STATEMENT
Morgan Stanley Finance LLC USD 30,000,000 Floating Rate Notes due 3 March 2037 (the "Notes")

1. On December 15, 2016, the Federal Reserve adopted a final rule for top-tier bank holding companies of U.S. G-SIBs ("covered BHCs"), including Morgan Stanley that, among other things, establishes external total loss-absorbing capacity ("TLAC") and long-term debt ("LTD") requirements.

2. Under the final rule, to qualify as external TLAC, external LTD must meet various definitions and restrictions, such as requiring eligible LTD to be issued by the covered BHC and be unsecured, have a maturity of one year or more from the date of issuance, and not have certain derivative-linked features, typically associated with certain types of structured notes. Covered BHCs must comply with all requirements under the rule by January 1, 2019.

   The main purpose of the Federal Reserve's minimum external TLAC and LTD requirements is to ensure that covered BHCs, including Morgan Stanley, will have enough loss-absorbing resources at the point of failure to be recapitalized through the conversion of eligible LTD to equity or otherwise by imposing losses on eligible LTD or other forms of TLAC where the single point of entry ("SPOE") resolution strategy is used. This strategy can be used under either the orderly liquidation authority in Title II of the Dodd-Frank Act or the U.S. Bankruptcy Code and is being adopted by both U.S. resolution authorities and by resolution authorities in other countries. As with other major financial companies, the combined implication of the SPOE resolution strategy and the TLAC proposal to facilitate the orderly resolution of G-SIBs is that the group's losses will likely be imposed on the holders of eligible LTD and other forms of eligible TLAC issued by the top-tier bank holding company before any of its losses are imposed on the holders of the debt securities of the group's operating subsidiaries or put U.S. taxpayers at risk.

3. The Notes constitute part of Morgan Stanley Finance LLC's senior debt and will rank on parity with all of its other senior indebtedness and with all of its unsecured and unsubordinated indebtedness, subject to statutory exceptions in the event of liquidation upon insolvency. Because the Notes will, when issued, be issued by Morgan Stanley Finance LLC rather than Morgan Stanley, they will not constitute "loss-absorbing capacity" for a covered BHC within the meaning of the final rules issued by the Federal Reserve applicable as of

the issue date of the Notes.

The Issuer hereby certified the above.

To: Taipei Exchange

Bond Name: Morgan Stanley Finance LLC USD 30,000,000 Floating Rate Notes due 3 March 2037

Issuer Name: Morgan Stanley Finance LLC

Authorized Signatory: Soumyadeep Biswas

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Issuer Address: 1585 Broadway, New York, New York 10036

23 February 2022