far as the Issuer is aware, no person involved in the offer of the Securities has an interest material to the offer.

4. REASONS FOR THE OFFER, ESTIMATED NET PROCEEDS AND TOTAL EXPENSES

(ii) Reasons for the offer: At least 95% of the proceeds will be invested (*uitzetten*) within the group of which MSBV forms part.

(iii) Estimated net proceeds: Up to SEK 104,250,000

(iv) Estimated expenses relating to the issue: None

Fixed Rate Securities only – YIELD

Indication of yield: Not Applicable

Floating Rate Securities/Range accrual Securities/Barrier Securities only – HISTORIC INTEREST RATES

Not Applicable

5. ***Linked Securities only – PERFORMANCE OF UNDERLYING/EXPLANATION OF EFFECT ON VALUE OF INVESTMENT AND ASSOCIATED RISKS AND OTHER INFORMATION CONCERNING THE UNDERLYING***

The value of the Securities is linked to the positive or negative performance of the Index and the FX Rate. An increase in the value of the Index and/or the FX Rate will have a positive effect on the value of the Securities, and a decrease in the level of the Index and/or the FX Rate will have a negative effect on the value of the Securities.

The Final Redemption Amount payable on the Securities is linked to the value or performance of the Index and the FX Rate as of one or more predefined dates and, irrespective of the level of the Index and the FX Rate between these dates, the values or performance of the Index and the FX Rate on these dates will affect the value of the Securities more than any other factor.

The Final Redemption Amount payable on the Securities is linked to the performance of the Index and the FX Rate and Securityholders may not receive the amount initially invested, and may receive a significantly lesser amount.

The market price or value of the Securities at any time is expected to be affected by changes in the value of the Index and the FX Rate to which the Securities are linked.

Information about the Index can be obtained free of charge from qisteam@morganstanley.com. Information about the past and the further performance of the Index and its volatility can be obtained from Bloomberg Code: MSFDGE19 Index.

The Issuer does not intend to provide post-issuance information.

6. OPERATIONAL INFORMATION

ISIN Code:	SE0022758801
Common Code:	324984801
SEDOL:	Not Applicable
CFI:	DEMYRI
FISN:	MORGANSBV/ZERO DEBT 20320227
Any clearing system(s) other than Euroclear Bank S.A./N.V. and Clearstream Banking <i>société anonyme</i> and the relevant identification number(s):	<i>Swedish Securities:</i> Swedish CSD: Euroclear Sweden AB, Klarabergsviadukten 63, Box 191, SE 101 23, Stockholm, Sweden Nordic Issuing Agent: Skandinaviska Enskilda Banken AB (publ), Kungsträdgårdsgatan 8, SE-106 40, Stockholm, Sweden
Delivery:	Delivery free of payment
Names and addresses of initial Paying Agent(s):	Skandinaviska Enskilda Banken AB (publ), Kungsträdgårdsgatan 8, SE-106 40, Stockholm, Sweden
Names and addresses of additional Paying Agent(s) (if any):	Not Applicable
Intended to be held in a manner which would allow Eurosystem eligibility:	No Whilst the designation is specified as " no " at the date of these Final Terms, should the Eurosystem eligibility criteria be amended in the future such that the Securities are capable of meeting them the Securities may then be deposited with one of the ICSDs as common safekeeper. Note that this does not necessarily mean that the Securities will then be recognised as eligible collateral for Eurosystem monetary policy and intra day credit operations by the Eurosystem at any time during their life. Such recognition will depend upon the ECB being satisfied that Eurosystem eligibility criteria have been met.

7. TERMS AND CONDITIONS OF THE OFFER

Offer Price:	Issue Price
Conditions to which the offer is subject:	Offers of the Securities are conditional upon their issue. The Issuer has the right to withdraw the offering of the Securities and cancel the issuance of the Securities prior to the end of the subscription period for any reason. Reasons for the cancellation of the offer include, in particular: (i) adverse market conditions, as determined by the Issuer in its

	reasonable discretion (such as, for example, increased equity market volatility and increased currency exchange rate volatility), or (ii) that the number of applications received at that time is insufficient, in the Issuer's opinion, to make an economically viable issuance.
Description of the application process:	The Securities are being offered to retail investors in Sweden. A prospective investor should contact the Distributor (as defined below) during the Offer Period. The Distributor has the right to close the Offer Period early. A prospective investor will acquire the Securities in accordance with the arrangements existing between the Distributor and its customers relating to the subscription of securities generally and not directly with the Issuer or the Dealer. Persons interested in purchasing Securities should contact their financial adviser. If an investor in any jurisdiction other than Sweden wishes to purchase Securities, such investor should (a) be aware that sales in the relevant jurisdiction may not be permitted; and (b) contact its financial adviser, bank or financial intermediary for more information.
Description of possibility to reduce subscriptions and manner for refunding excess amount paid by applicants:	Not Applicable
Details of the minimum and/or maximum amount of application:	Not Applicable
Details of the method and time limit for paying up and delivering the Securities:	The Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys
Manner in and date on which results of the offer are to be made public:	The Issuer will arrange for the results of the offer to be published on the website of the Nasdaq Stockholm Exchange (https://www.nasdaqomxnordic.com/) on or around the Issue Date.
Procedure for exercise of any right of pre-emption, negotiability of subscription rights and treatment of subscription rights not exercised:	Not Applicable
Process for notification to applicants of the amount allotted and the indication whether dealing may begin before notification is made:	Not Applicable
Amount of any expenses and taxes specifically charged to the subscriber or purchaser:	Not Applicable. There are no estimated expenses charged to the investor by the Issuer or the Authorised Offeror
Name(s) and address(es), to the extent known to the Issuer, of the placers in the various countries where the offer takes place.	Strivo AB of Stora Badhusgatan 18-20, 411 21 Göteborg, Sweden (the “ Distributor ”) will be the sole placer of the Securities.

8. **PLACING AND UNDERWRITING**

Name and address of the co-ordinator(s) of the global offer and of single parts of the offer and, to the extent known to the issuer or to the offeror, of the placers in the various countries where the offer takes place:

The Distributor as set out above

Name and address of any paying agents and depository agents in each country:

Skandinaviska Enskilda Banken AB (publ),
Kungsträdgårdsgatan 8, SE-106 40, Stockholm, Sweden

Entities agreeing to underwrite the issue on a firm commitment basis, and entities agreeing to place the issue without a firm commitment or under "best efforts" agreements. Where not all of the issue is underwritten, a statement of the portion not covered:

Not Applicable

9. **OTHER MARKETS**

All the regulated markets or equivalent markets on which, to the knowledge of the issuer, securities of the same class of securities to be offered or admitted to trading are already admitted to trading:

Not Applicable

10. **POTENTIAL SECTION 871(m) TRANSACTION**

The Issuer has determined that the Securities should not be subject to withholding under Section 871(m) of the Code, and hereby instructs its agents and withholding agents that no such withholding is required, unless such agent or withholding agent knows or has reason to know otherwise.

11. **Prohibition of Sales to EEA Retail Investors:**

Not Applicable

12. **Prohibition of Sales to UK Retail Investors:**

Applicable

13. **Prohibition of Offer to Private Clients in Switzerland:**

Applicable

14. **Swiss withdrawal right pursuant to Article 63(5) of the Swiss Financial Services Ordinance:**

Not Applicable

15. **Prohibition of Sales to Consumers in Belgium:**

Applicable

16. **Details of benchmarks administrators and registration under the EU Benchmark Regulation:**

The MS 19% Risk Control ER Index linked to Global Equity Fund is administered by Morgan Stanley & Co. International plc, who as at the Issue Date, does not appear on the register (the "Register") of administrators and benchmarks established and maintained by the European Securities and Markets Authority pursuant to Article 36 of the Benchmarks Regulation (Regulation (EU) 2016/1011) (as amended, the "EU Benchmark Regulation"). As far as the Issuer is aware,

the transitional provisions in the EU Benchmark Regulation apply, such that Morgan Stanley & Co. International plc is not currently required to be included in the Register as recognised, endorsed or equivalent.

ISSUE-SPECIFIC SUMMARY OF THE SECURITIES

SUMMARY				
A. INTRODUCTION AND WARNINGS				
A.1.1	Name and international securities identifier number (ISIN) of the Securities			
Tranche 1 of Series A issue of up to SEK 100,000,000 Equity Linked Notes due February 2032 (the “Securities”). ISIN Code: SE0022758801.				
A.1.2	Identity and contact details of the issuer, including its legal entity identifier (LEI)			
Morgan Stanley B.V. (the “Issuer” or “MSBV”) is incorporated under the laws of The Netherlands and has its registered office at Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, The Netherlands. MSBV’s legal entity identifier (LEI) is KG1FTDCK4KNVM3OHB52.				
A.1.3	Identity and contact details of the competent authority approving the Base Prospectus			
The Base Prospectus has been approved by the Commission de Surveillance du Secteur Financier (“CSSF”) as competent authority, whose postal address is 283, Route, d’Arlon, L-2991 Luxembourg, telephone number (+352) 26 251 - 2601, in accordance with Regulation (EU) 2017/1129 (the “Prospectus Regulation”).				
A.1.4	Date of approval of the Base Prospectus			
The Base Prospectus was approved on 11 July 2025.				
A.1.5	Warning			
This summary has been prepared in accordance with Article 7 of the Prospectus Regulation and should be read as an introduction to the Base Prospectus. Any decision to invest in the Securities should be based on consideration of the Base Prospectus as a whole by the investor. Any investor could lose all or part of their invested capital and, where any investor’s liability is not limited to the amount of the investment, it could lose more than the invested capital. Where a claim relating to the information contained in the Base Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Economic Area, have to bear the costs of translating the Base Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translation thereof, but only if the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Base Prospectus or if it does not provide, when read together with the other parts of the Base Prospectus, key information in order to aid investors when considering whether to invest in the Securities.				
B. KEY INFORMATION ON THE ISSUER				
B.1	Who is the issuer of the Securities?			
B.1.1	Domicile, legal form, LEI, jurisdiction of incorporation and country of operation			
MSBV was incorporated as a private company with limited liability (<i>besloten vennootschap met beperkte aansprakelijkheid</i>) under the laws of The Netherlands. MSBV is registered at the commercial register of the Chamber of Commerce (<i>Kamer van Koophandel</i>). It has its corporate seat at Amsterdam. MSBV’s legal entity identifier (LEI) is KG1FTDCK4KNVM3OHB52.				
B.1.2	Principal activities			
MSBV's principal activity is the issuance of financial instruments and the hedging of obligations arising pursuant to such issuances				
B.1.3	Major Shareholders			
MSBV is ultimately controlled by Morgan Stanley				
B.1.4	Key managing directors			
B.A. Carey, D. Diab Abboud, T.J. van Rijn, D.C. Hiebendaal, TMF Management B.V.				
B.1.5	Identity of the statutory auditors			
Forvis Mazars Accountants N.V.				
B.2	What is the key financial information regarding the Issuer?			
The information in respect of the years ended 31 December 2024 and 31 December 2023 set out below is derived from the audited financial statements included in the MSBV Annual Report for the year ended 31 December 2024.				
The information in respect of the six months ended 30 June 2024 set out below is derived from the unaudited financial statements included in the MSBV June 2024 Interim Financial Report. The information in respect of the six months ended 30 June 2025 set out below is derived from the unaudited financial statements included in the MSBV June 2025 Interim Financial Report.				
Statement of Comprehensive Income				
In €'000	2024	2023	Six months ended 30 June 2025 (unaudited)	Six months ended 30 June 2024 (unaudited)
Profit before income tax	1,427	1,398	747	541
Statement of Financial Position				

In €'000	31 December 2024	31 December 2023	30 June 2025 (unaudited)	30 June 2024 (unaudited)
Net financial debt (long term debt plus short term debt minus cash)	9,556,374	9,614,699	10,128,983	10,254,147
Current ratio (current assets/current liabilities)	1.409:1	1.011:1	1.011:1	1.009:1
Debt to equity ratio (total liabilities/total shareholder equity)	273:1	283:1	285:1	298:1

Statement of Cash Flows

In €'000	2024	2023	Six months ended 30 June 2025 (unaudited)	Six months ended 30 June 2024 (unaudited)
Net cash flows generated by/(used in) operating activities	1,114	(4,107)	20,476	1,690
Net cash flows generated by/ (used in) financing activities	(56,857)	(20,820)	(55,206)	(56,857)
Net cash flow from investing activities	56,857	20,820	55,206	56,857

B.3 What are the key risks that are specific to the Issuer?

- Risk Relating to the Issuer and the Guarantor**

Holders of Securities issued by the Issuer bear the credit risk of the Issuer and/or the Guarantor, that is the risk that the Issuer and/or the Guarantor is not able to meet its obligations under such Securities, irrespective of whether such Securities are referred to as capital or principal protected or how any principal, interest or other payments under such Securities are to be calculated. If the Issuer and/or the Guarantor is not able to meet its obligations under the Securities, then that would have a significant negative impact on the investor's return on the Securities and an investor may lose up to its entire investment.

All material assets of MSBV are obligations of (or securities issued by) one or more Morgan Stanley Group companies. If any of these Morgan Stanley Group companies incurs losses with respect to any of its activities (irrespective of whether those activities relate to MSBV or not) the ability of such company to fulfil its obligations to MSBV could be impaired, thereby exposing holders of securities issued by MSBV to a risk of loss.

The following key risks affect Morgan Stanley and, since Morgan Stanley is the ultimate holding company of MSBV, also impact MSBV:
- Risks relating to the financial situation of Morgan Stanley**

Morgan Stanley's results of operations may be materially affected by market fluctuations and by global and economic conditions and other factors, including changes in asset values. Significant changes to interest rates could adversely affect Morgan Stanley's results of operations. Holding large and concentrated positions may expose Morgan Stanley to losses. These factors may result in losses for a position or portfolio owned by Morgan Stanley.

Morgan Stanley is exposed to the risk that third parties that are indebted to it will not perform their obligations, as well as that a default by a large financial institution could adversely affect financial markets. Such factors give rise to the risk of loss arising when a borrower, counterparty or issuer does not meet its financial obligations to Morgan Stanley.

Liquidity is essential to Morgan Stanley's businesses and Morgan Stanley relies on external sources to finance a significant portion of its operations. Morgan Stanley's borrowing costs and access to the debt capital markets depend on its credit ratings. Morgan Stanley is a holding company, has no business operations and depends on dividends, distributions and other payments from its subsidiaries. Further, Morgan Stanley's liquidity and financial condition have in the past been, and in the future could be, adversely affected by U.S. and international markets and economic conditions. As a result of the foregoing, there is a risk that Morgan Stanley will be unable to finance its operations due to a loss of access to the capital markets or difficulty in liquidating its assets.
- Risks relating to the operation of Morgan Stanley's business activities**

Morgan Stanley is subject to operational risks, including a failure, breach or other disruption of its operations or security systems or those of Morgan Stanley's third parties (or third parties thereof), as well as human error or malfeasance, which could adversely affect its businesses or reputation. A cyberattack, an information or security breach, or a technology failure of Morgan Stanley or of third parties could adversely affect Morgan Stanley's ability to conduct its business or manage its exposure to risk, or result in disclosure or misuse of personal, confidential or proprietary information and otherwise adversely impact its results of operations, liquidity and financial condition, as well as cause reputational harm.

Morgan Stanley's risk management strategies, models and processes may not be fully effective in mitigating its risk exposures in all market environments or against all types of risk.	
Legal, Regulatory and Compliance Risk The financial services industry is subject to extensive regulation, and changes in regulation will impact Morgan Stanley's business. The application of regulatory requirements and strategies in the U.S. or other jurisdictions to facilitate the orderly resolution of large financial institutions may pose a greater risk of loss for Morgan Stanley's security holders and subject Morgan Stanley to other restrictions. Furthermore, Morgan Stanley may be prevented from paying dividends or taking other capital actions because of regulatory constraints or revised regulatory capital requirements. The financial services industry faces substantial litigation and is subject to extensive regulatory and law enforcement investigations, and Morgan Stanley may face damage to its reputation and legal liability. In addition, a failure to address conflicts of interest appropriately could adversely affect Morgan Stanley's businesses and reputation.	
Other risks relating to Morgan Stanley's business activities Morgan Stanley faces strong competition from other financial services firms, which could lead to pricing pressures that could materially adversely affect its revenue and profitability. Further, automated trading markets and the introduction and application of new technologies may adversely affect Morgan Stanley's business and may increase competition. Morgan Stanley is subject to numerous political, economic, legal, tax, operational, franchise and other risks as a result of its international operations (including risks of possible nationalization, expropriation, price controls, capital controls, exchange controls, increased taxes and levies, cybersecurity, data transfer and outsourcing restrictions, regulatory scrutiny regarding the use of new technologies, prohibitions on certain types of foreign and capital market activities, limitations on cross-border listings and other restrictive governmental actions, as well as the outbreak of hostilities or political and governmental instability, including tensions between China and the U.S.) which could adversely impact its businesses in many ways. Morgan Stanley may be unable to fully capture the expected value from acquisitions, divestitures, joint ventures, partnerships, minority stakes or strategic alliances, and certain acquisitions may subject its business to new or increased risk. The application of regulatory requirements and strategies in the U.S. or other jurisdictions to facilitate the orderly resolution of large financial institutions may pose a greater risk of loss for Morgan Stanley's security holders and subject Morgan Stanley to other restrictions. Additionally, the risks of climate change manifesting as physical or transition risks could result in increased costs and risks and adversely affect Morgan Stanley's operations, businesses and clients.	

C. KEY INFORMATION ON THE SECURITIES

C.1	<i>What are the main features of the Securities?</i>
C.1.1	<i>Type, class and ISIN</i>
The Securities are issued in dematerialised and uncertificated book-entry form with a Nordic central securities depository ("Nordic Securities"). The ISIN Code of the Securities is SE0022758801. The Securities are not Securities in respect of which physical settlement may apply or may be elected to apply. No interest is payable on the Securities. Redemption amounts payable in respect of the Securities are linked to the value or performance of a proprietary index and foreign exchange rate, as further described below.	
C.1.2	<i>Currency, denomination, par value, number of Securities issued and duration</i>
The specified currency of the Securities is Swedish krona ("SEK"). The specified denomination of the Securities is SEK 20,000 and integral multiples of SEK 10,000 in excess thereof. The aggregate nominal amount of the Securities is up to SEK 100,000,000 and the issue price per Security is 104.25 per cent. of par. The Securities will issue on 27 February 2026 (the "Issue Date") and are scheduled to mature on 27 February 2032. The Securities may redeem earlier if an early redemption event occurs.	
C.1.3	<i>Rights attached to the Securities</i>
The Securities are not ordinary debt securities and the redemption amount is linked to the performance of (i) the MS 19% Risk Control ER Index linked to Global Equity Fund (Bloomberg Code: <MSFDGE19 Index>) (the "Index"); and (ii) the rate of exchange in respect of exchanging an amount in Norwegian Krone ("NOK") for an amount in SEK. Interest: The Securities do not bear interest. Redemption at Maturity:	
PARTICIPATION REDEMPTION – FX PERFORMANCE ADJUSTMENT	
"Participation Redemption – FX Performance Adjustment" applies. The Securities, unless previously redeemed or cancelled, will be redeemed on the Maturity Date at an amount per Calculation Amount equal to the product of (I) the Calculation Amount and (II) the sum of (A) the product of (i) Specified Rate 1 and (ii) the value determined by dividing the FX Rate as of the currency business day immediately succeeding the Determination Date by the FX Rate as of the currency business day immediately preceding the Strike Date and (B) the product of (i) Participation Rate 1 and (ii) the greater of the Final Redemption Rate and the Relevant Underlying Performance and (iii) 1. Where: "Calculation Amount" means SEK 10,000; "Specified Rate 1" means 100.00 per cent.; "Determination Date" means 13 February 2032; "FX Rate" means the rate of exchange, determined (and rounded to 4 decimal points) as the daily fixing published on NOKSEK L160 Currency in respect of	

exchanging an amount in NOK for an amount in SEK; “**Strike Date**” means 13 February 2026; “**Participation Rate 1**” means a percentage rate to be determined by the Determination Agent before the Issue Date and notified to the securityholders not more than 15 Business Days thereafter by publication on <https://www.strivo.se/vara-tjanster/placeringar/marknadskurser/SE0022758801>, provided that such percentage rate shall be not less than 140.00 per cent.; “**Final Redemption Rate**” means 0.00 per cent.; and “**Relevant Underlying Performance**” means the performance of the Index determined in accordance with the Performance Determination Terms specified below.

Performance Determination Terms:

The Determination Agent will determine the “**Relevant Underlying Performance**” of the Index as an amount (expressed as a percentage) equal to the product of (A) the Performance Rate and (B) an amount equal to (i) the Final Reference Value *divided by* the Applicable Initial Reference Value *minus* (ii) the Strike.

Where: “**Performance Rate**” means 100.00 per cent.; “**Final Reference Value**” is the value of the Index determined in accordance with the Value Determination Terms specified below; “**Applicable Initial Reference Value**” means a value equal to the product of the Initial Reference Value and the Specified Percentage; “**Specified Percentage**” means 100.00 per cent.; “**Initial Reference Value**” is the value of the Index as of the Strike Date determined in accordance with the Value Determination Terms specified below; “**Strike**” means 100.00 per cent.; and “**Strike Date**” means 13 February 2026.

Value Determination Terms:

Value Determination Terms for determining Initial Reference Value and Final Reference Value:

The Determination Agent will determine the “**Initial Reference Value**” of the Index in respect of a relevant day as the value of the Index as of the time at which the official closing level of the Index is calculated and published by the Index Sponsor in respect of such day.

The Determination Agent will determine the “**Final Reference Value**” of the Index by first determining the value of the Index as of the time at which the official closing level of the Index is calculated and published by the Index Sponsor in respect of each Averaging Date and then determining the arithmetic average of such values.

Where:

“**Averaging Date**” means, each of 13 February 2031, 13 March 2031, 15 April 2031, 13 May 2031, 13 June 2031, 14 July 2031, 13 August 2031, 15 September 2031, 14 October 2031, 13 November 2031, 15 December 2031, 13 January 2032 and 13 February 2032.

Disruption Events: The following disruption events apply in relation to the Index: Change in Law, Hedging Disruption and Increased Cost of Hedging. Disruption Events can affect the Index and lead to adjustments and/or early redemption of the Securities. The Determination Agent shall determine whether the Securities are affected by such events, and may make adjustments to the Securities, or take any other appropriate action, to account for relevant adjustments or events. In addition, in certain circumstances, the Issuer may redeem or terminate the Securities early following any such event. In this case, in relation to each Security, the Issuer will pay an amount (which amount may, in certain circumstances, be the fair market value of the Securities) which may be less than the nominal value or face value.

Tax Redemption: The Securities may be redeemed early for tax reasons at an amount (determined by the Determination Agent, acting in good faith and in a commercially reasonable manner) equal to the fair market value of such Security on such day as is selected by the Determination Agent acting in good faith and in a commercially reasonable manner.

Events of Default: If an Event of Default occurs, the Securities may be redeemed prior to their Maturity Date at the Early Redemption Amount if the Securityholders of not less than 25.00 per cent. in aggregate principal amount of such Securities give written notice to the Issuer declaring the Securities to be immediately due and payable.

The Events of Default applicable to the Securities are as follows:

- (i) non-payment of any amount of principal or any amount of interest (in each case, within 30 days of the due date) in respect of the Securities; and
- (ii) the Issuer becomes insolvent or is unable to pay its debts as they fall due, or an administrator or liquidator is appointed in respect of the Issuer or the whole or a substantial part of its undertaking, assets and revenues (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent), or the Issuer takes any action for a composition with or for the benefit of its creditors generally, or an order is made or an effective resolution is passed for the winding up, liquidation or dissolution of the Issuer (otherwise than for the purposes of or pursuant to an amalgamation, reorganisation or restructuring whilst solvent) and such order or effective resolution has remained in force and has not been rescinded, revoked or set aside for 60 days after the date on which such order is made or effective resolution is passed.

Early Redemption Amount: The Early Redemption Amount will be determined by the Determination Agent to be the amount a qualified financial institution (being a financial institution organised under the laws of any jurisdiction in the USA, European Union or Japan and which satisfies certain credit ratings requirements, which the Determination Agent selects for this purposes at the time when the Early Redemption Amount is to be determined) would charge to assume all of the Issuer's obligations in respect of the Securities or to undertake obligations that would have the effect of preserving the economic equivalent of any payments by the Issuer to the Securityholder with respect to the Securities

Governing Law: The Securities will be governed by English law.

Limitations to the rights:

Prescription. Claims for principal and interest on redemption in respect of the Securities shall become void unless made, in the case of claims for principal, within a period of 10 years after the due date for payment, and in the case of claims for interest made within three years after the due date for payment.

C.1.4	<i>Rank of the Securities in the Issuer's capital structure upon insolvency</i>
The Securities constitute direct and general obligations of the Issuer ranking <i>pari passu</i> among themselves.	
C.1.5	<i>Restrictions on free transferability of the Securities</i>
Interests in the Securities will be transferred in accordance with the procedures and regulations of the relevant clearing system, subject to restrictions on sale of the Securities into certain jurisdictions. The Securities cannot be offered or sold in the U.S. or to U.S. persons, nor held in the U.S. or by U.S.	

Persons at any time. The Securities may not be acquired or held by, or acquired with the assets of, any employee benefit plan subject to Title I of the United States Employee Retirement Income Security Act of 1974, as amended (“ERISA”), any individual retirement account or plan subject to Section 4975 of the United States Internal Revenue Code of 1986, or any entity whose underlying assets include “plan assets” within the meaning of Section 3(42) of ERISA by reason of any such employee benefit plan's account's or plan's investment therein.				
C.2	Where will the Securities be traded?			
Application is expected to be made by the Issuer (or on its behalf) for the Securities to be listed and/or admitted to trading on the Nasdaq Stockholm Exchange with effect from on or around the Issue Date.				
C.3	Is there a guarantee attached to the Securities?			
C.3.1	Nature and scope of the Guarantee			
The payment obligations of MSBV in respect of the Securities are unconditionally and irrevocably guaranteed by Morgan Stanley (the “Guarantor” or “Morgan Stanley”) pursuant to a guarantee dated as of 11 July 2025 (the “Guarantee”) which is governed by New York law. The Guarantor’s obligations under the Guarantee constitute direct, general and unsecured obligations of the Guarantor which rank without preference among themselves and <i>pari passu</i> with all other outstanding, unsecured and unsubordinated obligations of the Guarantor, present and future, but in the event of insolvency only to the extent permitted by laws affecting creditors’ rights.				
C.3.2	Brief description of the Guarantor			
Morgan Stanley is incorporated and has its registered address in the U.S.A. Its legal entity identifier is IGJSJL3JD5P30I6NJZ34. The Guarantor is a financial holding company and is regulated by the Board of Governors of the Federal Reserve System under the Bank Holding Company Act of 1956, as amended.				
C.3.3	Key financial information of the Guarantor			
The following information regarding Morgan Stanley in respect of the years ended 31 December 2024 and 31 December 2023 is derived from Morgan Stanley’s Annual Report on Form 10-K for the year ended 31 December 2024.				
The following information regarding Morgan Stanley in respect of the nine months ended 30 September 2025 is derived from the unaudited financial statements included in Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2025, and the following information regarding Morgan Stanley in respect of the nine months ended 30 September 2024 is derived from the unaudited financial statements included in Morgan Stanley’s Quarterly Report on Form 10-Q for the quarterly period ended 30 September 2024.				
Consolidated Income Statement				
In USD (million)	2024	2023	Nine months ended 30 September 2025 (unaudited)	Nine months ended 30 September 2024 (unaudited)
Income before provision for income taxes	17,596	11,813	16,194	12,690
Consolidated Balance Sheet				
In USD (million)	31 December 2024	31 December 2023	30 September 2025 (unaudited)	30 September 2024 (unaudited)
Borrowings	288,819	263,732	331,679	298,180
Consolidated Cash Flow Statement				
In USD (million)	2024	2023	Nine months ended 30 September 2025 (unaudited)	Nine months ended 30 September 2024 (unaudited)
Net cash provided by (used for) operating activities	1,362	(33,536)	(15,479)	(10,438)
Net cash provided by (used for) financing activities	46,756	(2,726)	43,788	31,501
Net cash provided by (used for) investing activities	(29,460)	(3,084)	(33,382)	(19,310)
C.3.4	Most material risk factors pertaining to the Guarantor			
The most material risk factors pertaining to Morgan Stanley are listed under section B.3 “What are the key risks that are specific to the Issuer?” above.				
C.4	What are the key risks that are specific to the Securities?			
The Securities are not deposits or savings accounts and are not insured by the U.S. Federal deposit insurance corporation, the UK Financial Services Compensation Scheme, or any other governmental agency or instrumentality or deposit protection scheme anywhere, nor are they obligations of, or guaranteed by, a bank.				

- The terms of the Securities differ from those of ordinary debt securities because the Securities do not pay interest and, on maturity, depending on the performance of the Index, may return less than the amount invested or nothing.
- It is impossible to predict how the level of the Index will vary over time. The historical performance value (if any) of the Index does not indicate the future performance of the Index. Factors such as volatility, interest rates, remaining term of the Securities or exchange rates will influence the price investors will receive if an investor sells its Securities prior to maturity.
- The Index is comprised of a synthetic portfolio of other assets, and its performance may be dependent on the performance of such assets. Returns on the Securities do not reflect a direct investment in underlying shares or other assets comprising the Index. A change in the composition or discontinuance of the Index could adversely affect the market value of the Securities. The Issuer or an affiliate of the Issuer may be the sponsor of such Index. Hedging activity by the sponsor may affect the level of such Index. The Issuer or an affiliate of the Issuer may also exercise discretion in limited circumstances in respect of the Index, which could adversely affect the level of the Index and present the Issuer or its affiliate with a conflict of interest. The Issuer or its affiliate is not required to take the interest of investors into account and will have no liability for making any determinations in these circumstances.
- The Issuer may amend the terms and condition of the Securities, the Guarantee and the deed of covenant dated 17 July 2013 (as amended or supplemented from time to time) in relation to, amongst others, the Securities, without Securityholder consent if, in its opinion, such amendments are not materially prejudicial to Securityholders.
- An investment in the Securities bears the risk that the Issuer, or the Guarantor is not able to fulfil its obligations in respect of such Securities at maturity or before maturity of the Securities. In certain circumstances, holders may lose all or a substantial portion of their principal or investment.
- The Issuer has the right to withdraw the offering of the Securities and cancel the issuance of the Securities prior to the end of the subscription period for any reason. Reasons for the cancellation of the offer include, in particular: (i) adverse market conditions, as determined by the Issuer in its reasonable discretion (such as, for example, increased equity market volatility and increased currency exchange rate volatility); or (ii) that the number of applications received at that time is insufficient, in the Issuer's opinion, to make an economically viable issuance.
- The market price of Securities may be very volatile. Further, investors in Securities will receive no interest and payment of principal may occur at a different time or in a different currency than expected. The Index may be subject to significant fluctuations that may not correlate with changes in interest rates, currencies or other indices. The timing of changes in the Index may affect the actual yield to investors, even if the average level is consistent with their expectations. In general, the earlier the change in the Index, the greater the effect on yield.
- "Benchmarks" are subject to regulatory reforms, which could have a material impact on any Securities linked to a "benchmark" index, including in any of the following circumstances: (i) certain "benchmarks" may be discontinued, materially modified or deemed non-representative, or (ii) the administrator/benchmark may not obtain the requisite approvals or may be subject to a public notice, in each case under applicable legislation, such that restrictions on use apply. Depending on the particular "benchmark" and the applicable terms of the Securities, the occurrence of such a circumstance may lead to such benchmark being replaced with an alternative pre-nominated index, or an alternative benchmark selected by the Determination Agent, or to an adjustment to the terms and conditions of the Securities or early redemption of the Securities. Any of the above consequences could have a material adverse effect on the value of and return on any such Securities.

D. KEY INFORMATION ON THE OFFER OF SECURITIES TO THE PUBLIC AND THE ADMISSION TO TRADING ON A REGULATED MARKET

D.1 Under which conditions and timetable can I invest in the Securities?

Offer Period: The Offer Period is the period from, and including, 8 December 2025 to, and including 6 February 2026.

Offer Amount: The total amount of the offer is up to SEK 100,000,000 Securities.

Conditions to which the offer is subject: Offers of the Securities are conditional upon their issue. The Issuer has the right to withdraw the offering of the Securities and cancel the issuance of the Securities prior to the end of the subscription period for any reason.

Description of the application process: A prospective investor should contact the Distributor (as defined below) during the Offer Period. The Distributor has the right to close the Offer Period early. A prospective investor will acquire the Securities in accordance with the arrangements existing between the Distributor and its customers relating to the subscription of securities generally and not directly with the Issuer or the Dealer.

Manner in and date on which results of the offer are to be made public: The Issuer will arrange for the results of the offer to be published on the website of the Nasdaq Stockholm Exchange (<https://www.nasdaqomxnordic.com/>) on or around the Issue Date.

Plan of distribution and allotment: The Securities are offered to retail investors in Sweden.

Pricing: The Securities will be offered at the Issue Price, being (per Security) 104.25 per cent. of par.

Details of the method and time limit for paying up and delivering the Securities: The Securities will be issued on the Issue Date against payment to the Issuer of the net subscription moneys.

Distributor: Strivo AB of Stora Badhusgatan 18-20, 411 21 Göteborg, Sweden.

Paying Agent: Skandinaviska Enskilda Banken AB (publ).

Determination Agent: Morgan Stanley & Co. International plc.

Estimated Expenses charged to the investor by the Issuer or the offeror: Not Applicable.

D.2 Why has the prospectus been produced?

Reasons for offer, use and estimated net amount of proceeds

The net proceeds of the issue of the Securities will be used by the Issuer for general corporate purposes.

Underwriting agreement on a firm commitment basis

The offer of the Securities is not subject to an underwriting agreement on a firm commitment basis.

Conflicts of interest

Potential conflicts of interest may exist between the investor and the Determination Agent, who, under the terms of the Securities, may make such adjustments to the Securities as it considers appropriate as a consequence of certain events affecting the Index, and in doing so, is entitled to exercise substantial discretion.

EMISSIONSSPECIFIK SAMMANFATTNING AV VÄRDEPAPPEREN	
SAMMANFATTNING	
A. INTRODUKTION OCH VARNINGAR	
A.1.1	<i>Namn och Internationellt Identifikationsnummer (ISIN) för Värdepapperen</i>
Tranche 1 av Serie A emission om upp till SEK 100 000 000 Aktierelaterade Obligationer, med förfall i februari 2032 ("Värdepapperen"). ISIN: SE0022758801.	
A.1.2	<i>Identitet och kontaktuppgifter till emittenten, inklusive dess identifieringskod för juridiska personer (LEI)</i>
Morgan Stanley B.V. ("Emittenten" eller "MSBV") är bildat enligt lagstiftningen i Nederländerna och har sitt säte på Luna Arena, Herikerbergweg 238, 1101 CM Amsterdam, Nederländerna. MSBV:s identifieringskod för juridiska personer (LEI) är KG1FTTDCK4KNVM3OHB52.	
A.1.3	<i>Identitet och kontaktuppgifter till den behöriga myndighet som godkänner Grundprospektet</i>
Grundprospektet har godkänts av Commission de Surveillance du Secteur Financier ("CSSF") som behörig myndighet, vars postadress är 283, Route, d'Arlon, L-2991 Luxemburg, telefonnummer (+352) 26 251 - 2601, i enlighet med Förordning (EU) 2017/1129 ("Prospektförordningen").	
A.1.4	<i>Dag för godkännande av Grundprospektet</i>
Grundprospektet godkändes den 11 juli 2025.	
A.1.5	<i>Varning</i>
Denna sammanfattning har upprättats i enlighet med Artikel 7 i Prospektförordningen och ska läsas som en introduktion till Grundprospektet. Varje beslut att investera i Värdepapperen ska ske med beaktande av Grundprospektet i dess helhet utav investeraren. En investerare kan förlora hela eller delar av sitt investerade kapital och, där en investerares ansvar inte är begränsat till investeringens belopp, kan denne förlora mer än det investerade beloppet. Om krav med bäring på informationen i Grundprospektet framställs i domstol kan käranden, enligt nationell rätt i Medlemsstaterna, vara skyldig att stå för kostnaden för att översätta Grundprospektet innan den juridiska processen inleds. Civilrättsligt ansvar kan uppkomma för de personer som har lagt fram denna Sammanfattning, inklusive varje översättning härav, men endast om Sammanfattningen är missvisande, felaktig eller oförenlig när den läses tillsammans med övriga delar av Grundprospektet eller om den inte, tillsammans med andra delar av Grundprospektet, ger nyckelinformation för att hjälpa investerare när de överväger att investera i Värdepapperen.	
B. NYCKELINFORMATION OM EMITTENTEN	
B.1	<i>Vem är Emittent av Värdepapperen?</i>
B.1.1	<i>Hemvist, juridisk form, identifieringskod för juridiska personer (LEI), enligt vilken lagstiftning Emittenten bedriver verksamhet och i vilket land bolaget har bildats</i>
MSBV bildades som ett privat bolag med begränsat ägaransvar (besloten vennootschap met beperkte aansprakelijkheid) underkastat lagstiftningen i Nederländerna. MSBV är registrerat i handelsregistret hos handelskammaren (Kamer van Koophandel). Dess säte är i Amsterdam. MSBV:s identifieringskod för juridiska personer (LEI) är KG1FTTDCK4KNVM3OHB52.	
B.1.2	B.1.2
MSBV:s huvudsakliga verksamhet är emission av finansiella instrument och hedgning av åtaganden med anledning av sådana emissioner.	
B.1.3	B.1.3
MSBV kontrolleras ytterst av Morgan Stanley.	
B.1.4	B.1.4
B.A. Carey, D. Diab Abboud, T.J. van Rijn, D.C. Hiebendaal, TMF Management B.V.	
B.1.5	B.1.5
Forvis Mazars Accountants N.V.	
B.2	B.2
Informationen avseende åren som slutade den 31 december 2023 och den 31 december 2024 angiven nedan är hämtad från de reviderade finansiella rapporterna inkluderade i MSBV:s Årsredovisning för åren som slutade den 31 december 2023 och den 31 december 2024. Informationen avseende de sex månader som slutade den 30 juni 2024 angiven nedan är hämtad från de oreviderade finansiella rapporterna inkluderade i MSBV:s delårsrapport för juni 2024 och informationen avseende de sex månader som slutade den 30 juni 2025 angiven nedan är hämtad från de oreviderade finansiella rapporterna inkluderade i MSBV:s delårsrapport för juni 2025.	
Konsoliderad resultaträkning	

<i>I tusentals EUR</i>	2024	2023	Sex månader som slutade den 30 juni 2025 (oreviderad)	Sex månader som slutade den 30 juni 2024 (oreviderad)
Vinst före inkomstskatt	1 427	1 398	747	541

Balansräkning

<i>I tusentals EUR</i>	31 december 2024	31 december 2023	30 juni 2025 (oreviderad)	30 juni 2024 (oreviderad)
Finansiell nettoskuld (långfristig plus kortfristig skuld minus kontanta medel)	9 556 374	9 614 699	10 128 983	10 254 147
Balanslikviditet (omsättningstillgångar/kortfristiga skulder)	1,409:1	1,011:1	1,011:1	1,009:1
Skuldsättningsgrad (totala skulder/totalt eget kapital)	273:1	283:1	285:1	298:1

Kassaflödesanalys

<i>I tusentals EUR</i>	2024	2023	Sex månader som slutade den 30 juni 2025 (oreviderad)	Sex månader som slutade den 30 juni 2024 (oreviderad)
Nettokassaflöde från/(som används i) verksamhetsaktiviteter	1 114	(4 107)	20 476	1 690
Nettokassaflöde från/(som används i) finansieringsaktiviteter	(56 857)	(20 820)	(55 206)	(56 857)
Nettokassaflöde från investeringsaktiviteter	56 857	20 820	55 206	56 857

B.3 Vilka nyckelrisker är specifika för Emittenten?

Risker relaterade till Emittenten och Garanten

Innehavare av Värdepapper emitterade av Emittenten bär kreditrisken för Emittenten och/eller Garanten, som är risken att Emittenten och/eller Garanten inte kan uppfylla sina åtaganden enligt sådana Värdepapperen, oavsett huruvida sådana Värdepapper är kapitalskyddade eller principalskyddade eller hur kapitalbelopp, räntebelopp eller andra betalningar enligt sådana Värdepapper ska beräknas. Om Emittenten och/eller Garanten inte kan uppfylla sina åtaganden enligt Värdepapperen, kommer det ha en betydande negativ påverkan på investerarens avkastning på Värdepapperen och en investerare kan förlora hela sin investering.

Samtliga betydande tillgångar för MSBV är åtaganden för (eller värdepapper emitterade av) ett eller flera företag inom Morgan Stanley-Koncernen. Om något av dessa företag inom Morgan Stanley-Koncernen drabbas av förluster avseende någon av dess verksamheter (oavsett om dessa verksamheter är relaterade till MSBV eller inte) kan förmågan hos sådant företag att fullgöra sina åtaganden gentemot MSBV, försämrats och därigenom exponera innehavare av värdepapper emitterade av MSBV mot risk för förlust.

De följande nyckelriskerna påverkar Morgan Stanley, och eftersom Morgan Stanley är det yttersta holdingmoderbolaget för MSBV, påverkar de även MSBV:

Risker relaterade till Morgan Stanleys finansiella ställning

Morgan Stanleys verksamhetsresultat kan väsentligen påverkas av marknadsfluktuationer och av globala och ekonomiska händelser och andra faktorer, inklusive förändringar i tillgångsvärdering. Betydande förändringar i räntesatser skulle kunna negativt påverka Morgan Stanleys verksamhetsresultat. Att inneha stora och koncentrerade positioner exponerar Morgan Stanley för stora förluster. Dessa faktorer kan resultera i förluster för en position eller portfölj som ägs av Morgan Stanley.

Morgan Stanley är exponerat för risken att tredje parter som är skuldsatta till företaget inte kommer uppfylla sina åtaganden, såväl som att ett förfall av en stor finansiell institution negativt kan påverka finansiella marknader. Sådana faktorer ger upphov till risken för förlust som uppstår när en låntagare, motpart eller emittent inte uppfyller sina finansiella åtaganden gentemot Morgan Stanley.

Likviditet är essentiellt för Morgan Stanleys verksamhet och Morgan Stanley förlitar sig på externa källor för att finansiera en betydande del av sin verksamhet. Morgan Stanleys lånekostnader och tillgång till skuldkapitalmarknader är beroende av dess kreditbetyg. Morgan Stanley är ett holdingbolag, har ingen affärsverksamhet och är beroende av dess utdelning, distribution och andra betalningar från dess dotterföretag. Vidare har Morgan Stanleys likviditet och finansiella ställning historiskt varit, och kan i framtiden vara, negativt påverkad av amerikanska och internationella marknader och ekonomiska händelser. Som en följd av det föregående, finns det en risk att Morgan Stanley kan vara oförmöget att finansiera sin verksamhet på grund av förlorad tillgång till kapitalmarknaderna eller svårigheter att avyttra sina tillgångar.

- **Risker relaterade till bedrivandet av Morgan Stanleys verksamhet**

Morgan Stanley är föremål för operationella risker, inklusive misslyckande, avbrott eller annan störning av dess verksamhet eller säkerhetssystem eller de för Morgan Stanleys tredje parter (eller dess tredje parter), såväl som mänskliga misstag eller tjänstefel, vilket negativt kan påverka dess verksamhet eller rykte. En cyberattack, ett informations- eller säkerhetsavbrott, eller teknisk störning för Morgan Stanley eller tredje parter kan negativt påverka Morgan Stanleys förmåga att utöva sin verksamhet, eller hantera sin riskexponering eller resultera i avslöjande eller olaglig användning av personlig, konfidentiell eller proprietär information och i övrigt negativt påverka dess verksamhetsresultat, likviditet och finansiella ställning, såväl som orsaka en skada på dess rykte.

Morgan Stanleys riskhanteringsstrategier, modeller och processer kanske inte är till fullo effektiva vad avser lindring av dess riskexponering i alla marknadsmiljöer eller mot alla typer av risk.

- **Juridisk, regulatorisk och regelefterlevnadsrisk**

Finansbranschen är föremål för omfattande reglering, och förändringar i regleringen kommer att påverka Morgan Stanleys verksamhet. Tillämpningen av regulatoriska krav och strategier i USA eller andra jurisdiktioner för att underlätta en ordnad resolution av stora finansinstitut kan innebära en större risk för förlust för Morgan Stanleys värdepappersinnehavare och bli föremål för andra restriktioner. Dessutom kan Morgan Stanley hindras från att betala utdelning eller vidta andra kapitalåtgärder på grund av regulatoriska begränsningar eller reviderade lagstadgade kapitalkrav.

Finansbranschen står inför betydande rättstvister och är föremål för omfattande regulatoriska och brottsbekämpande utredningar, och Morgan Stanley kan drabbas av skador på sitt rykte och juridiska ansvar. Dessutom skulle ett misslyckande att hantera intressekonflikter på lämpligt sätt kunna påverka Morgan Stanleys verksamhet och rykte negativt.

- **Andra risker relaterade till Morgan Stanleys verksamhet**

Morgan Stanley står inför stark konkurrens från andra finansiella tjänsteföretag, vilket kan leda till prispress som kan påverka dess intäkter och lönsamhet väsentligt negativt. Vidare kan automatiserade handelsmarknader och införandet och tillämpningen av ny teknik påverka Morgan Stanleys verksamhet negativt och kan öka konkurrensen.

Morgan Stanley är föremål för ett flertal politiska, ekonomiska, juridiska, skattemässiga, operativa, franchise- och andra risker till följd av sin internationella verksamhet (inklusive risker för eventuell nationalisering, expropriering, priskontroller, kapitalkontroller, valutakontroller, ökade skatter och avgifter, cybersäkerhet, dataöverföring och outsourcingrestriktioner, regulatorisk granskning av användningen av ny teknik, förbud mot vissa typer av utländska aktiviteter och kapitalmarknadsaktiviteter, begränsningar av gränsöverskridande förteckningar och andra restriktiva statliga åtgärder, liksom utbrott av fiendtligheter eller politisk och statlig instabilitet, inklusive spänningar mellan Kina och USA.) vilket kan påverka dess verksamhet negativt på många sätt.

Det kan hända att Morgan Stanley inte fullt ut kan tillvarata det förväntade värdet från förvärv, avyttringar, joint ventures, partnerskap, minoritetsandelar eller strategiska allianser, och vissa förvärv kan utsätta verksamheten för nya eller ökade risker.

Tillämpningen av regulatoriska krav och strategier i USA eller andra jurisdiktioner för att underlätta en ordnad resolution av stora finansinstitut kan innebära en större risk för förlust för Morgan Stanleys värdepappersinnehavare och bli föremål för andra restriktioner.

Dessutom kan riskerna för klimatförändringar som manifesterar sig som fysiska risker eller omställningsrisker leda till ökade kostnader och risker och påverka Morgan Stanleys verksamhet, verksamheter och kunder negativt.

C. NYCKELINFORMATION OM VÄRDEPAPPEREN

C.1	<i>Vilka är Värdepapperens viktigaste egenskaper?</i>
C.1.1	<i>Typ, klass och ISIN</i>
Värdepapperen är emitterade i dematerialiserad och icke-certifierad kontobaserad form hos en nordisk central värdepappersförvarare ("Nordiska Värdepapper"). Värdepapperens ISIN-kod är SE0022758801. Värdepapperen är inte Värdepapper avseende vilka fysisk avveckling kan tillämpas för eller kan väljas att tillämpas för Ingen ränta ska betalas avseende Värdepapperen. Inlösenbelopp som ska betalas avseende Värdepapperen är relaterade till utvecklingen för ett eget index och valutaväxlingskurs, enligt vad som beskrivs nedan.	
C.1.2	<i>Valuta, denominering, parvärde, antal Värdepapper som emitteras och löptid</i>
Den angivna valutan för Värdepapperen är svenska kronor ("SEK"). Den angivna valören för Värdepapperen är SEK 20 000 och hela multiplar om SEK 10 000 därutöver. Det sammanlagda nominella beloppet av Värdepapper är upp till SEK 100 000 000 och emissionskursen per Värdepapper är 104,25% av par. Värdepapperen kommer att emitteras den 27 februari 2026 ("Emissionsdagen") och är planerade att förfalla den 27 februari 2032. Värdepapperen kan lösas in i förtid om en händelse för förtida inlösen inträffar.	

C.1.3	Rättigheter förknippade med Värdepapperen
Värdepapperen är inte vanliga skuldvärdepapper och inlösenbeloppet är relaterat till utvecklingen för MS 19% Risk Control ER Index relaterat till Global Equity Fund (Bloomberg-kod: <MSFDGE19 Index>) ("Index"); och (ii) valutaväxlingskursen för att växla ett belopp i norska kronor ("NOK") för ett belopp i SEK. Ränta: Värdepapperen löper inte med ränta. Inlösen vid Förfallodagen: INLÖSEN RELATERAD TILL UTVECKLING - VALUTAKURSJUSTERING "Inlösen relaterad till Utveckling - Valutakursjustering" är tillämplig. Värdepapperen kommer, såvida inte dessförinnan inlösta eller avslutade, att lösas in på Förfallodagen till ett belopp per Beräkningsbelopp lika med produkten av (I) Beräkningsbeloppet och (II) summan av (A) produkten av (i) Angiven Kurs 1 och (ii) värdet fastställt genom att dividera Valutakursen per valutabankdagen som omedelbart följer Fastställsedagen med Valutakursen per valutabankdagen som omedelbart föregår Startdagen och (B) produkten av (i) Deltagandegrad 1 och (ii) det större av den Slutliga Inlösenkursen och den Relevanta Underliggande Utvecklingen och (iii) 1. Där: "Beräkningsbelopp" betyder SEK 10 000; "Angiven Kurs 1" betyder 100,00 procent; "Fastställsedag" betyder den 13 februari 2032; "Valutakurs" betyder växlingskursen, fastställd (och avrundad till fyra decimaler) som den dagliga fixingen publicerad på NOKSEK L160 Curney avseende växling av ett belopp i NOK till ett belopp i SEK; "Startdag" betyder den 13 februari 2026; "Deltagandegrad 1" betyder en procentsats som ska fastställas av Fastställseagenten före Emissionsdagen och meddelas värdepappersinnehavarna inte mer än 15 Bankdagar därefter genom publicering på https://www.strivo.se/vara-tjanster/placeringar/marknadskurser/SE0022758801, dock förutsatt att sådan procentsats inte ska vara lägre än 140,00 procent; "Slutlig Inlösenkurs" betyder 0,00 procent; "Utveckling för Relevant Underliggande" betyder utvecklingen för Index fastställd i enlighet med Villkoren för Fastställande av Utveckling angivna nedan. Villkor för Fastställande av Utveckling: Fastställseagenten kommer att fastställa "Utveckling för Relevant Underliggande" för Index som ett tal (uttryckt som en procentsats) lika med produkten av (A) Utvecklingskursen och (B) ett tal lika med (i) det Slutliga Referensvärdet dividerat med det Tillämpliga Initiala Referensvärdet minus (ii) Startvärdet. Där: "Utvecklingskurs" betyder 100,00 procent; "Slutligt Referensvärde" är värdet för Index fastställt i enlighet med Villkoren för Fastställande av Värde angivna nedan; "Tillämpligt Initialt Referensvärde" betyder ett värde lika med produkten av det Initiala Referensvärdet och den Angivna Procentsatsen; "Angiven Procentsats" betyder 100,00 procent; "Initialt Referensvärde" är värdet för Index per Startdagen fastställt i enlighet med Villkoren för Fastställande av Värde angivna nedan; "Startvärde" betyder 100,00 procent och "Startdag" betyder den 13 februari 2026. Villkor för Fastställande av Värde: Villkor för Fastställande av Värde för att fastställa Initialt Referensvärde och Slutligt Referensvärde: Fastställseagenten kommer att fastställa det "Initiala Referensvärdet" för Index avseende en relevant dag som värdet för Index per tidpunkten per vilken den officiella stängningsnivån för Index beräknas och publiceras av Indexsponsorn avseende sådan dag. Fastställseagenten kommer att fastställa det "Slutliga Referensvärdet" för Index genom att först fastställa värdet för Index per tidpunkten per vilken den officiella stängningsnivån för Index beräknas och publiceras av Indexsponsorn avseende respektive Genomsnittsdag och därefter fastställa det aritmetiska genomsnittet av sådana värden. Där: "Genomsnittsdag" betyder var och en av den 13 februari 2031, 13 mars 2031, 15 april 2031, 13 maj 2031, 13 juni 2031, 14 juli 2031, 13 augusti 2031, 15 september 2031, 14 oktober 2031, 13 november 2031, 15 december 2031, 13 januari 2032 och 13 februari 2032. Avbrottshändelser: De följande avbrottshändelserna är tillämpliga avseende Index: Förändring i Lag, Hedgningsavbrott och Ökad Kostnad för Hedgning. Avbrottshändelser kan påverka den Relevanta Underliggande och kan leda till justeringar och/eller förtida inlösen av Värdepapperen. Fastställseagenten ska fastställa huruvida Värdepapperen eller några börser eller priskällor påverkas av sådana händelser på en relevant dag för värdering och kan komma att göra justeringar i Värdepapperen eller vidta andra lämpliga åtgärder, för att beakta relevanta justeringar eller händelse avseende den Relevanta Underliggande. Dessutom, under vissa omständigheter, kan Emittenten lösa in eller avsluta Värdepapperen i förtid efter varje sådan händelse. I sådant fall, avseende respektive Värdepapper, kommer Emittenten att erlagga ett belopp (vilket belopp kan, under vissa omständigheter, vara det rimliga marknadsvärdet för Värdepapperen vilket kan vara mindre än det nominella värdet eller värdet angivet därpå). Skatteinlösen: Värdepapperen kan lösas in i förtid av skatteskal vid ett belopp (fastställt av Fastställseagenten, agerandes i god tro och på ett kommersiellt försvarbart sätt) motsvarande det rimliga marknadsvärdet för sådant Värdepapper på sådan dag så som utvald av Fastställseagenten i god tro och på ett kommersiellt försvarbart sätt. Uppsägningsgrundande Händelser: Om en Uppsägningsgrundande Händelse inträffar, kan Värdepapperen lösas in före dessas Förfallodag till Inlösenbeloppet vid Förtida Inlösen om Värdepappersinnehavare representerande inte mindre än 25,00 procent av det sammanlagda kapitalbeloppet för Värdepapperen ger skriftligt meddelande till Emittenten med förklaring att Värdepapperen är omedelbart förfallna till betalning.	

Uppsägningsgrundande Händelser tillämpliga på Värdepapperen är som följer:	
(1)	utebliven betalning av något belopp av kapital (inom 30 dagar från förfallodagen) eller något belopp av ränta (inom 30 dagar från förfallodagen) avseende Värdepapperen; och
(2)	Emittenten blir insolvent eller oförmögen att betala sina skulder när dessa förfaller, eller en förvaltare eller likvidator utsedd avseende Emittenten, eller helheten av eller en betydande del av dess företag, tillgångar eller intäkter (förutom när det gäller för att genomföra eller som ett led i genomförandet av en sammanslagning, rekonstruktion eller omorganisering medan den är solvent) eller Emittenten vidtar någon åtgärd för att ingå ett ackord med eller till förmån för sina borgenärer i allmänhet, eller en order ges eller ett effektivt beslut fattas om att Emittenten ska upplösas, likvideras eller upplösas (förutom när det gäller för att genomföra eller som ett led i genomförandet av en sammanslagning, rekonstruktion eller omorganisering medan den är solvent) och sådan order ges eller ett effektivt beslut är fortsatt i kraft och har inte upphävts, återkallats eller åsidosatts under 60 dagar efter det datum då sådan order gavs eller effektivt beslut fattades.
Förtida Inlösenbelopp: Det Förtida Inlösenbeloppet kommer fastställas av Fastställelseagenten som det belopp som en kvalificerad finansiell institution (som är en finansiell institution organiserad under lagarna i någon av följande jurisdiktioner: USA, Europeiska Unionen eller Japan och som uppfyller vissa kreditvärderingskriterier, som Fastställelseagenten utser för detta ändamål vid tidpunkten när det Förtida Inlösenbeloppet ska fastställas) skulle ta ut för att överta samtliga av Emittentens åtaganden under Värdepapperen eller att ikläda sig förpliktelser som skulle få effekten att bevara den ekonomiska motsvarigheten av varje betalning av Emittenten till Värdepappersinnehavarna avseende Värdepapperen. Tillämplig rätt: Värdepapperen kommer vara underkastade engelsk rätt. Begränsning av rättigheterna Preskription. Anspråk på kapitalbelopp och ränta vid inlösen avseende Värdepapperen ska bli ogiltiga, såvida inte dessa framställs, beträffande kapitalbelopp, inom en period om 10 år från förfallodagen för betalning och, beträffande anspråk på ränta, framställs inom tre år från förfallodagen för betalning.	
C.1.4	<i>Värdepapperens rangordning i Emittentens kapitalstruktur vid insolvens</i>
Värdepapperen utgör direkta och generella förpliktelser för Emittenten och rangordnas lika sinsemellan (<i>pari passu</i>).	
C.1.5	<i>Begränsningar av Värdepapperens fria överlåtbarhet</i>
Ränta i Värdepapperen kommer att överföras i enlighet med det relevanta clearingsystemets förfaranden och förordningar, med förbehåll för restriktioner i försäljningen av Värdepapperen till vissa jurisdiktioner. Värdepapperen kan inte erbjudas eller säljas i USA eller till Amerikanska Personer, och kan inte heller innehas i USA eller av någon Amerikansk Person, vid någon tidpunkt. Värdepapperen får inte köpas eller innehas av, eller köpas med tillgångar av, någon förmånsplan för anställda som är föremål för <i>Title I United States Employee Retirement Income Security Act of 1974</i> , så som förändrad (" ERISA "), något individuellt pensionskonto eller pensionsplan som är föremål för <i>Section 4975 i United States Internal Revenue Code of 1986</i> eller någon enhet vars underliggande tillgångar inkluderar "plantillgångar" enligt innebörden av <i>Section 3(42) i ERISA</i> pga. något sådant konto för förmånsplan för anställda eller investeringsplan däri.	
C.2	<i>Var kommer Värdepapperen att handlas?</i>
Ansökan förväntas göras av Emittenten (eller å dess vägnar) för att inregistrera och/eller ta upp Värdepapperen till handel hos Nasdaq Stockholm Exchange med verkan från på eller omkring Emissionsdagen.	
C.3	<i>Omfattas Värdepapperen av en garanti?</i>
C.3.1	<i>Garantins art och omfattning</i>
Betalningsförpliktelserna för MSBV avseende Värdepapperen är ovillkorligen och oåterkalleligen garanterade av Morgan Stanley (" Garanten " eller " Morgan Stanley ") i enlighet med en garanti daterad den 11 juli 2025 (" Garantin "), vilken är underkastad New York-rätt. Garantens förpliktelser under Garantin utgör direkta, generella och icke säkerställda förpliktelser för Garanten som kommer rangordnas utan företräde sinsemellan och lika med alla andra utestående, icke säkerställda och icke efterställda förpliktelser för Garanten, nutida och framtida, men i händelse av konkurs, endast i den utsträckning som tillåts enligt lagar som påverkar borgenärs rättigheter.	
C.3.2	<i>Kort beskrivning av Garanten</i>
Morgan Stanley är bildat i och har sitt säte i USA. Dess identifieringskod för juridiska personer (LEI) är IGJSJL3JD5P30I6NJZ34. Garanten är ett finansiellt holdingbolag och är reglerat av The Board of Governors of the Federal Reserve System i enlighet med the Bank Holding Company Act av 1956, så som ändrad.	
C.3.3	<i>Garantens finansiella nyckelinformation</i>
Den följande utvalda finansiella nyckelinformationen avseende Morgan Stanley för åren som slutade den 31 december 2023 och den 31 december 2024 är hämtad från Morgan Stanleys Årsrapport på Form 10-K för året som slutade den 31 december 2024. Den följande informationen avseende Morgan Stanley avseende de nio månader som slutade den 30 september 2025 är hämtad från de oreviderade finansiella rapporterna inkluderade i Morgan Stanleys Kvartalsrapport på Form 10-Q för kvartalsperioden som slutade den 30 september 2025, och den följande informationen avseende Morgan Stanley avseende sexmånadersperioden som slutade den 30 september 2024 är hämtad från den	

oreviderade finansiella rapporterna inkluderade i Morgan Stanleys Kvartalsrapport på Form 10-Q för kvartalsperioden som slutade den 30 september 2024.

Konsoliderad resultaträkning

I miljontals USD	2024	2023	Nio månader som slutade den 30 september 2025 (oreviderad)	Nio månader som slutade den 30 september 2024 (oreviderad)
Intäkter före reservering för inkomstskatter	17 596	11 813	16 194	12 690

Konsoliderad balansräkning

I miljontals USD	31 december 2024	31 december 2023	30 september 2025 (oreviderad)	30 september 2024 (oreviderad)
Lån	288 819	263 732	331 679	298 180

Konsoliderad kassaflödesanalys

I miljontals USD	2024	2023	Nio månader som slutade den 30 september 2025 (oreviderad)	Nio månader som slutade den 30 september 2024 (oreviderad)
Kassaflöde från (som används i) verksamhetsaktiviteter, löpande verksamhet	1 362	(33 536)	(15 479)	(10 438)
Kassaflöde från (som används i) finansieringsaktiviteter, löpande verksamhet	46 756	(2 726)	43 788	31 501
Kassaflöde från (som används i) investeringsaktiviteter, löpande verksamhet	(29 460)	(3 084)	(33 382)	(19 310)

C.3.4 De mest väsentliga riskfaktorerna som hänför sig till Garanten

De mest väsentliga riskfaktorerna som hänför sig till Morgan Stanley finns angivna i avsnitt B.3 ”Vilka nyckelrisker är specifika för Emittenten?” ovan.

C.4 Vilka nyckelrisker är specifika för Värdepapperen?

- Värdepapperen är inte insättningar eller sparkonton och är inte försäkrade av vare sig det amerikanska bolaget för insättningsförsäkring (U.S. Federal deposit insurance corporation), UK Financial Services Compensation Scheme eller något annat regeringsorgan eller -funktion eller insättningsskyddsarrangemang någonstans. Värdepapperen utgör inte heller något åtagande för, och garanteras inte heller, av någon bank.
- Villkoren för Värdepapperen skiljer sig från de för vanliga skuldinstrument eftersom Värdepapperen inte betalar ränta och, vid förfallodagen, och beroende på utvecklingen för Index, kan återbetala mindre än det investerade beloppet eller ingenting.
- Det är omöjligt att förutsäga hur nivån för Indexet kommer att variera över tid. Det historiska utvecklingsvärdet (om något) för Indexet indikerar inte Indexets framtida resultat. Faktorer som volatilitet, räntesatser, Värdepapperens återstående löptid eller valutakurser kommer att påverka det pris som investerare kommer att få om en investerare säljer sina Värdepapper före förfallodagen.
- Index består av en syntetisk portfölj med andra tillgångar, och dess utveckling kan vara beroende av utvecklingen för sådana tillgångar. Avkastning på Värdepapper speglar inte en direktinvestering i underliggande aktier eller andra tillgångar som ingår i index. En förändring av sammansättningen av Index eller nedläggande av ett index kan negativt påverka marknadsvärdet på Värdepapperen. Emittenten eller ett dotterföretag till Emittenten kan vara sponsor till ett sådant index. Hedgningsaktiviteter av sponsorn kan påverka nivån på sådant index. Emittenten eller ett dotterföretag till Emittenten kan även utöva gottfinnande i begränsade omständigheter avseende indexet, vilket negativt kan påverka nivån på indexet och ge upphov till en intressekonflikt för Emittenten eller dess dotterföretag. Emittenten eller dess dotterföretag behöver inte beakta investerarnas intressen och har inget ansvar för tagna beslut under sådana omständigheter.
- Emittenten kan justera villkoren för Värdepapperen, Garantin och deed of covenant daterad den 17 juli 2013 (så som justerad eller förändrad från en tid till en annan) avseende, bl.a., Värdepapperen utan Värdepappersinnehavarens samtycke om, enligt dess uppfattning, sådana justeringar som inte är betydande till nackdel för Värdepappersinnehavare.
- En investering i Värdepapperen bär risken att Emittenten eller Garanten inte kan uppfylla sina skyldigheter avseende sådana Värdepapper vid förfallodagen eller före Värdepapperets förfallodag. Under vissa omständigheter kan innehavarna förlora hela eller en betydande del av sitt ursprungliga kapital eller investering.
- Emittenten har rätt att dra tillbaka erbjudandet av Värdepapperen och avbryta emissionen av Värdepapperen före teckningsperiodens utgång av någon anledning. Skälen för annullering av erbjudandet inkluderar särskilt: (i) ogynnsamma marknadsförhållanden, som bestämts av

Emittenten i sitt rimliga gottfinnande (till exempel ökad volatilitet på aktiemarknaden och ökad valutakursvolatilitet); eller (ii) att antalet ansökningar som mottagits vid den tiden inte är tillräckligt, enligt Emittentens åsikt, för att göra en ekonomiskt genomförbar emission. - Marknadspriset på Värdepapper kan vara mycket volatilt. Vidare, investerare kommer inte att erhålla någon ränta och betalning av kapitalbelopp kan ske vid en annan tidpunkt eller i en annan valuta än förväntat. Indexet kan vara föremål för betydande fluktuationer som kanske inte korrelerar med förändringar i räntesatser, valutor eller andra index. Tidpunkten för förändringar i Indexet kan påverka den faktiska avkastningen för investerarna, även om den genomsnittliga nivån överensstämmer med deras förväntningar. Generellt gäller att ju tidigare förändringen i Indexet är, desto större är effekten på avkastningen. "Referensvärden" är föremål för regleringsreformer, som kan ha en väsentlig påverkan på Värdepapper relaterade till ett "referensvärdes"-index, inklusive i någon av följande omständigheter: (i) vissa "referensvärden" kan avslutas, ändras väsentligt eller anses icke-representativa eller (ii) administratören/"referensvärde" kanske inte får erforderliga godkännanden eller kan bli föremål för ett offentligt meddelande under tillämplig rätt av innebörden att restriktioner beträffande användningen är tillämpliga. Beroende på det specifika "referensvärdet" och de tillämpliga villkoren för Värdepapperen kan förekomsten av en sådan omständighet leda till att ett sådant referensvärde ersätts med ett alternativt förutbestämt index, eller ett alternativt referensvärde valt av Fastställelseagenten, eller till en anpassning av villkoren för Värdepapperen eller förtida inlösen av Värdepapperen. Vilken som helst av ovanstående konsekvenser kan ha en väsentlig negativ inverkan på värdet på och avkastningen från sådana Värdepapper.	
D. NYCKELINFORMATION OM ERBJUDANDET AV VÄRDEPAPPER TILL ALLMÄNHETEN OCH/ELLER UPPTAGANDET TILL HANDEL PÅ EN REGLERAD MARKNAD	
D.1	<i>På vilka villkor och enligt vilken tidplan kan jag investera i Värdepapperen?</i> Erbjudandeperiod: Erbjudandeperioden är perioden från och med den 8 december 2025 till och med den 6 februari 2026. Erbjudandebelopp: Det totala beloppet för erbjudandet uppgår till SEK 100 000 000 i Värdepapper. Villkor som erbjudandet är underkastat: Erbjudanden av Värdepapperen är villkorade av att dessa emitteras. Emittenten har rätten att återkalla erbjudandet av Värdepapperen och ställa in emissionen av Värdepapperen före slutet av teckningsperioden av vilket skäl som helst. Beskrivning av ansökningsprocessen: En presumtiv investerare bör kontakta Distributören (enligt definition nedan) under Erbjudandeperioden. Distributören har rätt att avsluta Erbjudandeperioden i förtid. En presumtiv investerare kommer att köpa Värdepapperen i enlighet med de arrangemang som existerar mellan Distributören och dess kunder avseende teckning av värdepapper i allmänhet och inte direkt med Emittenten eller Återförsäljaren. Sätt och dag då resultatet från erbjudandet ska offentliggöras: Emittenten kommer att tillse att resultaten från erbjudandet kommer att publiceras på webbsidan för Nasdaq Stockholm Exchange (https://www.nasdaqomxnordic.com/) på eller omkring Emissionsdagen. Plan för distribution och tilldelning: Värdepapperen erbjuds till icke-professionella investerare i Sverige. Prissättning: Värdepapperen kommer att erbjudas till Emissionskursen, som är (per Värdepapper) 104,25 procent av par. Information om metoden och tidsgräns för att betala och leverera Värdepapperen: Värdepapperen kommer att emitteras på Emissionsdagen mot betalning till Emittenten av nettoteckningslividen. Distributör: Strivo AB med adress Stora Badhusgatan 18-20, 411 21 Göteborg, Sverige. Betalningsombud: Skandinaviska Enskilda Banken AB (publ). Fastställelseagent: Morgan Stanley & Co. International plc. Uppskattade kostnader som faktureras investeraren av Emittenten eller erbjudaren: Ej tillämpligt.
D.2	<i>Varför upprättas detta prospekt?</i> Syfte med erbjudandet, användning av och uppskattade nettointäkter Nettointäkterna från emissionen av Värdepapperens kommer användas av Emittenten för generella bolagsändamål. Teckningsavtal med fast åtagande Erbjudandet av Värdepapperen är inte föremål för ett teckningsavtal med fast åtagande. Intressekonflikter Potentiella intressekonflikter kan finnas mellan investeraren och Fastställelseagenten, som, under villkoren för Värdepapperen, kan göra sådana justeringar för Värdepapperen som den finner lämpliga som en konsekvens av vissa händelser som påverkar Index och, när denne gör så, har rätt att utöva betydande gottfinnande.