Prospectus

MORGAN STANLEY LIQUIDITY FUNDS

Société d'Investissement à Capital Variable
organised under the laws of the Grand Duchy of Luxembourg

April 2026

Morgan Stanley Liquidity Funds is a Luxembourg *Société d'Investissement à Capital Variable* which is composed of several separate Funds.

The Company's objective is to provide investors with access to a diversified liquidity management expertise through a range of separate Funds, each having its own investment objective and policy.

Important Information

SHARES ARE NOT BEING OFFERED OR SOLD IN ANY JURISDICTION WHERE THE OFFER OR SALE IS PROHIBITED BY LAW OR TO ANY PERSON WHICH IS NOT QUALIFIED FOR THAT PURPOSE.

The Company is an investment company with variable capital (**SICAV**) incorporated and authorised under Part I of the Law in accordance with the provisions of the UCITS Directive and listed on the official list of UCITS approved by the Luxembourg Regulatory Authority.

However, this inclusion on the official list does not require an approval or disapproval of the Luxembourg Regulatory Authority as to the suitability or accuracy of this Prospectus or any Key Investor Information Document generally relating to a Fund or specifically relating to any Class. Any declaration to the contrary should be considered as unauthorised and illegal.

The Company also qualifies and has been authorised by the Luxembourg Regulatory Authority as a Money Market Fund pursuant to MMF Regulation. The Company will comply at all times with the requirements of the UCITS Directive, unless otherwise specified in MMF Regulation.

The Company has appointed MSIM Fund Management (Ireland) Limited as designated management company.

The members of the Board of Directors of the Company, whose names appear under "*DIRECTORY*", accept joint responsibility for the information and statements contained in this Prospectus and in the Key Investor Information Document issued for each Class.

Reliance on this Prospectus and on the Key Investor Information Document(s)

***Shares* in any Fund described in this Prospectus as well as in the Key Investor Information Document(s) are offered only on the basis of the information contained herein and therein and (if applicable) any addendum hereto and thereto and the latest audited annual financial report and any subsequent semi-annual financial report of the Company.**

Any information given, or representations made, by any dealer, salesman or other person not contained in this Prospectus, the Key Investor Information Document(s) or in any reports and accounts of the Company forming part hereof must be regarded as unauthorised and accordingly must not be relied upon. Neither the delivery of this Prospectus or the Key Investor Information Document(s) nor the offer, issue or sale of Shares shall under any circumstances constitute a representation that the information contained in this Prospectus or the Key Investor Information Document(s) is correct as of any time subsequent to the date of the respective document. To reflect material changes, this Prospectus and the Key Investor Information Document(s) may from time to time be updated and intending subscribers should enquire of the Management Company or the Administrator as to the issue of any later Prospectus or as to the issue of any reports and accounts of the Company.

Upon request prospective investors may obtain free of charge a copy of this Prospectus, the annual and semi-annual financial reports of the Company and the Articles. Prospective investors must have read the Key Investor Information Document for each Class of Shares in

which they wish to invest, prior to their first subscription, in compliance with applicable laws and regulations. These documents are available free of charge at the registered office of the Company and from the Management Company. The Key Investor Information Document will be also available on the website set forth for each Fund under "*B. FUND PARTICULARS"*.

All Shareholders are entitled to the benefit of, are bound by and are deemed to have notice of, the provisions of the Articles, copies of which are available upon request.

This Prospectus and the Key Investor Information Documents may be translated into other languages. Any such translation shall only contain the same information and have the same meanings as this English language document. Where there is any inconsistency between this English language document and the document in another language, this English language document shall prevail except to the extent (but only to the extent) required by the laws of any jurisdiction where the Shares are sold so that in an action based upon disclosure in a document of a language other than English, the language of the document on which such action is based shall prevail.

For defined terms used in this Prospectus, please refer to the "*GLOSSARY OF TERMS*".

Investor Responsibility

Prospective investors should review this Prospectus and each relevant Key Investor Information Document carefully in its entirety and consult with their legal, tax and financial advisors in relation to (i) the legal requirements within their own countries for the subscription, holding, redemption or disposal of Shares; (ii) any foreign exchange restrictions to which they are subject in their own country in relation to the subscription, holding, redemption or disposal of Shares; and (iii) the legal, tax, financial or other consequences of subscribing for, holding, redeeming or disposing of Shares. Prospective investors should seek the advice of their legal, tax and financial advisors if they have any doubts regarding the contents of this Prospectus and each Key Investor Information Document.

Targeted investors

The profile of the typical investor for each Fund is described in each Fund under "*B. FUND PARTICULARS*".

Qualification of the Funds pursuant to MMF Regulation

Each Fund qualifies as a Money Market Fund pursuant to MMF Regulation.

The MMF Regulation describes three different types of Money Market Funds as described in the table below:

Types of Money Market Fund	Characteristics
Public Debt CNAV Money Market Fund	- Seeks to maintain a Stable NAV - The income in the Fund is accrued daily and can either be paid out to the investor or used to purchase more Shares in the Fund - Assets are generally valued according to the amortised cost method and the Net Asset Value is rounded to the nearest percentage point or its equivalent in currency terms - At least 99.5% of the assets are invested in Money Market Instruments issued or guaranteed by International Public Entities, reverse repurchase agreements secured with government debt and in cash
LVNAV Money Market Fund	- Seeks to maintain a Stable NAV under the condition that the Stable NAV does not deviate from the Net Asset Value per Share by more than 20 basis points - In case of a deviation of more than 20 basis points between the Stable NAV and the Net Asset Value per Share, the following redemption or issue of Shares shall be undertaken at a price that is equal to the Net Asset Value per Share
VNAV Money Market Fund	- Shares are issued or redeemed at a price that is equal to the Fund's Net Asset Value per Share

Qualifying Money Market Fund

Subject to disclosures set out in this Prospectus, each of the Public Debt CNAV Money Market Fund(s) and LVNAV Money Market Fund(s) are considered to meet the criteria for a "qualifying money market fund", under Article 1(4) of Commission Delegated Directive (EU) 2017/593 of 7 April 2016 ("QMMF"). Investors should make their own independent determination as to whether a given Fund meets qualifying money market fund requirements applicable in their relevant local jurisdiction before investing.

The qualification of each Fund is described under "*B. FUND PARTICULARS*".

External Credit Ratings

In accordance with Regulation (EC) No 1060/2009 on credit rating agencies, the Company solicits or pays rating agencies to provide a rating on the Company.

Distribution and Selling Restrictions

No persons receiving a copy of this Prospectus in any jurisdiction may treat this Prospectus as constituting an invitation to them to subscribe for Shares unless such an invitation could lawfully be made without compliance with any registration or other legal requirements in the relevant jurisdiction. It is the responsibility of any recipient of this Prospectus to confirm and observe all applicable laws and regulations. The following information is provided as a general guide only.

This Prospectus has been prepared solely for, and is being made available to investors for the purposes of evaluating an investment in Shares in the Funds. Investors should only consider investing in the Funds if they understand the risks involved including the risk of losing all capital invested. Distributors and other intermediaries which offer, recommend or sell Shares in the Funds must comply with all laws, regulations and regulatory requirements as may be applicable to them. Also, such distributors and other intermediaries must consider such information about the Funds as is made available by the Management Company for the purposes of the EU's Product Governance regime, including, without limitation, target market information. Distributors and intermediaries may obtain such information on request from MSIM Fund Management (Ireland) Limited, Luxembourg Branch at liquidity.services@morganstanley.com.

Following the implementation of the Directive (EU) 2019/1160 of the European Parliament and of the Council of 20 June 2019, amending the Directive 2009/65/EC and 2011/61/EU with regard to cross-border distribution of collective investment undertakings (the "CBDF Directive"), Member States shall ensure that a UCITS makes available, in each Member State where it intends to market its units, facilities to perform the tasks listed under Article 92 of Directive 2009/65/EC. In order to comply with such new requirements, the Company has appointed different entities in the various Member States of the European Union to render these tasks. The exhaustive list of (i) the tasks to be rendered and (ii) the entities in charge of rendering such tasks is set out in "Appendix 4 - Facilities Agents and Services" and is also available on the following website: www.morganstanley.com/liquidity

United States

The Directors have resolved to prevent the ownership of Shares by any U.S. Person. As such, Shares have not been and will not be registered under the Securities Act or the securities laws of any of the States of the United States and the Company will not be registered under the United States Investment Company Act of 1940, as amended. Shares may not be offered, sold or delivered directly or indirectly in the United States, or to or for the account or benefit of any U.S. Person. Applicants for Shares will generally be required to certify that they are not U.S. Persons. All Shareholders are required to notify the Management Company of any change in their status as non-U.S. Person.

Investment Risks

A Money Market Fund is not a guaranteed investment. Investment in any Fund carries with it a degree of financial risk, which may vary among Funds. Investments in Money Market Funds is different from investments in deposits, the value of Shares

and the return generated from them may go up or down, and investors may not recover the amount initially invested. Investment risk factors for an investor to consider are set out under section "*PRINCIPAL RISKS*" as well as in the description of each relevant Fund.

The Company does not represent an obligation, nor is it guaranteed by the Investment Adviser or any other affiliate or subsidiary of Morgan Stanley Investment Management Inc. to preserve the investments of the Company. As a consequence thereof, the risk of loss of the principal is borne by the investors. In particular, the Company does not rely on any external support for guaranteeing the liquidity, and/or, as the case may be, the Stable NAV, of any of its Funds.

Data Protection

A detailed data protection notice is included as Appendix 2 to this Prospectus. Shareholders and prospective investors should read the information contained in Appendix 2 to understand how the Company, the Management Company, their affiliates and anyone acting on their behalf will process a Shareholder's personal data.

Additional Information

The Company draws the investors' attention to the fact that any investor will only be able to fully exercise his investor rights directly against the Company, notably the right to participate in general meetings of Shareholders, if the investor is registered himself and in his own name in the register of Shareholders of the Company. In cases where an investor invests in the Company through an intermediary investing into the Company in his own name but on behalf of the investor, it may not always be possible for the investor to (i) exercise certain Shareholder rights directly against the Company or (ii) to be indemnified in case of Net Asset Value calculation errors and/or non-compliance with investment rules and/or other errors at the level of the Company. Investors are advised to seek advice in relation to their rights which may be negatively impacted.

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GLOSSARY OF TERMS

"ABCP"	an asset-backed commercial paper.
"Accumulation Shares"	Shares carrying no right to any distribution of income but the income attributable to such Shares is retained within the relevant Fund and reflected in the Net Asset Value of such Shares. Details of any such Shares for each Fund are contained in "*B. FUND PARTICULARS*".
"Accumulation D Shares"	Accumulation Shares issued by a Fund the Net Asset Value per Share of which is rounding to four decimal places as for Distributing Shares and considered for the time they are issued as more appropriate than Distributing Shares for the management of income, such as the "Institutional Accumulation D Shares", the "Administrative Accumulation D Shares", the "Advisory Accumulation D Shares", the "Institutional Select Accumulation D Shares", the "Qualified Accumulation D Shares", the "Premier Accumulation D", the "Capital Accumulation D Shares", the "LF Accumulation D Shares", and the "MS Reserve Accumulation D Shares".
"Administrator"	the Bank of New York Mellon SA/NV, Luxembourg Branch. The Administrator of the Company will also act as registrar and transfer agent of the Company.
"Application Form"	the original form which must be submitted with the Subscription Form upon an initial application or exchange of Shares. It only needs to be submitted with subsequent applications if the investors' details or circumstances have changed from when this form was originally submitted.
"Articles"	the articles of incorporation of the Company.
"Auditor of the Company"	Ernst &Young S.A.
"Base Currency"	the currency of a Fund as specified in "*B. Fund Particulars*".
"Board of Directors" or "Directors"	the board of directors of the Company or the members thereof.
"Board of Directors of the Management Company"	the board of directors of the Management Company.
"Business Day"	a full day on which banks are open for business in Luxembourg and in any such jurisdictions and/or cities as are specified in "*B. FUND PARTICULARS*", for the relevant Fund or such other day(s) as the Board of Directors may determine in its discretion.

"Class" or "Class of Shares"	a class of Shares in issue or to be issued in each Fund of the Company, such as the "Administrative Accumulation Shares", the "Administrative Accumulation D Shares", the "Administrative Shares", the "Advisory Accumulation Shares", the "Advisory Accumulation D Shares", the "Advisory Shares", the "Institutional Accumulation Shares", the "Institutional (+1) Accumulation Shares", the "Institutional Accumulation D Shares", the "Institutional Shares", the "Institutional (+1) Shares", the "Institutional Select Accumulation Shares", the "Institutional Select Accumulation D Shares", the "Institutional Select Shares", the "Premier Accumulation Shares", the "Premier (+1) Accumulation Shares", the "Premier Accumulation D Shares", the "Premier Shares", the "Premier (+1) Shares", the "Qualified A Accumulation Shares", the "Qualified A Shares", the "Qualified Accumulation Shares", the "Qualified (+1) Accumulation Shares" the "Qualified Accumulation D Shares", the "Qualified Shares", the Qualified (+1) Shares, the "Capital Accumulation Shares", "the Capital (+1) Accumulation Shares", the "Capital Accumulation D Shares", the "Capital Shares", the "Capital (+1) Shares, the "Select Accumulation Shares", the "Select (+1) Accumulation Shares", the "Select Shares", the "Select (+1) Shares", the "LF Accumulation Shares", the "LF Accumulation D Shares", the "LF Shares", the "MS Reserve Accumulation D Shares", the "MS Reserve Shares" or the "MS Reserve Accumulation Shares", these six last Classes of Shares being further defined below.
"Company"	Morgan Stanley Liquidity Funds.
"Company Law"	the Luxembourg law of 10 August 1915 on commercial companies, as amended.
"CRS"	the Common Reporting Standard, within the meaning of the Standard for Automatic Exchange of Financial Account Information in Tax Matters, as set out in the CRS Law.
"CRS Law"	the Luxembourg law of 18 December 2015 on the Common Reporting Standard, as may be amended from time to time.
"Dealing Day"	in relation to each Class of Shares such day or days as is specified in respect of each Fund in "*B. FUND PARTICULARS*" or such other day(s) as the Board of Directors may determine in its discretion and notify in advance to Shareholders.

"Dealing Deadline"	the cut-off time for the applications for subscription, exchange or redemption of Shares in a Fund, as specified in "*B. FUND PARTICULARS*".
"Depositary"	the Bank of New York Mellon SA/NV, Luxembourg Branch.
"Distributing Shares"	Shares which distribute income. Details of any such Shares are contained in "*B. FUND PARTICULARS*".
"Duties and Charges"	all stamp and other duties, taxes, governmental charges, brokerage, bank charges, transfer fees, registration fees, any transaction and safekeeping fees payable to the Depositary or its delegates or agents and other duties and charges whether in connection with the original acquisition or increase of the assets of the Company or the creation, issue or sale of Shares or the sale or purchase of investments by the Company or in respect of certificates or otherwise which may have become or may be payable in respect of or prior to or upon the occasion of the transaction or dealing in respect of which such duties and charges are payable but shall not include any commission, taxes, charges or other costs which have been taken into account in ascertaining the Net Asset Value of the relevant Fund.
"ESMA"	the European Securities and Markets Authority or its successor.
"EU"	the European Union.
"EUR"	the legal currency of each of the countries participating in the European Economic and Monetary Union or, in case of change, replacement, abolition or withdrawal of such currency, any successor currency for each such country.
"European Public Entity"	one or several of the following entities: the EU, the central authority of the Member States or their central banks, the European Central Bank, the European Investment Bank, the European Stability Mechanism or the European Financial Stability Facility.
"FATCA"	the provisions of the Hiring Incentives to Restore Employment (Hire) Act of 18 March 2010, commonly referred to as the Foreign Account Tax Compliance Act (or FATCA), set out in sections 1471 to 1474 of the US Internal Revenue Code, and any US Treasury regulations issued thereunder, Internal Revenue Service rulings or other official guidance pertaining thereto.
"FATCA Law"	the Luxembourg law of 24 July 2015, as may be amended from time to time, implementing the Model 1 Intergovernmental Agreement between the Government of the Grand Duchy of Luxembourg and the Government of

	the United States of America to Improve International Tax Compliance and with respect to the United States information reporting provisions commonly known as the Foreign Account Tax Compliance Act (FATCA).
"Fund"	a specific pool of assets established within the Company, within the meaning of Article 181 of the Law.
"Group of Companies"	companies belonging to the same body of undertakings and which must draw up consolidated accounts in accordance with Council Directive 83/349/EEC of 13 June 1983 on consolidated accounts and according to recognised international accounting rules.
"Institutional Investors"	has the meaning given by Luxembourg law or guidelines or recommendations issued by the Luxembourg Regulatory Authority from time to time.
"Internal Credit Quality Assessment Procedure"	prudent internal credit quality assessment procedure established, implemented and consistently applied by the Management Company, for the purpose of determining the credit quality of Money Market Instruments, Securitisations and ABCPs, taking into account the issuer of the instrument and the characteristic of the instrument itself, as described under section *"INTERNAL CREDIT QUALITY ASSESSMENT* PROCEDURE".
"International Public Entity"	one or several of the following entities: the EU, the national, regional and local administrations of the Member States or their central banks, the European Central Bank, the European Investment Bank, the European Stability Mechanism or the European Financial Stability Facility, the European Investment Fund, a central authority or central bank of a third country, the International Monetary Fund, the International Bank for Reconstruction and Development, the Council of Europe Development Bank, the European Bank for Reconstruction and Development, the Bank for International Settlements, or any other relevant international financial institution or organisation to which one or more Member States belong.
"Investment Adviser"	Morgan Stanley Investment Management Inc. or any investment adviser appointed by the Management Company, to manage any Fund under its supervision as set forth for each Fund under "*B. FUND PARTICULARS*".
"Key Investor Information Document"	the Key Investor Information Document issued for any Class or Fund.
"Law"	the Luxembourg law of 17 December 2010 relating to undertakings for collective investment, as may be amended from time to time.

"LF Accumulation Shares"	a Class of Shares in a Fund (details of which are contained in "*B. FUND PARTICULARS*") for institutional investors who invest directly, and, at the discretion of the Management Company, investment by its affiliates.
"LF Accumulation D Shares"	a Class of Shares in a Fund (details of which are contained in "*B. FUND PARTICULARS*") for institutional investors who invest directly, and, at the discretion of the Management Company, investment by its affiliates.
"LF Shares"	a Class of Shares in a Fund (details of which are contained in "*B. FUND PARTICULARS*") for institutional investors who invest directly, and, at the discretion of the Management Company, investment by its affiliates.
"Luxembourg Regulatory Authority"	the Luxembourg *Commission de Surveillance du Secteur Financier* (the "**CSSF**") or its successor in charge of the supervision of UCI in the Grand Duchy of Luxembourg.
"LVNAV Money Market Fund"	a Fund qualifying as a low volatility net asset value money market fund in accordance with MMF Regulation.
"Management Company"	MSIM Fund Management (Ireland) Limited.
"Management Fee"	the management fee payable to the Management Company as set forth for each Fund under "*B. FUND PARTICULARS*".
"Mark-to-Market Method"	mark-to-market valuation method which fulfils the requirements set out in Article 29(3) of the MMF Regulation.
"Mark-to-Model Method"	mark-to-model valuation method whereby the model fulfils the requirements set out in Article 29(4) of the MMF Regulation.
"Member State"	a member State of the EU.
"Minimum Holding"	such number of Shares or Shares having such value (if any) as is specified for the relevant Fund in "*B. FUND PARTICULARS*".
"Minimum Initial Subscription"	means such amount (excluding any Preliminary Charge) in the relevant Base Currency which must be initially subscribed by each Shareholder for Shares of any Class in a Fund as is specified for the relevant Fund in "*B. FUND PARTICULARS*".
"MMF Delegated Regulation"	the Commission Delegated Regulation (EU) 2018/990 of 10 April 2018 amending and supplementing the MMF Regulation.

"MMF Regulation"	the Regulation (EU) 2017/1131 of the European Parliament and of the Council of 14 June 2017 on money market funds.
"Money Market Fund"	a Fund qualifying and authorised as a money market fund in accordance with MMF Regulation.
"Money Market Instruments"	instruments normally dealt in on the money markets which are liquid, and have a value which can be accurately determined at any time.
"Month"	a calendar month.
"MS Reserve Accumulation Shares"	a Class of Shares in a Fund (details of which are contained in "*B. FUND PARTICULARS*") for clients of the Management Company acting in its capacity of global distributor (whether investing directly or where the Management Companyand its affiliates invest on their behalf) for which an investment management fee may be payable to the Management Companyor its affiliates under separate arrangements with the Management Company.
"MS Reserve Accumulation D Shares"	a Class of Accumulation D Shares in a Fund (details of which are contained in "*B. FUND PARTICULARS*") for clients of the Management Company acting in its capacity of global distributor (whether investing directly or where the Management Companyand its affiliates invest on their behalf) for which an investment advisory fee may be payable to the Management Companyor its affiliates under separate arrangements with the Management Company.
"MS Reserve Shares"	a Class of Shares in a Fund (details of which are contained in "*B. FUND PARTICULARS*") for clients of the Management Company acting in its capacity of global distributor (whether investing directly or where the Management Companyand its affiliates invest on their behalf) for which an investment advisory fee may be payable to the Management Company or its affiliates under separate arrangements with the Management Company.
"NAV Share"	any Share which shall be issued and redeemed at the Net Asset Value per Share of the relevant Class of a VNAV Money Market Fund in accordance with the relevant "*B. FUND PARTICULARS*".
"Net Asset Value"	the net asset value of the Company, a Fund or a Class (as the context may require).
"Net Asset Value per Share"	the net asset value per Share, calculated and published as detailed in section "*DETERMINATION OF THE NET ASSET VALUE*".

"OECD"	the Organisation for Economic Co-operation and Development.
"Other Regulated Market"	a market which is regulated, operates regularly and is recognised and open to the public, namely a market (i) that meets the following cumulative criteria: liquidity; multilateral order matching (general matching of bid and ask prices in order to establish a single price); transparency (the circulation of complete information in order to give clients the possibility of tracking trades, thereby ensuring that their orders are executed on current conditions); (ii) on which the securities are dealt in at a certain fixed frequency, (iii) which is recognised by a State or by a public authority which has been delegated by that State or by another entity which is recognised by that State or by that public authority such as a professional association and (iv) on which the securities dealt in are accessible to the public.
"Parent undertaking"	an undertaking which has the following rights: a) it has the majority of shareholders' or members' voting rights of another undertaking, or b) it has the right to appoint or remove the majority of the members of the administrative, management or supervisory board of another undertaking and is at the same time a shareholder or member of that undertaking, or it has the right to exercise a dominant influence over an undertaking of which it is a shareholder or member, pursuant to a contract entered into with that undertaking or to a provision in its articles of association where the law governing that undertaking allows it to be subject to such contracts or provisions, or it is a shareholder or member of an undertaking and controls alone, pursuant to an agreement entered into with other shareholders or members of this undertaking, the majority of the voting rights of the shareholders and members of the latter, or it may exercise or effectively exercises a dominant influence over another undertaking, or it is placed under management on a unified basis with another undertaking.
"Preliminary Charge"	a percentage of the Net Asset Value per Share as indicated in each "*B. FUND PARTICULARS*" which shall be charged, if applicable, on subscribing investors and paid to the relevant Fund.
"Public Debt CNAV Money Market Fund"	a Fund qualifying as a public debt constant net asset value money market fund in accordance with MMF Regulation.
"Redemption Form"	the form to be submitted to make an application for redemption of Shares.

"Reference Currency"	the currency of the Company.
"Regulated Market"	a regulated market according to Directive 2014/65/EU of the European Parliament and of the Council of 15 May 2014 on markets in financial instruments amending Directive 2002/92/EC of the European Parliament and of the Council and Directive 2011/61/EU ("**MiFID II**"). A list of EU regulated markets according to MiFID II is regularly updated and published by ESMA on its website.
"Regulation (EU) 2015/61"	the Commission Delegated Regulation (EU) 2015/61 of 10 October 2014 to supplement Regulation (EU) No 575/2013 of the European Parliament and the Council with regard to liquidity coverage requirement for credit institutions.
"Securities Act"	the U.S. Securities Act of 1933, as amended.
"Securitisation"	a transaction or scheme, whereby the credit risk associated with an exposure or pool of exposures is tranched, having both of the following characteristics: (a) payments in the transaction or scheme are dependent upon the performance of the exposure or pool of exposures; (b) the subordination of tranches determines the distribution of losses during the ongoing life of the transaction or scheme.
"Settlement Date"	in respect of receipt of monies for payment of subscription monies or dispatch of monies for the redemption of Shares, the dates specified in "*B. FUND PARTICULARS"*.
"Shareholders"	holders of Shares in the Company, as recorded in the books of the Company on file with the Administrator.
"Shares"	shares of any Class within any Fund in the Company.
"Short-Term Maturity"	either (i) a legal maturity at issuance of three hundred and ninety-seven (397) days or less, or (ii) a residual maturity of three hundred and ninety-seven (397) days or less.
"Short-Term Money Market Fund"	a Fund qualifying and authorised as a short-term money market fund in accordance with MMF Regulation.
"Stable NAV"	the constant net asset value per Share, of a Class or a Fund (as the context may require), calculated and published as detailed in "*DETERMINATION OF THE NET ASSET VALUE*".
"Stable NAV Share"	any Share which shall be issued and redeemed at the Stable NAV of the relevant Class of a Public Debt CNAV Money Market Fund or LVNAV Money Market Fund in accordance with the relevant "*B. FUND PARTICULARS*".
"Standard Money Market Fund"	a Fund qualifying and authorised as a standard money market fund in accordance with MMF Regulation.

"Sub-Investment Adviser"	Morgan Stanley & Co International plc or any sub-investment adviser appointed by the Investment Adviser, to whom the management of any Fund under its supervision has been delegated, as set forth for each Fund under "*B. FUND PARTICULARS*".
"Subscription Form"	the subscription form to be completed in respect of each purchase of Shares.
"Sustainability Factors"	means environmental social, governance and employee matters, respect for human rights, anti-corruption and anti-bribery matters.
"Sustainability Risk"	means an environmental, social or governance event or condition that, if it occurs, could cause an actual or a potential material negative impact on the value of the investments made by the Company.
"UCI"	an undertaking for collective investment as defined by the Law.
"UCITS"	an undertaking for collective investment in transferable securities under Article 1 (2) of the UCITS Directive and as defined by the Law.
"UCITS Directive"	Directive 2009/65/EC of the European Parliament and Council of 13 July 2009 on the coordination of laws, regulations and administrative provisions relating to undertakings for collective investment in transferable securities, as amended by Directive 2014/91/EU of the European Parliament and Council of 23 July 2014 as regards depositary functions, remuneration policies and sanctions and as may be further amended in the future.
"United Kingdom"	the United Kingdom of Great Britain and Northern Ireland.
"United States" or "U.S."	the United States of America, its territories or possessions or any area subject to its jurisdiction including the Commonwealth of Puerto Rico.
"U.S. Person"	as defined pursuant to Regulation S under the Securities Act.
"Valuation Point"	the point in time by reference to which the Net Asset Value per Share and, if any, the Stable NAV as well as the difference with the relevant Net Asset Value per Share of each Class of a Fund are calculated as is specified in "*B. FUND PARTICULARS*" for the relevant Fund.
"VNAV Money Market Fund"	a Fund qualifying as a variable net asset value money market fund in accordance with MMF Regulation.
"Weekly Maturing Assets"	include weekly maturing assets, reverse repurchase agreements which are able to be terminated by giving prior notice of five (5) Business Days, cash which is able to be

	withdrawn by giving prior notice of five (5) Business Days. May also include Money Market Instruments issued or guaranteed by International Public Entities which are highly liquid and can be redeemed and settled within one (1) Business Day and have a residual maturity of up to one hundred and ninety (190) days.
"Weighted Average Life" or "WAL"	the average length of time to legal maturity of all of the underlying assets in the Fund reflecting the relative holdings in each asset.
"Weighted Average Maturity" or "WAM"	the average length of time to legal maturity or, if shorter, to the next interest rate reset to a money market rate, of all of the underlying assets in the Fund reflecting the relative holdings in each asset.
(+1) Shares	a class of Shares in issue or to be issued in each Fund of the Company which settle on a T+1 basis, such as the "Institutional (+1) Accumulation Shares", the "Institutional (+1) Shares", the "Premier (+1) Accumulation Shares", the "Premier (+1) Shares", "Qualified (+1) Accumulation Shares", the Qualified (+1) Shares, the "Capital (+1) Accumulation Shares", the "Capital (+1) Shares, the "Select (+1) Accumulation Shares", and the "Select (+1) Shares".

In this Prospectus, references to **Euro** or **€** are references to the lawful currency of Luxembourg, references to **Pound Sterling** or **£** are to the lawful currency of the United Kingdom and references to **US$** or **US Dollars** are to the lawful currency of the United States. All references to the foregoing currencies shall include any successor currency.

A. GENERAL PART

DIRECTORY

Board of Directors of the Company:	**Diane Hosie** Non-Executive Director United Kingdom
	Carine Feipel Independent Non-Executive Director Grand Duchy of Luxembourg
	Susanne Van Dootingh Independent Non-Executive Director Belgium
	Zoë Parish Executive Director Morgan Stanley Investment Management United Kingdom
	Arthur Lev Non-Executive Director United States of America
Management Company:	**MSIM Fund Management (Ireland) Limited** 24-26 City Quay, Dublin 2 D02 NY19 Ireland
Board of Directors of the Management Company:	**Eimear Cowhey** Independent Non-Executive Director Ireland
	Elaine Keenan Managing Director and EMEA COO for Morgan Stanley Investment Management, CEO of MSIM Fund Management (Ireland) Limited Ireland
	Diane Hosie Non-Executive Director United Kingdom

	Ruairi O'Healai Managing Director and Global Co-COO of Morgan Stanley Investment Management and CEO of Morgan Stanley Investment Management Limited United Kingdom
	Liam Miley Independent Non-Executive Director and Chairperson Ireland
	Michael Hodson Independent Non-Executive Director Ireland
Depositary:	**The Bank of New York Mellon SA/NV, Luxembourg Branch** 2-4 rue Eugène Ruppert L-2453 Luxembourg Grand Duchy of Luxembourg
Administrator:	**The Bank of New York Mellon SA/NV, Luxembourg Branch** 2-4 rue Eugène Ruppert L-2453 Luxembourg Grand Duchy of Luxembourg
Domiciliary Agent:	**MSIM Fund Management (Ireland) Limited - Luxembourg Branch** 6b, route de Trèves L-2633 Senningerberg Grand Duchy of Luxembourg
Investment Adviser:	**Morgan Stanley Investment Management Inc.** 1585 Broadway New York, New York, 10036 United States of America
Sub-Investment Adviser:	**Morgan Stanley & Co International plc** 25 Cabot Square Canary Wharf London E14 4QA United Kingdom

Auditor of the Company:	**Ernst &Young S.A.** 35E, avenue J.F. Kennedy L-1855 Luxembourg Grand Duchy of Luxembourg
Legal Adviser:	**Arendt & Medernach S.A.** 41A, avenue J.F. Kennedy L-2082 Luxembourg Grand Duchy of Luxembourg

INTRODUCTION

The Company is an "umbrella fund" which may be composed of one or more Funds as set forth under "*LIST OF AVAILABLE FUNDS*", each representing a separate portfolio of assets. Shares in any particular Fund may be further divided into different Classes to accommodate different subscription, exchange and redemption provisions and/or fees and charges to which they are subject, as well as their availability to certain types of investors. All references to a Fund, shall, where the context requires, include any Class of Shares that belongs to such Fund.

The Company has the possibility to create further Funds as well as further Classes of Shares in any Fund. When such new Fund or Classes of Shares are created, this Prospectus will be amended accordingly, in order to provide all the necessary information on such new Funds and Classes of Shares. A Key Investor Information Document relating to the new Fund/Class of Shares will also be issued accordingly.

The Management Company may decline any application for Shares in whole or in part without assigning any reason therefore and will not accept an initial subscription for Shares of any amount (exclusive of the Preliminary Charge, if any) which is less than the Minimum Initial Subscription as set forth in "*B. FUND PARTICULARS*" for the relevant Fund, unless the Minimum Initial Subscription is waived by the Management Company.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, activities which may adversely affect the interests of the Company's Shareholders (for example, activities that disrupt the Company's investment strategies or impact expenses of the Company) are not permitted. The Management Company may, in its discretion, if it deems such activities adversely affect the interests of the Company's Shareholders, take action as appropriate to deter such activities.

For further information on the Classes of Shares, investors should refer to section "*SUBSCRIPTION, TRANSFER, EXCHANGE AND REDEMPTION OF SHARES*" and to each "*B. FUND PARTICULARS*" issued by the Company detailing the available Classes for each Fund as well as their characteristics.

The Company

The Company has been incorporated on 21 December 2012 for an unlimited period of time as a *société d'investissement à capital variable* under the form of a *société anonyme*.

The minimum capital of the Company, as provided by law, which must be achieved within six (6) months after the date on which the Company has been authorised as a UCITS under Luxembourg law, shall be of EUR 1,250,000.-. The initial capital of the Company is of three hundred ninety thousand Euro (EUR 390,000.-) divided into three hundred ninety thousand (390,000) Shares of no par value. The capital of the Company is represented by fully paid up Shares of no par value. The share capital is at all times equal to the total net assets of all the Fund(s).

The Articles have been lodged with the registry of the District Court of Luxembourg City and a publication of such deposit made in the *Mémorial C*, *Recueil Spécial des Sociétés et Associations* of 29 January 2013. The Articles have been amended for the last time and published on the *Recueil électronique des sociétés et associations* (RESA), the central electronic platform of the Grand-Duchy of Luxembourg on 09 September 2019.

The Company is registered with the *Registre de Commerce et des Sociétés* under number B174137.

The registered office of the Company is located at 6B route de Trèves, L-2633 Senningerberg, Grand-Duchy of Luxembourg.

Under Luxembourg law, the Company is a distinct legal entity. Each Fund, however, is not a distinct legal entity from the Company. However, with regard to third parties and, in particular, with regard to the Company's creditors and between Shareholders, each Fund shall be exclusively responsible for all liabilities attributable to it. However, investors should note the risk factor "*Segregation of Liabilities between Funds*" under section "*PRINCIPAL RISKS*".

The exclusive purpose of the Company will be to invest the funds available to it in Money Market Instruments and other liquid financial assets permitted by the Law and the MMF Regulation, with the purpose of spreading investment risks and affording its Shareholders the results of the management of its assets.

The Funds are actively managed and the composition of their portfolio holdings is not constrained by the composition of any benchmarks.

The details of the investment objective and policies for each Fund of the Company appear in "*B. FUND PARTICULARS*" for the relevant Fund.

Any material change in a Fund is subject to giving reasonable prior notice to Shareholders to enable them to request the redemption of their Shares prior to the implementation of such change. The Board of Directors has the power to change the investment objective and policies of a Fund.

In accordance with the UCITS regime, the Fund Particulars include a description of the profile of the typical investor for whom each Fund has been designed. Please note however that this information does not constitute investment advice and potential investors should consult their own professional advisers concerning the acquisition, holding or disposal of any Shares in any of the Funds. Neither the Company nor the Management Company makes any representation in relation to the suitability, appropriateness or otherwise of an investment in Shares in any of the Funds.

Sub-distributors or other intermediaries who require the manufacturer's target market assessment for the purposes of MiFID II should contact the Management Company at: liquidity.services@morganstanley.com.

INVESTMENT RESTRICTIONS

Unless more restrictive rules are provided for in the investment policy of any specific Fund, each Fund shall comply with the rules and restrictions detailed below.

The Board of Directors shall, based upon the principle of risk spreading, have power to determine the corporate and investment policy for the investments by each Fund, the Base Currency, and the course of conduct of the management and business affairs of the Company. The investment objectives and strategies of the Funds may not exhaustively disclose all ancillary eligible investments under the MMF Regulation that the Funds may hold, provided such eligible investments do not exceed 5% of the net assets of the Funds.

The investment policy of each Fund shall comply with the rules and restrictions laid down hereafter.

A. Investments in the Fund(s) shall consist solely of:

(1) Money Market Instruments provided that they fulfil all of the following requirements:

i. they either have a Short-Term Maturity or have a residual maturity until the legal redemption date of less than or equal to two years provided that the time until the next interest rate reset date is three hundred and ninety-seven (397) days or less;

ii. except if they are issued or guaranteed by an European Public Entity, they have received, as well as their respective issuers, a favourable assessment under the Internal Credit Quality Assessment Procedure; and

iii. they fall within one of the categories of money market instruments referred to in point (a), (b), (c) or (h) of Article 50(1) of UCITS Directive.

(2) deposits with credit institutions which are repayable on demand or have the right to be withdrawn at any time, and maturing in no more than twelve (12) months, provided that the credit institution has its registered office in a Member State or, if the registered office of the credit institution is situated in a third country, provided that it is subject to prudential rules considered as equivalent to those laid down in EU law in accordance with the procedure laid down in Article 107(4) of Regulation (EU) No 575/2013.

(3) shares or units issued by one or several other Money Market Funds (the "**Targeted Money Market Fund(s)**"), under the following conditions:

i. the Targeted Money Market Fund does not invest in the acquiring Fund;

ii. in the case the acquiring Fund is a Short-Term Money Market Fund, the Targeted Money Market Fund shall be a Short-Term Money Market Fund;

iii. in the case the acquiring Fund is a Standard Money Market Fund, the Targeted Money Market Fund shall be either a Standard Money Market fund or a Short-Term Money Market Fund;

iv. no more than 10 % of the assets of the Targeted Money Market Fund may be invested in other Money Market Funds;

v. no subscription or redemption fees may be charged on the account of the acquiring Fund if the Targeted Money Market Fund is managed, whether directly or under a delegation, by the same manager as that of the acquiring Fund or by any other company to which the manager of the acquiring Fund is linked by common management or control, or by a substantial direct or indirect holding; and

vi. if the Targeted Money Market Fund is another Fund of the Company:

a. the voting rights linked to the shares of the Targeted Money Market Fund are suspended during the period of investment; and

b. in any event, for as long as these securities are held by the acquiring Fund, their value will not be taken into consideration for the calculation of the Net Asset Value of the acquiring Fund for the purposes of verifying the minimum threshold of the net assets imposed by the Law.

(4) Securitisations and/or ABCPs, provided that each of them is sufficiently liquid, has received a favourable assessment under the Internal Credit Quality Assessment Procedure and is any of the following:

i. a Securitisation which is qualified as a "Level 2B asset" within the meaning of Regulation (EU) 2015/61, and has a legal maturity at issuance of two (2) years or less, provided that the time remaining until the next interest rate reset date is three hundred and ninety-seven (397) days or less;

ii. an ABCP issued by an ABCP programme which (i) is fully supported by a regulated credit institution that covers all liquidity, credit and material dilution risks, as well as ongoing transaction costs and ongoing programme-wide costs related to the ABCP, if necessary to guarantee the investor the full payment of any amount under the ABCP, (ii) is not a re-Securitisation and the exposures underlying the Securitisation at the level of each ABCP transaction do not include any Securitisation position, and (iii) does not include a synthetic securitisation as defined in point (11) of Article 242 of Regulation (EU) No 575/2013; or

iii. a simple, transparent and standardised ("**STS**") securitisation or ABCP Instrument.

The legal maturity at issuance or residual maturity of the Securitisations and ABCPs referred in points (ii) and (iii) shall not exceed three hundred and ninety-seven (397) days where they are invested by a Fund qualifying as a Short-Term Money Market Fund or two (2) years, and the time remaining until the next interest rate reset date shall not exceed three hundred and ninety-seven (397) days, where they are invested by a Fund qualifying as a Standard Money Market Fund.

The Securitisations referred to in points (i) and (iii) above shall be amortising instruments and have a WAL of two (2) years or less.

B. reverse repurchase agreements, provided that for each reverse repurchase agreement:

a. the Company has the right to terminate the reverse repurchase agreement at any time upon giving prior notice of no more than two (2) Business Days;

b. the market value of the assets received as part of the reverse repurchase agreement is at all times at least equal to the value of the cash paid out; and

c. the full amount of cash may be recalled at any time on either an accrued basis or mark-to-market basis.

A reverse repurchase agreement transaction is a forward transaction at the maturity of which the seller (counterparty) has the obligation to repurchase the assets sold and the relevant Fund has the obligation to return the assets received under the transaction.

C. Each Fund may however hold ancillary liquid assets (i.e. bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under Article 41(1) of the Law.

The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

In addition to the above, a Fund may not hold more than 10 % of its net assets in deposits made with the same credit institution in line with Article 17(1) (b) MMF Regulation.

D. In addition, the Company shall comply in respect of the assets of each Fund with the following investment restrictions:

Risk Diversification Rules

For the purpose of calculating the restrictions described in (1), (2), (5) and (6) below, companies which are included in the same Group of Companies are regarded as a single issuer.

Money Market Instruments, Securitisations and ABCPs

(1) No Fund may purchase additional Money Market Instruments, Securitisations or ABCPs of any single issuer if upon such purchase more than 5% of its assets would consist of Money Market Instruments, Securitisations or ABCPs of one single issuer. Such limit may be increased up to 10% in respect of the assets of a VNAV Money Market Fund, provided that the total value of such instruments issued by each body in which the relevant VNAV Money Market Fund invests more than 5% of its assets does not exceed 40% of the value of its assets.

(2) The limit of 5% set forth above under (1) is increased up to 10% in respect of qualifying debt securities issued by a credit institution which has its registered office in a Member State and which, under applicable law, is submitted to specific public supervision in order to protect the holders of such qualifying debt securities. For the purposes hereof, "qualifying debt securities" are bonds the proceeds of which are invested in accordance with applicable law in assets providing a return which will cover the debt service through to the maturity date of the bonds and which will be applied on a priority basis to the payment of principal and interest in the event of a default by the issuer. To the extent that a relevant Fund invests more than 5% of its assets in qualifying debt securities issued by such an issuer, the total value of such investments may not exceed 40% of the assets of such Fund.

(3) The limit of 10% set forth above under (1) is increased up to 20% in respect of bonds issued by a single credit institution where the requirements set out in point (f) of Article 10(1) or point (c) of Article 11(1) of Delegated Regulation (EU) 2015/61 are met, such ratio including any possible investment in assets referred to in (2) above. To the extent that a Fund invests more than 5 % of its assets in these bonds issued by a single credit institution, the total value of the investments set forth in this sub-paragraph and under sub-paragraph (2) above, respecting the limits set out therein, shall not exceed 60 % of the value of the assets of such Fund.

(4) **Notwithstanding the ceilings set forth above under sub-paragraph (1), each Fund is authorised to invest, in accordance with the principle of risk spreading, up to 100% of its assets in Money Market Instruments issued or guaranteed separately or jointly by an International Public Entity as further described in Appendix 3, provided that (i) such Money Market Instruments are part of at least six different issues and (ii) the Money Market Instruments from any of such issue do not account for more than 30% of the total assets of the relevant Fund.**

Securitisations and ABCPs

(5) The aggregate exposure to Securitisations and ABCPs may not exceed 15% of a Fund's assets.[1]

Bank Deposits

(6) A Fund may not invest more than 10% of its assets in deposits made with the same credit institution.

Reverse repurchase agreement

(7) The assets received by a Fund as part of a reverse repurchase agreement shall be sufficiently diversified with a maximum exposure to a given issuer of 15% of the relevant Fund's Net Asset Value, except where those assets take the form of Money Market Instrument that fulfil the requirements of sub-paragraph (4) above. In addition, the assets received by a Fund as part of a reverse repurchase agreement shall be issued by an entity that is independent from the counterparty and is expected not to display a high correlation with the performance of the counterparty.

(8) The aggregate amount of cash provided to the same counterparty of a Fund as part of reverse repurchase agreements that are not centrally cleared through a central counterparty ("**CCP**") authorised in accordance with Article 14, or recognised in accordance with Article 25 of Regulation (EU) No 648/2012 (the "**EMIR Regulation**") may not exceed 15% of the relevant Fund's assets. Where a reverse repurchase agreement is centrally cleared through a CCP authorised in accordance with Article 14 or, recognised in accordance with Article 25 of the EMIR Regulation, the cash provided by the relevant Fund as part of each reverse repurchase agreement shall not exceed 15% of the assets of the relevant Fund's assets.

Units or shares of Money Market Fund(s)

(9) A Fund may not invest more than 5% of its net assets in aggregate in a single Money Market Fund.

(10) A Fund may not invest more than 17.5% of its net assets in aggregate in other Money Market Funds.

Combined Limits

(11) Notwithstanding the individual limits laid down in (1), (5) and (6) above, a Fund shall not have a combined exposure to:

[1] By way of derogation from this paragraph, and from the date of application of the Commission's delegated act on STS securitisation, the limit of 15% is increased up to 20% of a Fund's assets, whereby up to 15% of the assets of such Fund may be invested in Securitisations and ABCPs which are not qualified as STS securisations or ABCPs.

- investments in Money Market Instruments, Securitisations and ABCPs issued by a single body, and

- deposits made with that body,

where such exposure exceeds 15% of the assets of the Fund.

Concentration

(12) A Fund may not hold more than 10% of the Money Market Instruments, Securitisations and ABCPs issued by a single body, except in respect of holdings of Money Market Instruments issued or guaranteed by an International Public Entity.

E. Finally, the Company shall comply in respect of the assets of each Fund with the following investment restrictions:

(1) As indicated in each "*B. FUND PARTICULARS"*, each Fund shall comply with the portfolio rules set out under Article 24 or 25 of the MMF Regulation, depending on the type of Money Market Fund of the relevant Fund.

(2) No Fund may invest in assets other than those listed under paragraph A. The Company has the right to determine additional investment restrictions that are stricter than the provisions mentioned in MMF Regulation.

(3) No Fund may issue warrants or other rights to subscribe for its Shares.

(4) A Fund may not grant loans or guarantees in favour of a third party.

(5) No Fund may enter into short sales of shares or units of other Money Market Funds, Money Market Instruments, Securitisations or ABCPs.

(6) No Fund may take direct or indirect exposure to equity or commodities, including via derivatives, certificates representing them, indices based on them, or any other means or instrument that would give an exposure to them.

(7) No Fund may enter into securities lending agreements or securities borrowing agreements, or any other agreement that would encumber the assets of such Fund.

(8) No Fund may undertake borrowing and cash lending activity.

(9) For the cash equivalent instruments (*i.e.*, bank deposits excluding bank deposits at sight, money market instruments, or other eligible assets listed under Article 9 of the MMF Regulation), a Fund may invest in them pursuant to the applicable investment restrictions, in order to (i) achieve its investment goals, and/or for (ii) treasury purposes, and/or (iii) in case of unfavourable market conditions.

F. Global Risk Exposure and Risk Management

The Management Company uses the commitment approach to calculate global exposure in accordance with CSSF Circular 11/512. The Management Company has a risk management process that determines the risk profile of the Funds and monitors and measures the positions of the Funds and their individual risk contribution.

COLLATERAL POLICY

1. General

The Company may employ reverse repurchase agreements relating to Money Market Instruments and other financial liquid assets for efficient portfolio management purposes within the limits laid down by the CSSF and in the MMF Regulation, as described under section "*INVESTMENT RESTRICTIONS*".

Investors should refer to section "*PRINCIPAL RISKS*" for special risk considerations applicable to reverse repurchase agreements.

Under no circumstances shall these operations cause a Fund to diverge from its investment objectives as laid down under "Investment Objective" and "Investment Policy" of each Fund.

The counterparty risk of a Fund vis-à-vis a counterparty will be equal to the positive mark-to-market value of all reverse repurchase agreement transactions with that counterparty provided that, if collateral is posted in favour of the Fund and such collateral complies at all times with the criteria set out in paragraph 2. "*Eligible collateral*" below, the counterparty risk of a Fund towards a counterparty under reverse repurchase agreement transactions is reduced by the amount of such collateral.

Reverse repurchase transactions will be entered into depending on the market opportunities and the expected revenues of the transaction compared to the market conditions on the investment side. Reverse repurchase transactions to be entered into exclusively aim to generate additional capital or income. As such, there is no restriction on the frequency under which a Fund may engage into such type of transactions.

The purpose of this section is to set the collateral policy that will be followed by all Funds.

2. Eligible collateral

The assets received by a Fund as part of a reverse repurchase agreement shall consist of Money Market Instruments that fulfil the requirements set out in paragraph A. under section "*INVESTMENT RESTRICTIONS*" and shall not consist of Securitisations or ABCPs.

By way of derogation from the previous paragraph, a Fund may receive as part of a reverse repurchase agreement liquid transferable securities or other Money Market Instruments provided that those assets have received a favourable assessment under the Internal Credit Quality Assessment Procedure, are issued or guaranteed by an European Public Entity and comply with the diversification requirement described under sub-paragraph C.(4) under section "*INVESTMENT RESTRICTIONS*" above.

3. Reinvestment of collateral

Assets received for the benefit of a Fund as collateral may not be sold, re-invested, pledged or otherwise transferred without the Company's prior consent.

4. Safekeeping of collateral

Collateral posted in favour of a Fund under a title transfer arrangement should be held by the Depositary or one of its correspondents or sub-custodians. Collateral posted in favour of a Fund can be held by a third party custodian which is subject to prudential supervision, and which is unrelated to the provider of the collateral.

5. Haircut Policy

The Company has a haircut policy relating to the classes of assets received as part of a reverse repurchase agreement. The Company will usually apply haircuts ranging from 0.5%-15% for financial instruments set out under "*Eligible Assets*". Haircuts are assessed based on the Internal Credit Quality Assessment Procedure as well as the minimum legal requirements, price volatility and tenor and the Company may vary the haircut outside the above ranges if it considers it to be appropriate based on these factors.

6. Selection of the counterparties

The Management Company has put in place the Internal Credit Quality Assessment Procedure for assessing and selecting counterparties. On this basis, the Investment Adviser will transact only with approved counterparties.

Selection of the counterparty takes into account factors including (but not limited to) operational stability, execution capabilities, the nature and characteristics of transactions, the creditworthiness and identity of counterparties and prevailing market conditions.

Once approved, a counterparty is subject to ongoing monitoring. The Internal Credit Quality Assessment Procedure provides continuous, prudent and systematic methodologies to monitor the counterparty risk related to each approved counterparty, including market indicators (cash/CDS/equity market movements), news headlines, changes in fundamental credit review or external rating agency actions. Material changes in any of these factors may result in the removal of a counterparty from the approved list at any time, the Investment Adviser will immediately cease trading and promptly review affected trades to assess if any further actions are necessary. All active counterparties are reviewed at least annually.

INTERNAL CREDIT QUALITY ASSESSMENT PROCEDURE

In accordance with the MMF Regulation and the MMF Delegated Regulation the Management Company has mandated a dedicated and specific team within the Morgan Stanley group specialized in credit research (the "**Dedicated Team**") to establish, implement and consistently apply an Internal Credit Quality Assessment Procedure for determining the credit quality of money market instruments, securitisations and ABCPs and the assets referred to in Article 15.6 of the MMF Regulation (the "**Instruments**"), taking into account the issuer of the Instrument and the characteristics of the Instrument itself (the "**Internal Credit Quality Assessment**" or "**ICQA**").

This Internal Credit Quality Assessment is based on prudent, systematic and continuous thorough analysis of the information that is available and pertinent, including all relevant factors that influence the creditworthiness of the issuer and the credit quality of the Instrument (the "**Methodologies**").

1. General principles applying to the Internal Credit Quality Assessment Procedure

The following general principles when applying and revising the Internal Credit Quality Assessment Procedure will apply:

(a) an effective process is to be established to obtain and update relevant information on the issuer and the Instrument's characteristics;

(b) adequate measures are to be adopted and implemented to ensure that the Internal Credit Quality Assessment is based on a thorough analysis of the information that is available and pertinent, and includes but is not limited to the Quantitative Criteria and Qualitative Criteria (as such terms are defined below);

(c) the Internal Credit Quality Assessment Procedure is to be monitored on an ongoing basis and all credit quality assessments shall be reviewed at least annually;

(d) while there is no mechanistic over-reliance on external ratings in accordance with applicable regulations, the Dedicated Team undertakes a new Internal Credit Quality Assessment when there is a material change that could have an impact on the existing assessment of the Instrument;

(e) the Methodologies are to be reviewed at least annually by the Dedicated Team to determine whether they remain appropriate for the current portfolio and external conditions and the review shall be transmitted to the competent authority of the Dedicated Team. Where the Dedicated Team becomes aware of errors in the credit quality assessment methodology or in its application, it shall immediately correct those errors;

(f) when Methodologies, models or key assumptions used in the Internal Credit Quality Assessment Procedure are changed, the Dedicated Team is to review all affected Internal Credit Quality Assessments as soon as possible.

The Internal Credit Quality Assessment Procedure and each Internal Credit Quality Assessments will be documented in accordance with Article 21 of the MMF Regulation.

2. Methodologies used for the Internal Credit Quality Assessment

The Internal Credit Quality Assessment relies on and the Methodologies include quantitative and qualitative indicators to analyse financial data, identify trends, and track key determinants of credit risk in relation to the relevant issuer.

a. Quantitative Criteria

The Internal Credit Quality Assessment relies on and the Methodologies include quantitative indicators such as, but not limited to:

(a) pricing of Money Market Instruments relevant to the issuer, the Instrument or industry sector or region;
(b) credit default swap pricing information;
(c) financial indices relevant to the geographic location, industry sectors or asset class of the issuer or Instrument;
(d) financial information and default statistics relating to the issuer which is industry specific; and
(e) any other indicators deemed as relevant by the Dedicated Team and/or identified in the Delegated Regulation,

(the "**Quantitative Criteria**").

b. Qualitative Criteria

The Internal Credit Quality Assessment relies on and the Methodologies include qualitative indicators in relation to the issuer such as, but not limited to:

i. financial situation of the issuer;
ii. sources of liquidity of the issuer;
iii. ability of the issuer to react to future market-wide or issuer-specific events;
iv. strength of the issuer's industry within the economy relative to economic trends and the issuer's competitive position in its industry;
v. analyses regarding any underlying assets;
vi. any structural aspects of the relevant Instruments;
vii. the relevant market(s); and
viii. governance risk relating to the issuer and any other indicators deemed as relevant by the Dedicated Team and/or identified in the Delegated Regulation,

(the "**Qualitative Criteria**").

External ratings may be used to supplement the Methodologies. A new Internal Credit Quality Assessment will be undertaken if there is a material change in an external rating of an Instrument.

c. Validation of the Methodologies

The Board of Directors of the Management Company is ultimately responsible for the validation of the Methodologies and the assessment of their sensitivity to changes in any of their underlying credit quality assumptions.

The Board of Directors of the Management Company may delegate the validation of the Methodologies and the appointment of the chairman of the Liquidity Credit Committee to a dedicated and specific team within the Morgan Stanley group specialized in credit research, from time to time (the "**Validation Team**"). The Validation Team may not be composed of the same persons as the Dedicated Team.

The validation of the Methodologies shall be based on historical experience and empirical evidence, including back testing. Empirical evidence will be obtained by applying the criteria as set out in Article 3 of the Delegated Regulation. The Methodologies and all the ICQA performed by using the Methodologies are annually reviewed to determine whether it allows a suitable indicator for assessing the credit quality of issuers and their Instruments (the "**Annual Review**").

The Methodologies may only be approved by the Management Company if the following requirements are met:

- the Methodologies are applied in a systematic way with respect to different issuers and Instruments unless there is objective reason that justifies the Methodologies shall not be applied;

- Methodologies are supported by a sufficient number of relevant qualitative and quantitative criteria;

- the Methodologies' qualitative and quantitative inputs are reliable, using data samples of an appropriate size;

- past ICQA produced using the Methodologies constitute a suitable indicator of credit quality;

- factors used by the Dedicated Team are sufficiently relevant to determine the credit quality of an issuer or its Instruments;

- Methodologies are based on historical experience and empirical evidence, including back testing.

3. Management of the Internal Credit Quality Assessment Procedure

The Dedicated Team is composed of two subcommittees: the "**Credit Research Team**" and the "**Liquidity Credit Committee**".

The Dedicated Team shall cooperate in the application and the revision of the Internal Credit Quality Assessment Procedure.

a. The Credit Research Team

The Credit Research Team is composed of a senior manager, who has authority over the other members (the "**Head of Credit Research**") and credit research analysts.

The Head of Credit Research as well as the credit research analysts shall not perform or be responsible for the portfolio management of the Funds.

Based on a documentation certified by the Head of Credit Research, to be of a sufficient quality, up-to-date and from reliable sources, the Credit Research Team selects, assesses each potential issuer and its Instruments by applying to them the Methodologies, and decides whether or not to grant them a favourable Internal Credit Quality Assessment. The Credit Research Team also recommends a maturity and dollar limit of investment for each issuer and Instrument (the "**Limits of Investment**").

Issuers and Instruments that received a favourable Internal Credit Quality Assessment and the Limits of Investment are submitted to the Liquidity Credit Committee for review and approval (the **"Liquidity Review List**").

The Credit Research Team, on a daily basis, also monitors that the Approved Liquidity Issuer and Instrument List (as defined below) continuously meets the requirements for the granting of a favorable Internal Credit Quality Assessment and is in charge to flag potentially adverse characteristic of the issuer or its Instruments and to identify any Material Change, as defined in Article 8 of the MMF Delegated Regulation, that could have an impact on the existing assessment of the issuer and its Instruments (each a "**Change Event**").

b. The Liquidity Credit Committee

The Liquidity Credit Committee is composed of the Head of Credit Research, certain members of the Credit Research Team, certain members of the Investment Adviser / Sub-Investment Adviser(s) (the "**Portfolio Managers**") and risk team members. Portfolio Managers are non-voting members, the others are voting members. The Management Company appoints a "chairman" within the Liquidity Credit Committee who has generally the functions of a manager for the Liquidity Credit Committee.

The Liquidity Credit Committee reviews the Liquidity Review List and either approves, rejects, or raises questions back to the Head of Credit Research for further clarification.

Each issuer and its relevant Instruments which have been approved by the Liquidity Credit Committee are included in the "**Approved Liquidity Issuer and Instruments List**" to constitute the pool of Instruments available for investment by each Fund.

Only the Liquidity Credit Committee is allowed to remove an issuer or an Instrument from the Approved Liquidity Issuer and Instrument List in case of a Change Event. In such case, the Head of Credit Research convenes a meeting of the Liquidity Credit Committee in order to review the Approved Liquidity Issuer and Instrument List (the "**Change Event Meeting**"). The Change Event Meeting must be held no later than five (5) business days after the Change Event. If it is determined that a Material Change has occurred, the Liquidity Credit Committee shall decide whether to apply one or more of the following measures:

(i) the suspension of investments in the relevant issuer and/or Instrument;

(ii) the override of the relevant favorable Internal Credit Quality Assessment

and the withdrawal of the relevant issuer and/or Instrument from the Approved Liquidity Issuer and Instrument List;

(iii) A reduction of the total dollar and maturity limits for the Issuers and Instruments; or

(iv) Take no action.

PRINCIPAL RISKS

This Section of the Prospectus explains the risks that apply to the Funds – investors must read these risk considerations before investing in any of the Company's Funds.

Each separate security in which a Fund may invest, and the investment techniques which a Fund may employ, are subject to various risks. The following describes some of the general risk factors that should be considered before investing in a particular Fund. The following list is neither specific nor exhaustive and a financial adviser or other appropriate professional should be consulted for advice on these matters.

General Risk

Past performance is not a guide to future performance and the Funds should be regarded as short-term investments. Investments in Funds are subject to market fluctuations and other risks inherent to investing in securities and other financial instruments. The price of the Shares can go down as well as up. An investor may not get back the amount he has invested.

Investment Objective

There is no guarantee or representation that the investment objective of the Company or a Fund will be achieved. Depending on market conditions and the macroeconomic environment, it may become more difficult or even impossible to achieve investment objectives.

Stable NAV Risk

Although it is intended to maintain a Stable NAV in the Shares of certain Funds qualifying as LVNAV Money Market Funds or Public Debt CNAV Money Market Fund, there can be no assurance that this will be achieved nor that the Funds will achieve their investment objectives. The value of such Funds may be affected by market movements (including but not limited to substantial adverse movement in interest rates), the creditworthiness of issuers of such Funds' investments, rising Duties and Charges, interest rates, premiums and service providers fees.

Switch from a Stable NAV to a Net Asset Value per Share Risk

It is intended that the Shares of LVNAV Money Market Funds are subscribed, valued and redeemed at the Stable NAV. The price of such Shares may be more volatile than expected, and the subscription, valuation and redemption of these Shares will be made at the Net Asset Value per Share if the difference between the Stable NAV and the Net Asset Value per Share is more than 20 basis points. There is no obligation to revert back to a Stable NAV once the difference falls back under these 20 basis points.

Market Risk

The price of Shares may be volatile and go down as well as up. Investors may not get back the amount they originally invested.

Liquidity Risk

Liquidity risk exists when some of the Funds' investments may be difficult to sell due to unforeseen economic or market conditions, such as the deterioration in the creditworthiness of an issuer. In case of a large redemption request, the Funds may consequently not be able to sell certain assets to meet the redemption requirement or may not be able to sell certain assets at levels close to current valuation price.

Counterparty Risk

The Funds may enter into transactions with counterparties (which could be a company, government or other institution), thereby exposing them to the counterparties' creditworthiness and their ability to perform and fulfil their financial obligations. There exists a risk that the obligation of such counterparties will not be satisfied. This risk may arise at any time the Funds' assets are deposited, extended, committed, invested or otherwise exposed through actual or implied contractual agreements. The weaker the financial strength of a counterparty, the greater the risk of that party failing to satisfy its obligations. The Net Asset Value of the Funds could be affected by any actual or anticipated breach of the party's obligations, while the income of the Fund would be affected only by an actual failure to pay, which is known as a default.

In addition, the Funds may enter into contracts with service providers and other third party contractors (the "**Service Providers**"). This risk means that in certain circumstances (including but not limited to force majeure events) the Service Providers may not be able to perform or fulfil their contractual obligations to the Funds. This could result in periods where the normal trading activity of the Funds may be affected or disrupted.

Additionally, the Funds may be exposed to a credit risk on counterparties with whom it trades securities and enters into repurchase agreements or other contracts. As a result, the Fund may bear the risk of settlement default. To the extent that a counterparty defaults on its obligation, the Fund may suffer a loss of income, decrease in value and increase in costs.

Interest Rate Risk

The value of the Funds' underlying securities is affected by changes in interest rates. Typically, if interest rates increase, the value of debt securities decline, and vice versa, if interest rates decrease the value of debt securities are likely to increase. Higher yielding securities tend to be more sensitive to changes in interests.

For floating rate securities, their income is directly linked to changes in interest rates.

Use of Reverse Repurchase Agreements

A Fund may enter into reverse repurchase agreements as a buyer for efficient portfolio management purposes, subject to the conditions and limits set out under section "*INVESTMENT RESTRICTIONS*" and the "*B. FUND PARTICULARS*" for each Fund. If the other party to a reverse repurchase agreement should default, the Fund might suffer a loss to the extent that the proceeds from the sale of the underlying securities or and/or collateral held by the Fund in connection with the reverse repurchase agreement are less than, as the case may

be the repurchase price. In addition, in the event of bankruptcy or similar proceedings of the other party to the reverse repurchase agreement or its failure otherwise to perform its obligations, the Fund could suffer losses, including loss of interest on or principal of the securities and costs associated with delay and enforcement of the reverse repurchase agreement.

The Fund may also incur operational risks such as, *inter alia*, non-settlement or delay in settlement of instructions, failure or delays in satisfying delivery obligations under sales of securities, and legal risks related to the documentation used in respect of such transactions.

When using reverse repurchase agreements, the Funds will comply at all times with sections "*INVESTMENT RESTRICTIONS*" and "*B. FUND PARTICULARS*" for each Fund. The risks arising from the use of reverse repurchase agreements will be closely monitored and techniques (including collateral management) will be employed to seek to mitigate those risks. The use of reverse repurchase agreements is generally not expected to have a material adverse impact on a Fund's performance, subject to the Risk Factors described herein.

Collateral management

Counterparty risk arising from investments in reverse repurchase agreements is mitigated by the transfer or pledge of collateral in favour of the Fund. Fees and returns due to the Fund may not be collateralised. If a counterparty defaults, the Fund may need to sell non-cash collateral received at prevailing market prices. In such a case the Fund could realise a loss due, inter alia, to inaccurate pricing or monitoring of the collateral, adverse market movements, deterioration in the credit rating of issuers of the collateral or illiquidity of the market on which the securities are traded. Difficulties in selling securities may delay or restrict the ability of the Fund to meet redemption requests.

Segregation of Liabilities between Funds

Pursuant to Luxembourg law, the Company should not be liable as a whole to third parties and there should, in principle, be a segregation of liabilities between Funds. However, there can be no assurance that the segregated nature of the Funds will necessarily be upheld. In particular, the segregation of the assets of the Funds may not be guaranteed, should an action be brought against the Company in the courts of another jurisdiction.

Sovereign Debt

There is a risk that governments may not be able or willing to repay the principal and/or interest when due in accordance with the terms of their debt. Consequently, governmental entities may default on their sovereign bonds.

Holders of sovereign bonds may be requested to participate in the rescheduling of such debt and to extend further loans to governmental entities. There is no bankruptcy proceeding by which sovereign bonds, on which a governmental entity has defaulted, may be collected in whole or in part.

Credit Risk

There is a risk that issuers and counterparties may not make payments on securities and repurchase agreements. Such default could result in losses to the Fund(s). Securities with a lower credit rating have a higher risk of default, and may be subject to greater price volatility and lower levels of liquidity than higher rated securities.

Investment Adviser(s)/Sub-Investment Adviser(s) and Conflicts of Interest

The Investment Adviser(s) or the Sub-Investment Adviser(s) may have conflicts of interest in relation to its duties to the Company. The Investment Adviser(s) or the Sub-Investment Adviser(s) will, however, ensure that all such potential conflicts of interest are resolved fairly and in the best interests of the Shareholders in so far as it is possible to do so. It is not always possible for the risk of detriment to a client's interests to be entirely mitigated such that, on every transaction when acting for clients, a risk of detriment to their interests does not remain.

The Investment Adviser(s) or the Sub-Investment Adviser(s), or another member of the Group of Companies to which it belongs, may make investment decisions, undertake transactions and maintain investment positions for one or more clients that may impact the interests of other clients and that may pose a conflict of interest for the Investment Adviser(s) or the Sub-Investment Adviser(s), particularly if the company and / or its staff earn higher compensation from one mandate, product or client than for another. Such conflicts, for instance, are present when the Investment Adviser(s) or the Sub-Investment Adviser(s), or another member of the Group of Companies to which it belongs, buys and sells the same security at the same time for different clients or maintains market positions in the same instruments with market exposure in opposite directions at the same time for different clients. The Investment Adviser(s) or the Sub-Investment Adviser(s) and individual portfolio advisers may manage long only, long-short or short only mandates where such conflicts of interest may be especially prevalent. Such investment decisions, transactions or positions are taken, made and maintained in accordance with established policies and procedures designed to ensure an appropriate aggregation and allocation of trades and investment decisions executed or taken without creating undue advantage or disadvantage to any of the Investment Adviser(s)' or Sub-Investment Adviser(s)' mandates, products or client's and in line with the relevant mandates and investment guidelines for such clients.

In certain situations though, management of these conflicts may result in a loss of investment opportunity for clients or may cause the Investment Adviser(s) or the Sub-Investment Adviser(s) to trade or maintain market exposures in a manner that is different from how it would trade if these conflicts were not present, which may negatively impact investment performance.

In relation to the reverse repurchase agreements used by the Funds, they may be entered into on normal commercial terms with entities which are affiliates of the Investment Adviser.

The Management Company may pay third parties for distribution and related services. Such payments could incentivise third parties to promote the Company to investors against that client's best interests. The Management Company complies with all legal and regulatory requirements in the jurisdictions in which such payments are made.

The above is not necessarily a comprehensive list of all potential conflicts of interest.

Custody Risk

The Company's assets are deposited with the Depositary for safekeeping and identified in the Depositary's books as belonging to the respective Fund. Securities are segregated from other assets of the Depositary which mitigates but does not prevent the risk of non-return in the event of bankruptcy of the Depositary. However, no such segregation applies to cash which increases the risk of non-restitution in case of bankruptcy.

The Depositary may not keep all the assets of the Company itself but may use a network of sub-custodians which are not always part of the same group of companies as the Depositary. Investors are exposed to the risk of bankruptcy of the sub-custodians in the same manner as they are to the risk of bankruptcy of the Depositary.

The Funds may invest in markets where custodial and/or settlement systems are not fully developed. The assets of the Funds that are traded in such markets and which have been entrusted to such sub-custodians may be exposed to risk in circumstances where the Depositary will have no liability.

Inflation/Deflation Risk

Inflation risk refers to the possibility of a reduction in the value of the income or assets as inflation decreases the value of money. The real value of a Fund's portfolio could decline as inflation increases. Deflation risk is the risk that prices throughout the economy may decline over time. Deflation may have an adverse effect on the creditworthiness of issuers and may make issuer default more likely, which may result in a decline in the value of a Fund's portfolio.

Downgrading risk

The credit ratings given to securities may be subject to changes. The Company may continue to invest in securities that are downgraded after purchase. Funds that invest in securities which have been downgraded may suffer a decrease in the value of their assets.

Changes in Applicable Law

The Fund(s) must comply with various legal requirements, including securities laws and tax laws as imposed by the jurisdictions under which they operate. Should any of those laws change over the life of the Fund(s), the legal requirement to which the Fund(s) and its Shareholders may be subject could differ materially from current requirements. The Fund(s) may suffer a decrease in the value of their assets as a result of such changes.

Regulatory Risk

The Funds are domiciled in Luxembourg and investors should note that all the regulatory protections provided by their local regulatory authorities may not apply. Additionally, some of the Funds may be registered in non-EU jurisdictions and, as a result, may be subject, without any notice to the Shareholders in the Funds concerned, to more restrictive regulatory regimes.

In such cases the Funds will abide by these more restrictive requirements. This may prevent the Funds from making the fullest possible use of the investment limits. Regulators are authorised to take extraordinary actions in the event of market emergencies. The effect of any future regulatory action on the Funds could be substantial and adverse.

MiFID II

The EU's second Markets in Financial Instruments Directive 2014/65/EU ("**MiFID II**"), laws and regulations introduced by Member States of the EU to implement MiFID II, and the EU's Markets in Financial Instruments Regulation 600/2014 ("**MiFIR**"), which came into force on 3 January 2018, imposes new regulatory obligations and costs on the Management Company, the Investment Advisers and the Sub-Investment Advisers. This may have a negative impact on the Management Company, the Investment Advisers, and the Sub-Investment Advisers, the Company and/or the Funds.

In particular, MiFID II introduces wider transparency regimes in respect of trading on EU trading venues and with EU counterparties. MiFID II extends the pre- and post-trade transparency regimes from equities traded on a regulated market to cover equity-like instruments such as depositary receipts, ETFs and certificates that are traded on regulated trading venues as well as to cover non-equities such as bonds, structured finance products, emission allowances and derivatives. The increased transparency regime under MiFID II, together with the restrictions on the use of "dark pools" and other trading venues, mean a wealth of new information relating to price discovery becoming available. Such increased transparency and price discovery may have macro effects on trading globally, which may have an adverse effect on the Net Asset Value.

Eurozone Breakup / Failure of Euro

The departure or risk of departure from the Eurozone by one or more Eurozone countries and/or the abandonment of the Euro as a currency could have major negative effects on the Company's investments. Neither the Company nor the Investment Adviser are under an obligation to provide a protection (including, without limitation, hedging) of any sort against currency events. In case such a currency event occurs, the Board of Directors may decide in its absolute discretion to re-denominate any of the Funds or Classes into another currency.

Taxation

Tax treatment of the Shareholders

The tax position of the Shareholders may vary according to their particular financial and tax situation. The tax structuring of the Company and/or its investments may not be tax-efficient for a particular prospective Shareholder. No undertaking is given that amounts distributed or allocated to the Shareholders will have any particular characteristics or that any specific tax treatment will apply. Further, no assurance is given that any particular investment structure in which the Company has a direct or indirect interest will be suitable for all Shareholders and, in certain circumstances, such structures may lead to additional costs or reporting obligations for some or all of the Shareholders.

Prospective Shareholders should consider their own tax position in relation to subscribing, purchasing, owning and disposing of Shares, and consult their own tax advisors as appropriate. None of the Company and its affiliates, or any officer, director, member, partner, employee, advisor or agent thereof can take responsibility in this regard.

Taxation in foreign jurisdictions

Shareholders, the Company and/or any vehicle in which the Company has a direct or indirect interest may be subject to tax in jurisdictions in which the Shareholders, the Company or any such vehicles are incorporated, organised, controlled, managed, have a permanent establishment or permanent representative, or are otherwise located and/or in which investments are made and/or with which investments have a connection.

Moreover, taxes such as withholding tax, branch profits tax or similar taxes may be imposed on profits of, or proceeds received by the Company from investments in such jurisdictions, and such taxes may not be creditable to, or deductible by, the Company or the Shareholders in their respective jurisdictions.

Changes in tax law, practice and interpretation

Applicable law and any other rules or customary practice relating to or affecting tax, or the interpretation of these in relation to the Shareholders, the Company and its investments may change during the life of the Company (possibly with retroactive effect). In particular, both the level and the basis of taxation may change. Additionally, the interpretation and application of tax law, rules and customary practice by any taxation authority or court may differ from that anticipated by the Company and its advisors. This could significantly affect returns to the Company and the Shareholders.

Base Erosion and Profit Shifting and Anti-Tax Avoidance Directives

The pace of evolution of fiscal policy and practice has recently been accelerated due to a number of developments. In particular, the OECD together with the G20 countries have committed to addressing abusive global tax avoidance, referred to as base erosion and profit shifting ("**BEPS**") through 15 actions detailed in reports released on 5 October 2015 and through the Inclusive Framework on a global consensus solution to reform the international corporate tax system via a two-pillar plan in 2021 known as Pillar I and Pillar II ("**BEPS 2.0**").

As part of the BEPS project, new rules dealing inter alia with the abuse of double tax treaties, the definition of permanent establishments, controlled foreign companies, restriction on the deductibility of excessive interest payments and hybrid mismatch arrangements, have been or will be introduced into the respective domestic laws of jurisdictions which form part of the BEPS project, via European directives and a multilateral instrument.

The Council of the EU adopted two Anti-Tax Avoidance Directives (*i.e.* Council Directive (EU) 2016/1164 of 12 July 2016 laying down rules against tax avoidance practices that directly affect the functioning of the internal market ("**ATAD I**") and Council Directive (EU) 2017/952 of 29 May 2017 amending ATAD I as regards hybrid mismatches with third countries ("**ATAD II**") that address many of the above-mentioned issues. The measures included in ATAD I and

ATAD II have been implemented by the law of 21 December 2018 and the law of 20 December 2019 into Luxembourg domestic law. Most of the measures have been applicable since 1 January 2019 and 1 January 2020, the remaining being applicable as from tax year 2022. These measures may significantly affect returns to the Company and the Shareholders.

Furthermore, the Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting (the "**MLI**") was published by the OECD on 24 November 2016. The aim of the MLI is to update international tax rules and lessen the opportunity for tax avoidance by transposing results from the BEPS project into more than 2,000 double tax treaties worldwide. A number of jurisdictions (including Luxembourg) have signed the MLI. Luxembourg ratified the MLI through the Luxembourg law of 7 March 2019 and deposited its instrument of ratification with the OECD on 9 April 2019. As a result, the MLI entered into force for Luxembourg on 1 August 2019. Its application to each individual double tax treaty concluded by Luxembourg depends on the ratification by the other contracting state and on the type of tax concerned. The resulting changes and any other subsequent changes in tax treaties negotiated by Luxembourg may significantly affect returns to the Company and the Shareholders.

BEPS 2.0 has two parts, known as Pillar I and Pillar II, which seek to address the tax challenges arising from the digitalisation of the economy, and target large multi-national enterprises ("**MNE**").

Pillar I aims to first introduce a mechanism for the reallocation of taxing rights (called Amount A) over a portion of the residual profits of the largest and most profitable MNEs to market jurisdictions, i.e., jurisdictions in which goods or services are supplied or consumers are located. In October 2023, the Multilateral Convention to Implement Amount A of Pillar I ("**MLC**") was released with the aim of coordinating this reallocation of taxing rights. The text of the MLC is not yet open for signature. In addition, Amount B of Pillar I aims to standardise the remuneration of related party distributors that perform baseline marketing and distribution activities in a manner that is aligned with the arm's length principle. The OECD/G20 Inclusive Framework will approve and publish a final Amount B report, which will be incorporated into the OECD Transfer Pricing guidelines. For in-scope structures, these measures may affect returns to the Company and the Shareholders.

In December 2021, following a Pillar II agreement signed by more than 135 jurisdictions in October 2021, the OECD published final model rules for a global minimum tax (the "**GloBE rules**"). The GloBE rules aim to ensure that large MNE groups pay a minimum level of tax on the income arising in each of the jurisdictions where they operate, by imposing a top-up tax whenever the effective tax rate, determined on a jurisdictional basis, is below the minimum rate of 15%. Council Directive (EU) 2022/2523 of 14 December 2022 on ensuring a global minimum level of taxation for multinational enterprise groups and large-scale domestic groups in the Union builds on the GloBE rules and targets any MNE group which has an annual revenue of EUR 750,000,000 or more, including the revenue of excluded entities, in its ultimate parent entity's consolidated financial statements in at least two of the four fiscal years immediately preceding the tested fiscal year and with either a parent entity or a subsidiary located in an EU Member State. Certain entities are excluded from its scope, including i.e. investment entities that are ultimate parent entities and certain entities owned by these excluded entities. The Luxembourg law of 22 December 2023 implements Directive 2022/2523 by

providing for an income inclusion rule, an undertaxed profit rule ("**UTPR**"), and a qualified domestic minimum top-up tax rule. Most provisions will apply to tax years starting on or after 31 December 2023. The provisions on UTPR will in principle apply to tax years starting on or after 31 December 2024. Effective tax rates could increase within the Company's structure (if in scope) due to higher amounts of tax being due or possible denial of deductions. Costs of tax compliance may also increase. This could adversely affect any returns to the Shareholders.

EU Mandatory Disclosure Regime ('MDR')

The EU Council Directive 2018/822 amending EU Council Directive 2011/16 in relation to the disclosure of cross-border tax arrangements, known as DAC6 or MDR, came into force on 25 June 2018. Generally, Member States were obliged to transpose the Directive into local law by 31 December 2019. Luxembourg transposed the Directive into national law with the law of 25 March 2020, as amended or supplemented from time to time (the "**DAC6 Law**"). MDR applies to cross-border tax arrangements, which meet one or more specified characteristics (hallmarks), and which concern either more than one EU country or an EU country and a non-EU country. It mandates a reporting obligation for these tax arrangements if in scope, regardless of whether the arrangement is in compliance with local tax law.

Intermediaries (i.e. any person that designs, markets, organises or makes available for implementation or manages the implementation of a reportable cross-border arrangement (so-called primary intermediary) or any person that knows, or could reasonably be expected to know that they have undertaken to provide aid, assistance or advice with respect to designing, marketing, organising, making available for implementation or managing the implementation of a reportable cross-border arrangement (so-called secondary intermediary)), if any, or the relevant taxpayer are required to file information on reportable cross-border arrangement with their national tax authority within thirty (30) days of the first of the following dates:

- on the day after the reportable cross-border arrangement is made available for implementation; or
- on the day after the reportable cross-border arrangement is ready for implementation; or
- when the first step in the implementation of the reportable cross-border arrangement has been made; or
- where a primary intermediary is involved, on the day after the intermediary provided aid, assistance or advice.

The Management Company is a potential intermediary for the purposes of MDR and hence may be obliged to report cross-border arrangements that meet one or more hallmarks. These hallmarks may be generic or specific. As regards to the generic and certain specific hallmarks, these may only be taken into account to the extent that they meet so called "main benefit test", i.e., if obtaining a tax advantage constitutes the main benefit or one of the main benefits a person is expected to derive from an arrangement. Shareholders, as taxpayers, may have a secondary liability to report in-scope arrangements and hence should consult their own tax advisors for more information.

As the case may be, the Management Company may take any action that it deems required, necessary, advisable, desirable or convenient to comply with the reporting obligations imposed

on intermediaries and/or taxpayers pursuant to the DAC 6 Law. Failure to provide the necessary information under DAC 6 may result in the application of fines or penalties in the relevant EU jurisdiction(s) involved in the cross-border arrangement at stake. Under the DAC 6 Law, late reporting, incomplete or inaccurate reporting, or non-reporting may be subject to a fine of up to EUR 250,000.

Foreign Account Tax Compliance Act (FATCA) and Common Reporting Standard (CRS)

Under the terms of the FATCA Law and CRS Law, the Company is likely to be treated as a Luxembourg Reporting Financial Institution. As such, the Company may require all Shareholders to provide documentary evidence of their tax residence and all other information deemed necessary to comply with the above-mentioned regulations.

Should the Company become subject to a withholding tax and/or penalties as a result of non-compliance under the FATCA Law and/or penalties as a result of non-compliance under the CRS Law, the value of the Shares held by all Shareholders may be materially affected.

Furthermore, the Company may also be required to withhold tax on certain payments to its Shareholders which would not be compliant with FATCA (*i.e.* the so-called foreign passthru payments withholding tax obligation).

Potential Conflicts of Interest

The Management Company, the Investment Adviser, the Sub-Investment Adviser and other affiliates may effect transactions in which they have, directly or indirectly, an interest which may involve a potential conflict with the Management Company's duty to the Company. Neither the Management Company nor the Investment Adviser and Sub-Investment Adviser nor other affiliates shall be liable to account to the Company for any profit, commission or remuneration made or received from or by reason of such transactions or any connected transactions and none of their fees shall be adjusted (unless otherwise provided), provided that the Management Company, the Investment Adviser and the Sub-Investment Adviser (where applicable) will ensure that:

- such transactions are effected on terms which are not less favourable to the Company than if the potential conflict had not existed;
- such transactions are on arm's length terms;
- the Management Company uses due care in the selection of brokers or dealers and that they are suitably qualified in the circumstances;
- the fee or commission paid to any such broker or dealer in respect of a transaction must not be greater than that which is payable at the prevailing market rate for a transaction of that size and nature;
- the Management Company monitors such transactions to ensure compliance with its obligations; and
- the nature of such transactions and the total commissions and other quantifiable benefits received by such broker or dealer are disclosed in the Company's annual report.

The Depositary shall not carry out activities with regard to the Company or the Management Company that may create conflicts of interest between the Company, the Shareholders, the Management Company and itself, unless the Depositary has functionally and hierarchically

separated the performance of its depositary tasks from its other potentially conflicting tasks, and the potential conflicts of interest are properly identified, managed, monitored and disclosed to the Shareholders.

Potential conflicting interests or duties may arise because the Management Company or the Investment Adviser(s) may have invested directly or indirectly in the Company. More specifically, the Management Company and Investment Adviser, under the organisational and conduct rules applicable to them, must take all appropriate steps to identify and to prevent or manage conflicts of interest.

Cyber Security

The Funds and their Service Providers are susceptible to cyber security risks that include, among other things, theft, unauthorized monitoring, release, misuse, loss, destruction or corruption of confidential and highly restricted data; denial of service attacks; unauthorized access to relevant systems, compromises to networks or devices that the Funds and their Service Providers use to service the Funds' operations; or operational disruption or failures in the physical infrastructure or operating systems that support the Funds and their Service Providers. Cyber-attacks against or security breakdowns of the Funds or their Service Providers may adversely impact the Funds and their shareholders, potentially resulting in, among other things, financial losses; the inability of Funds' shareholders to transact business and the Funds to process transactions; inability to calculate the Funds' NAV; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs; and/or additional compliance costs. The Funds may incur additional costs for cyber security risk management and remediation purposes. In addition, cyber security risks may also impact issuers of securities in which the Funds invest, which may cause the Funds' investments in such issuers to lose value. There can be no assurance that the Funds or their Service Providers will not suffer losses relating to cyber-attacks or other information security breaches in the future.

Epidemics / Pandemics / Outbreaks Risk

The performance of the Shares depends on the performance of the investments of the Funds, which could also be adversely affected by the effects of epidemics, pandemics or outbreaks of communicable diseases. In response to intensifying efforts to contain epidemics, pandemics or outbreaks of communicable diseases, governments around the world may take a number of actions, such as prohibiting residents' freedom of movement, encouraging or ordering employees to work remotely from home, and banning public activities and events, among others. Any prolonged disruption of businesses could negatively impact financial conditions. The performance of the Shares could be adversely affected to the extent that any of these epidemics, pandemics or outbreaks harms the economy in general.

The Management Company has taken all reasonable actions to try to reduce the impact of this risk on the performance of the Funds.

Sustainability Risk

Such risk is principally linked to climate-related events resulting from climate change (i.e. Physical Risks) or to the society's response to climate change (i.e. Transition Risks), which may result in unanticipated losses that could affect the Company's investments and financial condition. Social events (e.g. inequality, inclusiveness, labour relations, investment in human capital, accident prevention, changing customer behavior, etc.) or governance shortcomings (e.g. recurrent significant breach of international agreements, bribery issues, products quality and safety, selling practices, etc.) may also translate into Sustainability Risks.

LUXEMBOURG ANTI-MONEY LAUNDERING REGULATIONS

In an effort to deter money laundering, the Company, the Management Company, the Investment Adviser, the Administrator and the sub-distributor(s) must comply with all applicable laws and regulations regarding the prevention of money laundering. In particular, the Administrator must comply with the amended Luxembourg law dated 12 November 2004 on the fight against money laundering and terrorism financing. To that end, the Company, the Management Company, the Investment Adviser, the Administrator and the sub-distributor(s) may request information necessary to establish the identity of a potential investor and the origin of subscription proceeds. Failure to provide documentation may result in a delay or rejection by the Management Company of any subscription or exchange or a delay in payout of redemption of Shares by such investor.

SUBSCRIPTION, TRANSFER, EXCHANGE AND REDEMPTION OF SHARES

Share Characteristics

Available Classes

Each Fund issues Shares in one or several separate Classes of Shares, as set out in each "*B. FUND PARTICULARS"*. Such Classes of Shares may differ with respect to the type of investors for which they are designed, their Base Currency, their fee structure and other characteristics as the Company may decide.

The Company may, in its discretion, decide to amend the characteristics of, or rename any Class of Shares as it may deem appropriate, subject to any applicable notification to Shareholders.

Shareholder Rights

All Shareholders have the same rights, regardless of the Class of Shares held. Each Share is entitled to one vote at any general meeting of Shareholders. There are no preferential or pre-emptive rights attributable to the Shares.

Reference Currency/Base Currency

The Reference Currency of the Company is US Dollar. The Base Currency of each Fund of each Class of Shares is as set out in each "*B. FUND PARTICULARS*".

Dividend Policy

The dividend arrangements relating to each Class will be decided by the Company at the time of the creation of the relevant Class and details are set out where applicable in "*B. FUND PARTICULARS*".

Under the Articles, the Directors are entitled to pay such dividends on any Class of Shares at such times as they think appropriate and as appear to be justified out of the profits of the relevant Fund, being (i) the accumulated revenue (consisting of all revenue accrued including interest and dividends earned by the relevant Fund) less expenses and/or (ii) realised capital gains on the disposal/valuation of investments and other funds less realised capital losses of the relevant Fund, provided in each case that dividends may only be paid out of funds available for the purpose which may be lawfully distributed.

However, in any event, no distribution may be made if, as a result, the total Net Asset Value of the Company would fall below the equivalent of EUR 1,250,000.-.

Dividends are accrued daily, and paid monthly.

Distributing Shares shall begin accruing dividends on the Settlement Date provided that payment for the Shares is received by the Administrator by the relevant Settlement Date.

Upon redemption of Stable NAV Shares, except the (+1) Shares, all dividends will accrue up to, and including, the day prior to the Dealing Day when the application for redemption is accepted. By derogation, in exceptional situations where a relevant Stable NAV on a Dealing Day cannot be calculated using the amortised cost method of valuation, as detailed under section "*DETERMINATION OF THE NET ASSET VALUE*" below, all relevant dividends will accrue up to, and including, the Dealing Day when the application for redemption is accepted. In such a case, the Settlement Date may be extended to the first Business Day following such Dealing Day.

Upon redemption of NAV Shares, (+1) Shares, all relevant dividends will accrue up to, and including, the day prior to the Settlement Day when the application for redemption is accepted and the Settlement Date may be extended to the first Business Day following the Dealing Day**.**

For the avoidance of any doubt, upon redemption of Shares within a Fund with more than one Dealing Deadline per Dealing Day, all relevant dividends will accrue up to, and including, the day prior to the Settlement Day when the application for redemption is accepted.

Dividends not claimed within five (5) years of their due date will lapse and revert to the relevant Shares of the relevant Class in the relevant Fund.

No interest shall be paid on a distribution declared by the Company where such distribution is kept by the Company at the disposal of its beneficiary.

Listed Classes

The Management Company may, in its sole discretion, elect to list any Classes of Shares on any stock exchange, including the Luxembourg Stock Exchange.

Fractional Shares

The Company issues whole and fractional Shares up to one-hundredth of a Share. Fractional entitlements to Shares do not carry voting rights but do grant rights of participation on a pro-rated basis in net results and liquidation proceeds attributable to the relevant Fund.

Application for Shares

Initial applications for Shares must be made on the Company's Application Form and must be forwarded to the Administrator in Luxembourg, or to the Management Company or other entity as indicated on the Application Form, before the Dealing Deadline. Subsequent applications may be made in writing or by fax.

Initial applications for Shares may be made by electronic or other means provided that a duly completed Application Form is received. Subsequent applications may also be made by electronic or other means (including by telephone if so elected by a Shareholder) provided in each case that all applicable anti-money laundering checks are complete.

Joint applicants must each sign the Application Form unless an acceptable power of attorney or other written authority is provided.

Stable NAV Shares

Applications for Stable NAV Shares, except (+1) Stable NAV Shares, received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day, unless otherwise requested by an investor, based on the Stable NAV of the relevant Class calculated on the previous Business Day. For the (+1) Stable NAV Shares, applications received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day unless otherwise requested by an investor, based on the Stable NAV per Share calculated on that Business Day.

By derogation, in exceptional situations or, if the Management Company considers it is in the best interests of the Shareholders, applications for the relevant Stable NAV Shares received by the Administrator on such a Dealing Day before the relevant Dealing Deadline will be processed based on the Net Asset Value per Share calculated on that Dealing Day.

Exceptional situations as described above include circumstances where:

(i) the Stable NAV of the relevant Class on a Dealing Day, and/or the previous Business Day, cannot be calculated using the amortised cost method of valuation, as detailed under section "*DETERMINATION OF THE NET ASSET VALUE*" below;

(ii) for LVNAV Money Market Funds, the relevant Stable NAV deviates by more than 20 basis points from the relevant Net Asset Value per Share on a Dealing Day; or

(iii) after an event as described in ii) has ceased, the Management Company has decided that applications for such Stable NAV Shares will not be processed based on the Stable NAV for a determined or undetermined period until the Management Company considers that an event such as described in (ii) is unlikely to occur again.

Stable NAV Shares will be issued at a price corresponding to the Stable NAV of the relevant Class or, if not applicable due to (but not limited to) exceptional situations as described above, at a price corresponding to the Net Asset Value per Share of the relevant Class. Subscription prices as well as the difference between the relevant Stable NAV and Net Asset Value per Share will be published at: www.morganstanley.com/liquidity.

NAV Shares

Applications for NAV Shares received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day, unless otherwise requested by an investor, based on the Net Asset Value per Share of the relevant Class calculated on that Dealing Day.

As disclosed in the relevant "*B. FUND PARTICULARS*", certain Funds may have two Valuation Points. In such case, (i) where applications for subscription of Shares are received by the Administrator on a Dealing Day before the first Dealing Deadline, the Valuation Point will be the first Valuation Point on that Dealing Day, and (ii) where applications for subscription of Shares are received by the Administrator on a Dealing Day after the first Dealing Deadline and before the second Dealing Deadline, the Valuation Point will be the second Valuation Point on that Dealing Day.

NAV Shares will be issued at a price corresponding to the Net Asset Value per Share of the relevant Class and will be published on a daily basis at: www.morganstanley.com/liquidity.

General Provisions

Any applications received by the Administrator after the Dealing Deadline on the relevant Dealing Day may, at the discretion of the Management Company, provided that equal treatment of Shareholders is ensured, be processed on that Dealing Day or processed on the next Dealing Day. The Management Company may not be able to exercise the discretion in all circumstances, for example where applications for Shares are made via dealing platforms or other electronic means. In such cases, applications received after the Dealing Deadline may be rejected. Investors making applications via dealing platforms or other electronic means are reminded that they must refer to the provider of the dealing platform or electronic means for the procedures that apply to such trading arrangements.

Different procedures and time limits (which may be earlier than those set out in this Prospectus) may apply if applications for Shares are made through a sub-distributor. Applicants should note that they may be unable to purchase Shares through a sub-distributor on days that such sub-distributor is not open for business.

Subscription for Shares may be subject to a Preliminary Charge.

Shares will be issued in registered form and the share register is conclusive evidence of ownership.

Applicants are allocated a Shareholder number on acceptance of their application and this together with the Shareholder's details on the Company's share register are proof of title. This Shareholder number should be used for all future dealings by the Shareholder with the Management Company or the Administrator.

Any changes to the Shareholder's details or loss of the Shareholder number must be notified immediately to the Administrator in writing. Failure to do so may result in a delay upon redemption. The Management Company on behalf of the Company reserves the right to require an indemnity or verification countersigned by a bank, stockbroker or other party acceptable to it before accepting such instructions.

If any application is not accepted in whole or in part, the application monies or the balance of such monies will be returned to the applicant by post or bank transfer at the applicant's risk and costs.

Contract notes providing details of the trade will normally be issued within three (3) Business Days of the relevant Dealing Day. No share certificates will be issued. Statements will be issued to each Shareholder on a monthly basis confirming ownership, that the Shareholder is entered on the Company's share register and the number of Shares which he/she is credited with in the share register in respect of each Fund. Contract notes and statements will be sent to applicants by ordinary post or by fax, electronic or other means. It is recommended that applicants check contract notes on receipt as processed transactions will only be changed at the discretion of the

Management Company and if the Management Company deems it is appropriate, at the cost of the applicant.

Minimum Subscription and Minimum Holding

Details of the Minimum Initial Subscription and Minimum Holding for each Fund and any charges are set out in "*B. FUND PARTICULARS*".

The Management Company may (i) waive Minimum Holding requirements and accept a subscription request that would cause the investor's holding in any Fund to be below the Minimum Holding and/or (ii) waive the Minimum Initial Subscription requirements and accept subscriptions in any Fund in an amount less than the Minimum Initial Subscription amount, provided that fair treatment of Shareholders is ensured.

Restrictions in relation to Subscriptions for Shares

The Management Company reserves the right to reject, in whole or in part, any application for Shares.

The Management Company may further restrict or prevent the ownership of Shares by any person, firm or corporate body identified by the Management Company in its discretion, if in the opinion of the Management Company such holding may be detrimental to the Company, if it may result in a breach of any law or regulation, whether Luxembourg or foreign, or if as a result thereof the Company may suffer any tax disadvantages or other financial disadvantages that it would not have otherwise suffered (the "**Prohibited Persons**"). In particular, the Directors have resolved to prevent the ownership of Shares by any U.S. Person.

The Directors retain the right to offer only one Class of Shares for purchase by investors in any particular jurisdiction in order to conform to local law, custom or business practice. The Directors also reserve the right to adopt standards applicable to classes of investors or transactions that permit or require the purchase of a particular Class of Shares.

If the Company determines that it would be detrimental to the existing Shareholders if the Company accepts a cash application for Shares of any Fund which, either alone or when aggregated with other applications so received in respect of any Dealing Day, represents more than 10% of the Net Asset Value of such Fund, the Company may decide that all or part of the application for Shares in excess of 10% be deferred until the next Dealing Day. If the Company decides to defer all or part of the application in excess of 10% in this manner the applicant shall be informed prior to the deferral taking place.

Furthermore, the Management Company reserves the right at any time, without notice, to discontinue the issue and sale of Shares of any Fund of the Company.

No Shares will be issued during any period when the calculation of the Net Asset Value per Share of the relevant Fund is suspended pursuant to the Articles.

Notice of any such suspension will be given to applicants for Shares and applications made or pending during such suspension will be rejected.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, activities which may adversely affect the interests of the Company's Shareholders (for example, activities that disrupt the Funds' investment strategies or impact expenses for the Company) are not permitted. The Management Company may, in its discretion, if it deems such activities adversely affect the interests of the Company's Shareholders, take action as appropriate to deter such activities.

Payment Procedure

Applicants for any Shares must make payment in the relevant Base Currency. Unless prior arrangements have been made, applicants must make payment in cleared funds to be received by the Settlement Date for the relevant Dealing Day in order to receive the Net Asset Value per Share and, if applicable, the Stable NAV applicable to that Dealing Day.

If timely settlement is not made (or a completed Application Form is not received for an initial subscription), at the discretion of the Management Company (a) the relevant allotment of Shares may be cancelled and the applicant may be required to compensate the Company for any resulting cost or expense or (b) the Management Company may charge the applicant interest at a reasonable rate or (c) the applicant may be required to compensate the Company for any loss suffered by it and such compensation may be, for example, deducted from dividends payable to the applicant in relation to the Shares allotted to him. If payment is received in respect of any application after the Settlement Date, the Management Company may at its discretion consider the application as being an application for the number of Shares which can be purchased or subscribed with such payment on the next Dealing Day.

The Management Company may at its discretion issue Shares in consideration for a contribution in kind of securities, provided such contribution is in compliance with the investment policies and restrictions of the relevant Fund and in compliance with any conditions set forth by Luxembourg law. The transaction costs incurred in connection with the acceptance by the Management Company of an in kind subscription will be borne directly by the incoming Shareholder. The investments forming the in kind subscription will be valued in accordance with the valuation rules described below and the requirements of Luxembourg law (including the valuation of assets by the auditors of the Company). The value so determined, together with the Net Asset Value per Share and, if applicable, the Stable NAV calculated for the Shares concerned in the relevant Fund, will determine the number of Shares to be issued to the incoming Shareholder. The purpose of the foregoing policy is to ensure that the existing Shareholders in a Fund do not bear the transaction costs of acquiring additional assets for an incoming Shareholder.

Key Investor Information Document

The Management Company or any appointed sub-distributors must provide to the applying investor, the current Key Investor Information Document in good time before the investor's proposed investment.

Transfer of Shares

A Shareholder may transfer Shares to one or more other persons, provided that all Shares have been paid in full with cleared funds and each transferee meets the qualifications of an investor in the relevant Class of Shares.

In order to transfer Shares, the Shareholder must notify the Administrator of the proposed date and the number of Shares transferred. The Administrator will only recognise a transfer with a future date. In addition, each transferee must complete an Application Form before its request be accepted.

The Shareholder should send its notice and each completed Application Form to the Administrator.

The Administrator may request a transferee to provide additional information to substantiate any representation made by the transferee in its application. Any application that has not been completed to the satisfaction of the Administrator will be rejected.

The Administrator will not effectuate any transfer until it is satisfied with the form of notice and has accepted each transferee's subscription application.

Any Shareholder transferring Shares and each transferee, jointly and severally, agree to hold the Company and each of its directors, employees and agents harmless with respect to any loss suffered by any one or more of them in connection with the transfer.

Redemption of Shares

Shareholders wishing to have all or some of their Shares redeemed by the Company may make an application for redemption by electronic or other means to the Administrator, provided that (i) in the case of redemption requests by fax, telephone or by electronic means, payment shall be made to the account on record (any changes to the account on record may only be made upon receipt of original written instructions) and (ii) in the case of redemption requests by telephone, an original Redemption Form has been received and the Shareholder has requested this facility.

Applications must include details of the name of the Fund, Class of Shares, the quantity of Shares or the amount the Shareholder wishes to be redeemed, the Shareholder's details, the Shareholder's account number and any other information required by the Redemption Form. Failure to provide any of this information may result in delay of the application for redemption whilst verification (which may be requested in writing) is sought from the Shareholder.
Applications for redemption will be considered binding and irrevocable by the Management Company. Written confirmation may be required by the Management Company and must be duly signed by all registered holders, unless in the case of joint registered holders, each such holder has sole signing authority.

Stable NAV Shares

Application for redemption of Stable NAV Shares, except the (+1) Stable NAV Shares, received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day unless otherwise requested by an investor based on the Stable NAV of the relevant Class calculated on the previous Business Day. For the (+1) Stable NAV Shares, applications for redemption received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day unless otherwise requested by an investor, based on the Stable NAV per Share calculated on that Business Day.

By derogation, in exceptional situations or, if the Management Company considers it is in the best interests of the Shareholders, applications for redemption of the relevant Stable NAV Shares received by the Administrator on such a Dealing Day before the relevant Dealing Deadline will be processed based on the Net Asset Value per Share calculated on that Dealing Day.

Exceptional situations as described above include circumstances where:

(i) the Stable NAV of the relevant Class on a Dealing Day, and/or the previous Business Day, cannot be calculated using the amortised cost method of valuation, as detailed under section "*DETERMINATION OF THE NET ASSET VALUE*;

(ii) for LVNAV Money Market Funds, the relevant Stable NAV deviates by more than 20 basis points from the relevant Net Asset Value per Share on a Dealing Day; or

(iii) after an event as described in ii) has ceased, the Management Company has decided that redemption for such Stable NAV Shares will not be processed based on the Stable NAV for a determined or undetermined period until the Management Company considers that an event such as described in (ii) is unlikely to occur again.

Stable NAV Shares will be redeemed at a price corresponding to the Stable NAV of the relevant Class or, if not applicable due to (but not limited to) exceptional situations as described above, at a price corresponding to the Net Asset Value per Share of the relevant Class. Redemption prices as well as the difference between the relevant Stable NAV and Net Asset Value per Share will be published at: www.morganstanley.com/liquidity.

NAV Shares

Applications for redemption of NAV Shares received by the Administrator on any Dealing Day before the relevant Dealing Deadline will be processed on that Dealing Day, unless otherwise requested by an investor, based on the Net Asset Value per Share of the relevant Class calculated on that Dealing Day.

In respect of the Funds having two Valuation Points, (i) where applications for redemption of Shares are received by the Administrator on a Dealing Day before the first Dealing Deadline, the Valuation Point will be the first Valuation Point on that Dealing Day, and (ii) where applications for redemption of Shares are received by the Administrator on a Dealing Day after the first Dealing Deadline and before the second Dealing Deadline, the Valuation Point will be the second Valuation Point on that Dealing Day.

NAV Shares will be redeemed at a price corresponding to the Net Asset Value per Share of the relevant Class and will be published on a daily basis at: www.morganstanley.com/liquidity.

General Provisions

Applications received after the relevant Dealing Deadline on the relevant Dealing Day may at the discretion of the Management Company, provided that equal treatment of Shareholders is ensured, be processed on that Dealing Day or processed on the next Dealing Day. The Management Company may not be able to exercise this discretion in all circumstances, for example where applications for Shares are made via dealing platforms or other electronic means. In such cases, applications received after the Dealing Deadline may be rejected. Shareholders making applications for redemption via dealing platforms or other electronic means are reminded that they must refer to the provider of the dealing platform or electronic means for the procedures that apply to such trading arrangements. Different procedures and time limits (which may be earlier than those set out in this Prospectus) may apply if applications for Share redemptions are made through a sub-distributor. Applicants should note that they may be unable to redeem Shares through a sub-distributor on days that such sub-distributor is not open for business.

The applicant will be notified of the redemption proceeds as soon as reasonably practicable after confirmation of the relevant Stable NAV or, as the case may be, determination of the relevant Net Asset Value per Share. Shareholders are reminded that the redemption proceeds can be higher or lower than the initial subscription amount.

Generally payment for redeemed Shares will be effected on the same Business Day or the following Business Day on which the redemption request is received depending on the type of Shares redeemed, subject to the below section "*LIQUIDITY MANAGEMENT*". Such redemption proceeds will be paid in the relevant Base Currency. The details in relation to Settlement Dates are fully disclosed under "*B. FUND PARTICULARS*". In the interests of the remaining Shareholders, the Management Company reserves the right to delay payment for up to ten (10) Business Days after the relevant Dealing Day, if market conditions are unfavourable, or if same day payment is impractical or could have an adverse impact on the relevant Fund. Using the US Dollar Liquidity Fund as an example, on any day that the Bond Market Association in the United States recommends that the bond markets close early, payments may be postponed with respect to redemption applications received subsequent to the recommended closing time.

In the event that a shareholder makes an application to redeem unsettled shares, the Management Company may exercise its powers to amend outstanding subscription and redemption requests, where appropriate, in order to facilitate the net effect of the requested transactions and avoid any shortfall at the level of the Fund.

Whilst recognising that Shareholders may have legitimate needs to adjust their investments from time to time, activities which may adversely affect the interests of the Company's Shareholders (for example, activities that disrupt the Funds' investment strategies or impact expenses for the Company) are not permitted. The Management Company may, in their discretion, if it deems such activities adversely affect the interests of the Company's Shareholders, take any action as appropriate to deter such activities.

Limits on Redemption

Shareholders may ask for redemption of all or part of their Shares of any Class. However, the Management Company is not bound to comply with a request for redemption of Shares if such request relates to a part of a holding of Shares having a value of less than US$10,000 (or the equivalent in the Base Currency of the relevant Fund). In addition, a request for redemption of Shares will be treated as a request for the redemption of a Shareholder's entire holding if after redemption the holder would be left with a balance of Shares having a value of less than the Minimum Holding for that Class.

In addition, the Management Company may redeem all of a Shareholder's Shares if it appears on a given Dealing Day that the number of Shares held by such Shareholder has fallen below the Minimum Holding for the relevant Class of Shares.

Temporary Suspension of Redemption

The right of any Shareholder to require redemption of the Shares of any Class will be suspended during any period when the calculation of the Net Asset Value per Share as well as, if any, the Stable NAV of the relevant Class is suspended by the Directors pursuant to the powers set out under sub-section "*Temporary Suspension of Calculation of the Net* Asset Value". Notice of such suspension period will be given to any Shareholder tendering Shares for redemption. The Shares in question will be redeemed on the first Dealing Day following the end of the suspension period.

If a period of suspension lasts for more than one (1) calendar month after the date of an application for redemption, the application may be cancelled by the Shareholder by notice in writing to the Management Company or the Administrator provided that the notice is received by the Management Company or the Administrator prior to the relevant Dealing Deadline on the last Business Day of the suspension period.

Compulsory Redemption

The Management Company may immediately redeem some or all of a Shareholder's Shares if it believes that:

- the Shareholder has made any misrepresentation as to his or her qualifications to be a Shareholder;

- the Shareholder's continued presence as a Shareholder of the Company would cause harm to the Company or the interests of other Shareholders of the Company;

- the Shareholder's continued presence as a Shareholder would result in a breach of any law or regulation, whether Luxembourg or foreign, by the Company; or

- if it shall come to the attention of the Company or the Management Company that Shares are beneficially owned by or on behalf of a Prohibited Person.

In addition, the Board of Directors has delegated to the Management Company the power at any time to compulsorily redeem equally such number of Shares held by each Shareholder in the relevant Share Class in a Fund as required to satisfy any fees (including fees payable to the Investment Adviser), costs or expenses owed or payable by any Shareholder of that Share Class with the proceeds of such redemption being retained by the relevant Fund.

The Board of Directors may decide to terminate a Fund or a Class following the procedure detailed under "*DISSOLUTION AND LIQUIDATION OF THE COMPANY, ANY FUND OR ANY CLASS OF SHARES*" if it appears on a given Dealing Day that the Net Asset Value of such Fund or Class has decreased to an amount below US$25,000,000 (or the equivalent in the Base Currency of the relevant Fund).

Exchange of Shares

Shareholders will be able to apply to exchange on any Dealing Day all or part of their holding of Shares of any Class of a Fund (the "**Original Class**") for Shares of the same Class in a different Fund which is being offered at that time (the "**New Class**") by giving notice to the Administrator on behalf of the Management Company on or prior to the Dealing Deadline for the relevant Valuation Point, provided that equal treatment of Shareholders is ensured and provided further that all the criteria for applying for Shares in the New Class have been met. The Management Company may however, in its sole discretion, agree to accept requests for exchange received after that time provided they are received prior to the relevant Valuation Point. The Management Company may not be able to exercise this discretion in all circumstances, for example where requests for exchange of Shares are made via dealing platforms or other electronic means. In such cases, requests for exchange received after the Dealing Deadline may be rejected. Shareholders making requests for exchange via dealing platforms or other electronic means are reminded that they must refer to the provider of the dealing platform or electronic means for the procedures that apply to such trading arrangements.

The general provisions and procedures relating to redemptions will apply equally to exchanges. All exchanges will be treated as redemption of the Shares of the Original Class and application of the net proceeds to the purchase of Shares of the New Class, based upon the then current issue and redemption prices of Shares in each Fund. The Articles allow for an exchange fee of up to 3% of the total redemption price of the Shares of the Original Class redeemed to be charged, and the Management Company, in its sole discretion, reserves the right to impose such fee within this limit as shall be set out in "*B. FUND PARTICULARS*" in respect of each Fund.

The number of Shares of the New Class to be issued will be calculated in accordance with the following formula:

$$A = (BxCxD)/E$$

where:

A is the number of Shares to be allocated in the New Class;
B is the number of Shares of the Original Class to be converted;

C is the Net Asset Value per Share or, if applicable, Stable NAV of the Original Class on the relevant Valuation Day;

D is the actual rate of exchange on the day concerned in respect of the Base Currency of the Fund of the original Class and the Base Currency of the Fund of the New Class;

E is the Net Asset Value per Share or, if applicable, Stable NAV of the New Class on the relevant Valuation Day.

Shares may not be exchanged for Shares in a different Fund during any period when the calculation of the Net Asset Value of either of the relevant Funds is suspended in the manner described under "*Temporary Suspension of Calculation of the Net Asset Value*" below. Applicants for exchange of Shares will be notified of such postponement and, unless withdrawn, their applications will be considered as at the next Dealing Day following the ending of such suspension.

When requesting the exchange of Shares as an initial investment in a Fund, Shareholders should ensure that the value of the Shares exchanged is equal to or exceeds the Minimum Initial Subscription for the relevant New Class specified in "*B. FUND PARTICULARS*" for the Fund in question. In the case of an exchange of a partial holding only, the value of the remaining holding must also be at least equal to the Minimum Holding for the Original Class.

DETERMINATION OF THE NET ASSET VALUE

Day of Calculation

The Management Company calculates the Net Asset Value of each Class of Shares on the Valuation Point for each Business Day.

Publication of the Net Asset Value of each Class of Shares is made on the following website www.morganstanley.com/liquidity.

Method of Calculation

Valuation of the assets of the Company

The Articles provide for the method of valuation of the assets and liabilities of each Fund.

The Company's investments shall be valued on each Business Day using the Mark-to-Market Method. Where the use of the Mark-to-Market Method is not relevant or possible, the Company values the relevant assets of each Fund conservatively by using the Mark-to-Model Method.

For a Fund qualifying as a Public Debt CNAV Money Market Fund, in addition of the valuation made by using the Mark-to-Market Method or, as the case may be, the Mark-to-Model Method, the Company will value the assets using the amortised cost method valuation, whereby investments are valued at their acquisition cost as adjusted for amortisation of premium or accretion of discount rather than at current market value.

For a Fund qualifying as an LVNAV Money Market Fund, in addition to the valuation made by using the Mark-to-Market Method or, as the case may be, the Mark-to-Model Method, the Company will value the assets using the amortised cost method valuation provided that the following requirements are met:

- the relevant assets of the LVNAV Money Market Fund have a residual maturity of up to seventy-five (75) days; and

- the price of each relevant asset calculated in accordance with the Mark-to-Market Method or, as the case may be, the Mark-to-Model Method does not deviate from the price of such asset calculated in accordance with the amortised cost method valuation by more than 10 basis points.

The Board of Directors shall decide the method of valuation of the relevant investment, provided that the method of valuation complies with the requirements applied when using the Mark-to-Market Method or the Mark-to-Model Method. The Management Company may adjust the value of any investment if taking into account currency, marketability and/or such other considerations as they may deem relevant (such as, applicable rate of interest, anticipated rate of dividend, maturity or liquidity) if they consider that such adjustment is required to reflect the fair value thereof.

Subject to the above and without prejudice to the requirements applied when using the Mark-to-Market Method or the Mark-to-Model Method:

- Deposits and ancillary liquid assets will be valued at their face value plus interest accrued, where applicable.
- The value of any prepaid expenses, cash dividends and interest declared or accrued and not yet received as at a Valuation Point shall be deemed to be at face value unless the Management Company is of the opinion that it is unlikely to be paid or received in full. In which case the value thereof shall be arrived at after making such discount as the Management Company may consider appropriate.
- The value of any demand notes, promissory notes and accounts receivable shall be deemed to be the face value or full amount thereof after making such discount as the Management Company may consider appropriate to reflect the true current value thereof as at any Valuation Point.
- Certificates of deposit, treasury bills, bank acceptances, trade bills and other negotiable instruments shall be valued at the closing price, or if unavailable, the last known market price for such certificates of deposit, treasury bills, bank acceptances, trade bills and other negotiable instruments.
- The valuation of units or shares or other similar participations in Money Market Funds shall be the last available net asset value per unit or share or other relevant participation as at the relevant Valuation Point or, if bid and offer price are published, at the last bid price.

Calculation of the Net Asset Value

The Management Company calculates the Net Asset Value as the difference between the sum of all the relevant assets valued in accordance with Mark-to-Market Method, Mark-to-Model Method, or both, as the case may be, and the sum of all the relevant liabilities.

Realised gains and losses attributable to each Fund may be spread over a period of time, in accordance with procedures approved by the Board of Directors.

Calculation of the Net Asset Value per Share

The Net Asset Value per Share of each Class in a Fund is calculated by (i) determining that portion of the Net Asset Value of the Fund which is attributable to the relevant Class, (ii) dividing this sum by the total number of Shares of the relevant Class in issue at the relevant Valuation Point, and (iii) rounding the resulting amount to (*x*) three decimal places for Distributing Shares of the US Dollar Ultra Short Income Fund, (y) four decimal places for Distributing Shares, Accumulation D Shares, Qualified Accumulation Shares of the US Dollar Ultra Short Income Fund and Qualified A Accumulation Shares of the US Dollar Ultra Short Income Fund and (*z*) to six decimal places for the other Accumulation Shares. This is to ensure that the calculation of the Net Asset Value per Share of each of the Distributing Share Classes, Accumulation D Share Classes and the other Accumulation Share Classes is done in such a manner as to treat each Shareholder consistently. If a Fund has more than one Class of Shares, additional fees may be charged against certain Classes, and details of such fees will be set forth under "*B. FUND PARTICULARS*" for the relevant Fund. This may result in the Net Asset

Value per Share of each Class being different. The Valuation Point for each Fund is set out under "*B. FUND PARTICULARS*".

Calculation of the Stable NAV

The Management Company calculates the Stable NAV as the difference between the sum of all the relevant assets valued in accordance with the amortised cost method, and the sum of all the relevant liabilities.

Realised gains and losses attributable to each Fund may be spread over a period of time, in accordance with procedures approved by the Board of Directors.

Calculation of a Stable NAV per Share

The Stable NAV per Share for each Class within a Public Debt CNAV Money Market Fund or a LVNAV Money Market Fund is calculated by (i) determining that portion of the Stable NAV of the Fund which is attributable to the relevant Class, (ii) dividing this sum by the total number of Shares of the relevant Class in issue at the relevant Valuation Point, and (iii) rounding the resulting amount to (*x*) two decimal places for Distributing Shares, (*y*) to four decimal places for Accumulation D Shares and (*z*) to six decimal places for the other Accumulation Shares. This is to ensure that the calculation of the Stable NAV per Share of each of the Distributing Share Classes, Accumulation D Share Classes and the other Accumulation Share Classes is done in such a manner as to treat each Shareholder consistently.

The Administrator shall at least daily determine and publish the extent to which the Stable NAV per Share of each Class of Stable NAV Shares deviates from the Net Asset Value per Share of such Class.

For LVNAV Money Market Funds, a Stable NAV per Share may only be applied for subscription and/or redemption if such Stable NAV, including part of the assets valued in accordance with Mark-to-Market Method or Mark-to-Model Method, does not deviate by more than 20 basis points from the relevant Net Asset Value. Should the deviation exceed these 20 basis points, the issues and redemptions shall be undertaken at a price equal to the Net Asset Value per Share with no obligation to revert back to a Stable NAV per Share once the deviation falls back under 20 basis points.

If a Fund has more than one Class of Shares, additional fees may be charged against certain Classes, and details of such fees will be set forth under "*B. FUND PARTICULARS*" for the relevant Fund. Accumulation Shares and Accumulation D Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. This may result in the Stable NAV per Share of each Class being different. The Valuation Point for each Fund and the application of a Stable NAV per Share for a Class are specified in the relevant "*B. FUND PARTICULARS*".

Issue price

Whether the Shares are issued at a Net Asset Value per Share or at a Stable NAV, the Management Company may, in calculating the issue price, include a charge sufficient to cover

stamp duties and taxation (if any) in respect of the issue of Shares of that Class. The Management Company may also add a charge in respect of fiscal and purchase charges. Applicants may also be charged a Preliminary Charge as specified for each Fund in "*B. FUND PARTICULARS*".

Redemption price

Whether the Shares are redeemed at a Net Asset Value per Share or at Stable NAV, and in addition to redemption fees which may be charged to Shareholders in accordance with paragraph "*Liquidity Measures*" under section "*Liquidity Procedure*" below, the Management Company may, in calculating the redemption price, deduct a charge in respect of fiscal and sales charges in respect of Shares in that Class. The Management Company may, in calculating the redemption price, deduct such sum as the Board of Directors considers fair in respect of redemption requests which necessitate the need for the breaking of deposits at a penalty or the realisation of investments at a discount. Applicants may also be charged a redemption charge as specified for each Fund under "*B. FUND PARTICULARS*".

Temporary Suspension of Calculation of the Net Asset Value

The Company may at any time temporarily suspend the calculation of the Net Asset Value, as well as, if any, the Stable NAV of any Fund and the right of Shareholders to require subscription or the redemption or exchange of Shares of any Class during:

(i) any period when any of the principal markets or stock exchanges on which a substantial part of the investments of the relevant Fund are quoted is closed, otherwise than for ordinary holidays, or during which dealings therein are restricted or suspended;

(ii) any period when, as a result of political, economic, military or monetary events or any circumstances outside the control, responsibility and power of the Board of Directors, disposal or valuation of investments of the relevant Fund is not reasonably practicable without this being seriously detrimental to the interests of Shareholders of the relevant Fund or if, in the opinion of the Board of Directors, the Net Asset Value of the Fund cannot fairly be calculated;

(iii) any breakdown in the means of communication normally employed in determining the price of any of the relevant Fund's investments and other assets or when for any other reason the current prices on any market or stock exchange of any assets of the relevant Fund cannot be promptly and accurately ascertained;

(iv) any period during which the Company is unable to repatriate funds required for the purpose of making payments due on redemption of Shares of any Class in the relevant Fund or during which the transfer of funds involved in the acquisition or realisation of investments or payments due on redemption of Shares cannot, in the opinion of the Board of Directors, be effected at normal prices or normal rates of exchange;

(v) during any period where in the opinion of the Board of Directors such suspension is justified having regard to the interests of the Company;

(vi) following the circulation to the relevant Shareholders of a notice of a general meeting at which a resolution proposing to wind-up the Company, terminate or merge the relevant Fund is to be considered; or

(vii) following a decision to merge, liquidate or dissolve the Company or any of its Funds or upon the order of the Luxembourg Regulatory Authority.

The Company will, whenever possible, take reasonable steps to bring any period of suspension to an end as soon as possible.

Shareholders who have requested the issue or redemption of Shares of any Class or exchange of Shares of one Fund for another will be notified of any such suspension in such manner as may be directed by the Board of Directors and their requests will be dealt with on the first Dealing Day after the suspension is lifted. Any such suspension shall be notified immediately and in any event within the same business day, to the Luxembourg Regulatory Authority.

When exceptional circumstances might adversely affect Shareholders' interests or in the case that significant requests for subscription, redemption or exchange are received, the Board of Directors reserves the right to set the value of Shares in one or more Funds only after having sold the necessary securities, as soon as possible, on behalf of the Fund(s) concerned. In this case, subscriptions, redemptions and exchanges that are simultaneously in the process of execution will be treated on the basis of a single Net Asset Value per Share in order to ensure that all Shareholders having presented requests for subscription, redemption or exchange are treated equally.

LIQUIDITY MANAGEMENT

Liquidity Procedure

To abide by the requirements of MMF Regulation and consistently apply prudent and rigorous liquidity management procedures for ensuring compliance with daily and weekly liquidity thresholds applicable to LVNAV, CNAV and VNAV Money Market Funds and support the ability to provide intra-day liquidity to clients, the Management Company has implemented a liquidity management procedure approved by the board of the Company pursuant to which precautionary measures and liquidity management measures may be applied (the "**Liquidity Procedure"**).

The Liquidity Procedure takes into account various factors in order for the Company to properly prevent or manage a liquidity event, such as the content of its portfolio, the anticipation of the effect of concurrent redemptions by several Shareholders and the profile of the Shareholders within each Fund.

A "**Liquidity Event**" is when, only in respect of a Fund which qualifies as a CNAV Money Market Fund or as a LVNAV Money Market Fund:

i) the proportion of Weekly Maturing Assets falls below 30%, of the total assets of the relevant Fund and the net daily redemptions on a single Business Day exceed 10% of total assets (a "**Liquidity Event 1**"), or
ii) the proportion of Weekly Liquid Assets falls below 10% of its total assets (a "**Liquidity Event 2**").

In this respect, the Liquidity Procedure establishes the following processes and measures:

1. **Internal Monitoring**

Pursuant to the Liquidity Procedure the risk team of the Management Company will assess the level of Weekly Liquid Assets within each Fund's portfolio in order to prevent a Liquidity Event, or to evaluate a Liquidity Event that occurred and continues.

The risk team shall further:

- determine into a report the level of risk taking into accounts several factors such as market volatility, credit or liquidity metrics and others relevant factors;
- alert, in case of a risk of Liquidity Event, when risk is determined to be low, by way of notification the internal control groups of the relevant Fund as well as the team dedicated to the liquidity business within the Management Company (the "**Liquidity Team**"). In case of a higher risk of Liquidity Event or when a Liquidity Event has occurred, the Liquidity Event Committee (as defined below) shall also be alerted.

When required by the Liquidity Procedure, whenever a Liquidity Event is notified, the Liquidity Team shall collaborate and promptly prepare a "**Liquidity Risk Report**" providing for all relevant information and analyses in respect of the relevant Liquidity Event and proposing appropriate course of action and/or liquidity measures to be taken to the Board of Directors. The Liquidity Risk Report shall be promptly submitted to a specific *ad hoc*

committee, composed of members of different teams involved in the management of the Company (such as the risk management team, the Portfolio Managers, the compliance team and the legal team) (the "**Liquidity Event Committee**").

2. **Liquidity Event Committee**

The Liquidity Event Committee shall review the Liquidity Risk Report and shall, depending on the Liquidity Event and the Liquidity Procedure:

i. agree to the action plan and/or recommendations contained in the Liquidity Risk Report;
ii. submit such action plan and/or recommendations to the Board of Directors, either for acknowledgement or execution; and
iii. if applicable, prepare information for Shareholders and third parties on such execution.

3. **Liquidity Measures**

With all the information and analyses gathered, the Board of Directors undertakes a documented assessment of the situation to determine the appropriate course of action having regard to the interests of the Shareholders.

In the event that a Liquidity Event 1 has occurred, the Board of Directors shall decide whether to apply one or more of the following measures:

- liquidity fees on redemptions that adequately reflect the cost to the relevant Fund of achieving liquidity and ensure that Shareholders who remain in such Fund are not unfairly disadvantaged when other Shareholders redeem their Shares during this period;
- redemption gates that limit the amount of Shares or units to be redeemed on any one (1) Business Day to a maximum of 10% of the Shares in the relevant Fund for any period up to fifteen (15) Business Days;
- suspension of redemptions for any period up to fifteen (15) Business Days; or
- take no immediate action other than adopt as a priority objective the correction of that situation,

In the event that a Liquidity Event 2 has occurred, the Board of Directors shall apply one or more of the following measures and document the reasons for its choice:

- liquidity fees on redemptions that adequately reflect the cost to the relevant Fund of achieving liquidity and ensure that Shareholders who remain in such Fund are not unfairly disadvantaged when other Shareholders redeem their Shares during this period; or
- a suspension of redemptions for a period of up to fifteen (15) Business Days.

Liquidity fees that the Board of Directors may impose in case of a Liquidity Event, may not exceed 2% of the amount redeemed and/or a redemption gate that temporarily suspends the right of redemption. The liquidity fee or redemption gate may be imposed at any point during the applicable Business Day, generally at the subsequent Valuation Point of the Fund following the determination of the Board of Directors.

When, within a period of ninety (90) days, the total duration of the suspensions exceeds fifteen (15) days, the relevant Fund shall automatically cease to be a "Public Debt CNAV MMF" or, as applicable, a "LVNAV MMF" under the MMF Regulation.

After the Board of Directors has determined its course of action with regard to the above, it shall promptly provide details of its decision to the Luxembourg Regulatory Authority.

The Management Company may modify the liquidity management procedure in the interests of the Shareholders subject to comply at any time with Article 34 of the MMF Regulation.

Liquidity Management Measures Related to the Application(s) for Redemption

If an application for redemption is received in respect of any one Dealing Day (the "**First Dealing Day**") which either singly or when aggregated with other applications equates to more than 10% of the Net Asset Value of any one Fund, the Directors reserve the right in their sole and absolute discretion (and in the interests of the remaining Shareholders) to scale down pro-rata each application so that no more than 10% of the Net Asset Value of the relevant Fund shall be redeemed on the First Dealing Day. To the extent that any application for redemption is not fulfilled on the First Dealing day by virtue of the exercise of the power to pro-rate applications, the remaining balance shall be treated as if a further request had been made by the Shareholder in respect of the next Dealing Day and, if necessary, subsequent Dealing Days, until such application shall have been satisfied in full (the "**Deferred Application**"**)**. With respect to any Deferred Application, to the extent that additional applications are received the following Dealing Days, such Deferred Application and additional applications relating to following Dealing Days shall be dealt with equally and as set out previously.

Alternatively the Management Company in its sole and absolute discretion may request such Shareholder to accept a payment in whole or in part by way of an in-kind distribution of securities of the relevant Fund in lieu of cash, provided that such in-kind distribution may only be made with the consent of such Shareholder and in compliance with any conditions set forth by Luxembourg law, in particular the obligation to deliver a valuation report from the Auditor of the Company (*réviseur d'entreprises agréé*) which shall be available for inspection. In the event that the Shareholder does not agree to in-kind distribution (in whole or in part) and requests the Management Company to sell the assets, the Management Company must do so (subject to that Shareholder being charged such costs incurred by the Company in relation to the sale of such assets). Shareholders who receive securities in lieu of cash upon redemption should note that they may incur brokerage and/or local tax charges on the sale of the securities. In addition, the net proceeds from the sale by the redeeming Shareholder of the securities may be more or less than the redemption price due to market conditions and/or the difference between the prices used to calculate the relevant Net Asset Value per Share or, if applicable, Stable NAV.

TAXATION

The following information is of a general nature only and is based on the Company's understanding of certain aspects of the laws and practices in force in Luxembourg as of the date of this prospectus. It does not purport to be a comprehensive description of all tax considerations that may be relevant to an investment decision. It is included herein solely for preliminary information purposes. It is not intended to be, nor should it be construed to be, legal or tax advice. It is a description of the essential material Luxembourg tax consequences with respect to the subscribing for, purchasing, owning and disposing of Shares and may not include tax considerations that arise from rules of general application or that are generally assumed to be known to investors. This summary is based on the laws in force in Luxembourg on the date of this prospectus and is subject to any changes in law that may take effect after such date, even with retroactive or retrospective effect.

Prospective investors should consult their own professional advisors as to the particular consequences of subscribing for, purchasing, owning and disposing of Shares, including the application and effect of any federal, state or local taxes under the tax laws of Luxembourg and their countries of citizenship, residence, domicile or incorporation.

Investors should be aware that the residence concept used under the respective headings below applies for Luxembourg income tax assessment purposes only. Any reference in the present section to a tax, duty, levy, impost or other charge or withholding of a similar nature refers to Luxembourg tax law and/or concepts only. Also, please note that a reference to Luxembourg income tax generally encompasses corporate income tax (*impôt sur le revenu des collectivités*), municipal business tax (*impôt commercial communal*), the solidarity surcharge (*contribution au fonds pour l'emploi*), as well as personal income tax (*impôt sur le revenu des personnes physiques*). Corporate taxpayers may further be subject to net wealth tax (*impôt sur la fortune*) as well as other duties, levies or taxes. Corporate income tax, municipal business tax, net wealth tax and the solidarity surcharge apply to most corporate taxpayers that are resident in Luxembourg for tax purposes. Individual taxpayers are generally subject to personal income tax and the solidarity surcharge. Under certain circumstances, where an individual taxpayer acts in the course of the management of a professional or business undertaking, municipal business tax may apply as well.

Taxation of the Company

Income and net wealth taxes

Under current Luxembourg tax law, the Company is neither subject to corporate income tax and municipal business tax (including the solidarity surcharge) nor net wealth tax (including the minimum net wealth tax) in Luxembourg.

Subscription tax

The Company is as a rule subject in Luxembourg to a subscription tax (*taxe d'abonnement*) of 0.05% *per annum*, such tax being payable quarterly. The taxable base for the subscription tax is the aggregate net assets of the Company valued on the last day of each quarter of the calendar year.

However, the rate is reduced to 0.01% *per annum* for:

- UCIs and individual compartments of umbrella UCIs that are authorised as money market funds in accordance with the MMF Regulation; and

- individual compartments of UCIs with multiple compartments subject to the Law and individual classes of securities issued within a UCI or within a compartment of a UCI with multiple compartments, provided that the securities of these compartments or classes are reserved for one or more institutional investors.

Under certain conditions, reduced rates ranging from 0.04% to 0.01% may also be available for the portion of the net assets of a UCI or of an individual compartment of a UCI with multiple compartments that are invested in sustainable economic activities (as defined in Article 3 of the Taxonomy Regulation).

Further, the following are exempt from the subscription tax:

- the value of the assets represented by units held in other UCIs provided that these units have already been subject to the subscription tax provided for by Article 174 of the Law or Article 68 of the amended law of 13 February 2007 on specialised investment funds or Article 46 of the amended law of 23 July 2016 on reserved alternative investment funds.

- UCIs as well as individual compartments of UCIs with multiple compartments (i) whose securities are reserved for institutional investors, and (ii) that are authorised as short-term money market funds in accordance with the MMF Regulation, and (iii) that have obtained the highest possible rating from a recognised rating agency.

  If several classes of securities exist within the UCI or the compartment, the exemption only applies to classes whose securities are reserved for institutional investors.

- UCIs whose securities are reserved for (i) institutions for occupational retirement provision or similar investment vehicles set up at the initiative of on one or several employers for the benefit of their employees, (ii) companies of one or more employers investing the funds they hold, to provide retirement benefits to their employees, and (iii) investors in the context of a pan-European Personal Pension Product established under Regulation (EU) 2019/1238 of the European Parliament and of the Council of 20 June 2019 on a pan-European Personal Pension Product (PEPP).

- If there are several classes of securities within the UCI or compartment, the exemption applies only to those classes whose securities are reserved for these investors.

- UCIs as well as individual compartments of UCIs with multiple compartments whose main objective is the investment in microfinance institutions.

- UCIs as well as individual compartments of UCIs with multiple compartments (i) whose securities are listed or traded on at least one stock exchange or another regulated market operating regularly, recognised and open to the public, and (ii) whose sole objective is to replicate the performance of one or more indices.

- If several classes of securities exist within the UCI or the compartment, the exemption only applies to classes fulfilling the condition sub-point (i).

- UCIs and individual compartments of UCIs with multiple compartments which are approved as European long-term investment funds in accordance with Regulation (EU) 2015/760 of the European Parliament and of the Council of 29 April 2015 on European long-term investment funds.

- UCITS as well as individual compartments of UCITS with multiple compartments whose units or shares are traded throughout the day on at least one regulated market or multilateral trading facility and with at least one market maker which takes action to ensure that the price of their units or shares does not significantly vary from their net asset value and, where applicable, their indicative net asset value.

  If there are several classes of units or shares within the UCITS or the compartment, the exemption applies only to those classes of units or shares referred to by this point.

The above-mentioned provisions apply *mutatis mutandis* to the individual compartments of a UCI with multiple compartments.

However, there can be no guarantee that the benefit of such exemption or reduced rate will be obtained or that, once obtained, it will continue to be available in the future.

Withholding tax

Under current Luxembourg tax law, there is no withholding tax on distributions and redemption payments made by the Company to its Shareholders. There is also no withholding tax on the distribution of liquidation proceeds to the Shareholders.

The Company may be however subject to withholding tax on dividends and interest payments and to tax on capital gains in the country of origin of its investments. As the Company itself is exempt from Luxembourg corporate income tax, withholding tax levied at source, if any, would normally be a final cost.

Whether the Company may benefit from a double tax treaty concluded by Luxembourg must be analysed on a case-by-case basis. Indeed, as the Company is structured as an investment company (as opposed to a mere co-ownership of assets), certain double tax treaties signed by Luxembourg may directly be applicable to the Company.

Value added tax

In Luxembourg, regulated investment funds such as the Company are considered as taxable persons for value added tax ("**VAT**") purposes without input VAT deduction right. A VAT

exemption applies in Luxembourg for services qualifying as fund management services. Other services supplied to the Company could potentially trigger VAT and require the VAT registration of the Company in Luxembourg. As a result of such VAT registration, the Company will be in a position to fulfil its duty to self-assess the VAT regarded as due in Luxembourg on taxable services (or goods to some extent) purchased from abroad.

No VAT liability arises in principle in Luxembourg in respect of any payments made by the Company to its Shareholders, to the extent that such payments are linked to their subscription for the Company's Shares and do therefore not constitute consideration received for taxable services supplied.

Other taxes

No stamp duty or other tax is generally payable in Luxembourg in connection with the issue of Shares against cash by the Company.

However, any amendment to the Articles of the Company is subject to a fixed registration duty of seventy-five Euros (EUR 75.-).

Foreign Account Tax Compliance Act (FATCA)

Capitalised terms used in this section should have the meaning as set forth in the FATCA Law, unless otherwise provided herein.

The Company may be subject to the so-called FATCA legislation, which generally requires reporting to the US Internal Revenue Service of non-US financial institutions that do not comply with FATCA and direct or indirect ownership by US persons of non-US entities. As part of the process of implementing FATCA, the US government has negotiated intergovernmental agreements with certain foreign jurisdictions, which are intended to streamline reporting and compliance requirements for entities established in such foreign jurisdictions and subject to FATCA.

Luxembourg has entered into a Model 1 Intergovernmental Agreement implemented by the FATCA Law, which requires Financial Institutions located in Luxembourg to report, when required, information on Financial Accounts held by Specified US Persons, if any, to the Luxembourg tax authorities (*administration des contributions directes*).

Under the terms of the FATCA Law, the Company is likely to be treated as a Luxembourg Reporting Financial Institution.

This status imposes on the Company the obligation to regularly obtain and verify information on all of its Shareholders. On the request of the Company, each Shareholder shall agree to provide certain information, including, in the case of a passive Non-Financial Foreign Entity ("**NFFE**"), information on the Controlling Persons of such NFFE, along with the required supporting documentation. Similarly, each Shareholder shall agree to actively provide to the Company within thirty (30) days any information that would affect its status, as for instance a new mailing address or a new residency address.

The FATCA Law may require the Company to disclose the names, addresses and taxpayer identification number (if available) of its Shareholders as well as information such as account balances, income and gross proceeds (non-exhaustive list) to the Luxembourg tax authorities for the purposes set out in the FATCA Law. Such information will be relayed by the Luxembourg tax authorities to the US Internal Revenue Service.

Shareholders qualifying as passive NFFEs undertake to inform their Controlling Person(s), if applicable, of the processing of their information by the Company.
Additionally, the Company is responsible for the processing of personal data and each Shareholder has a right to access the data communicated to the Luxembourg tax authorities and to correct such data (if necessary). Any data obtained by the Company is to be processed in accordance with the applicable data protection legislation.

Although the Company will attempt to satisfy any obligation imposed on it to avoid imposition of FATCA withholding tax, no assurance can be given that the Company will be able to satisfy these obligations. If the Company becomes subject to a withholding tax or penalties as result of the FATCA regime, the value of the Shares held by the Shareholders may suffer material losses. The failure for the Company to obtain such information from each Shareholder and to transmit it to the Luxembourg tax authorities may trigger the 30% withholding tax to be imposed on payments of US source income as well as penalties.

Any Shareholder that fails to comply with the Company's documentation requests may be charged with any taxes and/or penalties imposed on the Company as a result of such Shareholder's failure to provide the information and the Fund may, in its sole discretion, redeem the Shares of such Shareholder.

Shareholders who invest through intermediaries are reminded to check if and how their intermediaries will comply with this US withholding tax and reporting regime.

Shareholders should consult a US tax advisor or otherwise seek professional advice regarding the above requirements.

Common Reporting Standard (CRS)

Capitalised terms used in this section should have the meaning as set forth in the CRS Law, unless otherwise provided herein.

Under the terms of the CRS Law, the Company is likely to be treated as a Luxembourg Reporting Financial Institution.

As such, the Company is required to annually report to the Luxembourg tax administration personal and financial information related, *inter alia*, to the identification of, holdings by and payments made to (i) certain Shareholders qualifying as Reportable Persons and (ii) Controlling Person(s) of passive non-financial entities ("**NFEs**") which are themselves Reportable Persons. This information, as exhaustively set out in Annex I of the CRS Law (the "**CRS Information**"), will include personal data related to the Reportable Persons.

The Company's ability to satisfy its reporting obligations under the CRS Law will depend on each Shareholder providing the Company with the CRS Information, along with the required supporting documentary evidence. In this context, the Shareholders are hereby informed that, as data controller, the Company will process the CRS Information for the purposes as set out in the CRS Law.

Shareholders qualifying as passive NFEs undertake to inform their Controlling Person(s), if applicable, of the processing of their CRS Information by the Company.

Additionally, the Company is responsible for the processing of personal data and each Shareholder has a right to access the data communicated to the Luxembourg tax authorities and to correct such data (if necessary). Any data obtained by the Company are to be processed in accordance with the applicable data protection legislation.

The Shareholders are further informed that the CRS Information related to Reportable Persons will be disclosed to the Luxembourg tax administration annually for the purposes set out in the CRS Law. The Luxembourg tax administration will, under their own responsibility, eventually exchange the reported information to the competent authority of the Reportable Jurisdiction(s). In particular, Reportable Persons are informed that certain operations performed by them will be reported to them through the issuance of statements, and that part of this information will serve as a basis for the annual disclosure to the Luxembourg tax authorities.

Similarly, the Shareholders undertake to inform the Company within thirty (30) days of receipt of these statements should any included personal data not be accurate. The Shareholders further undertake to immediately inform the Company of, and provide the Company with all supporting documentary evidence of any changes related to the CRS Information after occurrence of such changes.

Although the Company will attempt to satisfy any obligation imposed on it to avoid any fines or penalties imposed by the CRS Law, no assurance can be given that the Company will be able to satisfy these obligations. If the Company becomes subject to a fine or penalty as a result of the CRS Law, the value of the Shares held by the Shareholders may suffer material losses.

Any Shareholder that fails to comply with the Company's CRS Information or documentation requests may be held liable for penalties imposed on the Company as a result of such Shareholder's failure to provide the CRS Information and the Company may, in its sole discretion, redeem the Shares of such Shareholder.

Taxation of the Shareholders

General considerations

It is expected that the Shareholders will be resident for tax purposes in different countries. Accordingly, no attempt is made in this prospectus to summarise the tax consequences for each Shareholder of subscribing for, purchasing, owning or disposing of Shares. These consequences will vary depending on the law and practice currently in force in the Shareholders' country of citizenship, residence, domicile or incorporation, as well as their personal circumstances. Shareholders that are residents or citizens of certain countries, which

have a tax legislation affecting foreign funds, may have a current liability to tax on undistributed income and gains of the Fund. Shareholders should consult their own professional advisors as to the particular consequences of subscribing for, purchasing, owning and disposing of Shares, including the application and effect of any federal, state or local taxes under the tax laws of Luxembourg and their countries of citizenship, residence, domicile or incorporation.

Luxembourg tax residency of the Shareholders

A Shareholder will not become resident (or be deemed resident), in Luxembourg by reason only of holding and/or disposing of the Shares or executing, performing and/or enforcing its rights thereto.

Luxembourg resident individual Shareholders

Dividends and other payments derived from the Shares by a resident individual Shareholder, who acts in the course of the management of either his/her private wealth or his/her professional/business activity, are subject to personal income tax at the ordinary progressive rates.

Capital gains realised upon the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her private wealth, are not subject to personal income tax, unless said capital gains qualify either as speculative gains or as gains on a substantial participation. Capital gains are deemed to be speculative and are thus subject to personal income tax at ordinary rates if the Shares are disposed of within six (6) months after their acquisition or if their disposal precedes their acquisition. A participation is deemed to be substantial where a resident individual Shareholder holds or has held, either alone or together with his/her spouse or partner and/or minor children, directly or indirectly at any time within the five (5) years preceding the disposal, more than ten percent (10%) of the Share capital of the Company whose Shares are being disposed of. A Shareholder is also deemed to alienate a substantial participation if he/she acquired free of charge, within the five (5) years preceding the transfer, a participation that was constituting a substantial participation in the hands of the alienator (or the alienators in case of successive transfers free of charge within the same five-year period). Capital gains realised on a substantial participation more than six (6) months after the acquisition thereof are taxed according to the half-global rate method (*i.e.* the average rate applicable to the total income is calculated according to progressive personal income tax rates and half of the average rate is applied to the capital gains realised on the substantial participation). A disposal may include a sale, an exchange, a contribution or any other kind of alienation of the participation.

Capital gains realised on the disposal of the Shares by a resident individual Shareholder, who acts in the course of the management of his/her professional/business activity, are subject to personal income tax at ordinary rates. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

Luxembourg resident corporate Shareholders

Luxembourg resident corporate Shareholders which are fully taxable companies must include any profits derived, as well as any gains realised on the sale, repurchase or redemption of Shares, in their taxable profits for Luxembourg income tax purposes. Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

Luxembourg resident Shareholders benefiting from a special tax regime

Shareholders which are Luxembourg resident companies benefiting from a special tax regime, such as (i) UCIs subject to the Law, (ii) specialised investment funds subject to the amended law of 13 February 2007, (iii) family wealth management companies subject to the amended law of 11 May 2007 or (iv) reserved alternative investment funds treated as a specialised investment fund for Luxembourg tax purposes and subject to the amended law of 23 July 2016 are income tax exempt entities in Luxembourg, and profits derived from the Shares are thus not subject to any Luxembourg income taxes.

Luxembourg non-resident Shareholders

A non-resident Shareholder, who has neither a permanent establishment nor a permanent representative in Luxembourg to which or to whom the Shares are attributable, is generally not liable to any Luxembourg income tax on income received and gains realised upon the sale, repurchase or redemption of the Shares.

A non-resident corporate Shareholder which has a permanent establishment or a permanent representative in Luxembourg to which or to whom the Shares are attributable, must include any income received, as well as any gain realised on the sale, repurchase or redemption of Shares, in its taxable income for Luxembourg income tax assessment purposes.

The same inclusion applies to an individual Shareholder, acting in the course of the management of a professional or business undertaking, who has a permanent establishment or a permanent representative in Luxembourg, to which or to whom the Shares are attributable.

Taxable gains are determined as being the difference between the sale, repurchase or redemption price and the lower of the cost or book value of the Shares sold or redeemed.

Net wealth tax

A Luxembourg resident Shareholder, or a non-resident Shareholder who has a permanent establishment or a permanent representative in Luxembourg to which or to whom the Shares are attributable, is subject to Luxembourg net wealth tax on such Shares, except if the Shareholder is (i) a resident or non-resident individual taxpayer, (ii) a UCI subject to the Law, (iii) a securitisation company subject to the amended law of 22 March 2004, (iv) a company subject to the amended law of 15 June 2004 on venture capital vehicles, (v) a specialised investment fund subject to the amended law of 13 February 2007, (vi) a family wealth management company subject to the amended law of 11 May 2007, (vii) a professional pension institution subject to the amended law of 13 July 2005 or (viii) a reserved alternative investment fund subject to the amended law of 23 July 2016.

However, (i) a securitisation company subject to the amended law of 22 March 2004, (ii) a tax-opaque venture capital company subject to the amended law of 15 June 2004, (iii) a professional pension institution subject to the amended law of 13 July 2005, and (iv) a tax-opaque reserved alternative investment fund treated as a venture capital vehicle for Luxembourg tax purposes and subject to the amended law of 23 July 2016 remain subject to the minimum net wealth tax in Luxembourg.

Other taxes

Under current Luxembourg tax law, where an individual Shareholder is resident in Luxembourg for inheritance tax purposes at the time of his/her death, the Shares are included in his or her taxable basis for inheritance tax purposes. By contrast, no inheritance tax is levied on the transfer of the Shares upon death of a Shareholder if the deceased was not resident in Luxembourg for inheritance tax purposes at the time of his or her death.

Gift tax may be due on a gift or donation of the Shares, if the gift is recorded in a Luxembourg notary deed or otherwise registered in Luxembourg.

MANAGEMENT OF THE COMPANY

The Board of Directors

Directors of the Company

Diane Hosie, non-executive director**,** United Kingdom

Carine Feipel, independent non-executive director**,** Grand Duchy of Luxembourg

Susanne Van Dootingh, independent non-executive director, Belgium

Zoë Parish, executive director, Morgan Stanley Investment Management, United Kingdom

Arthur Lev, non-executive director**,** United States of America

The Management Company

Pursuant to a Management Company Services agreement effective as from 1 January 2019 (the "**Management Company Services Agreement**"), MSIM Fund Management (Ireland) Limited, a private limited company incorporated in Ireland on 5 December 2017 under registered number 616661, having its registered office at 24-26 City Quay, Dublin 2 D02 NY19 Ireland, has been appointed as Management Company of the Company with responsibility for providing collective portfolio management services (including investment management, administrative and marketing services), risk management and other administrative and operational services to the Company, subject to the overall supervision and control of the Company. For its services, the Management Company receives an annual fee, payable monthly, the details of which are set forth herein under "*CHARGES AND EXPENSES*".

MSIM Fund Management (Ireland) Limited is an indirect wholly owned subsidiary of Morgan Stanley.

The agreement between the Company and the Management Company provides that it is to remain in force for an unlimited period and may be terminated at any time by either party upon three (3) months' prior written notice to the end of a calendar month or unilaterally with immediate effect by written notice by either party if the other party commits a material breach that, if such breach is capable of remedy it fails to remedy within thirty (30) days or if required by laws, regulations or any competent regulator or if the other party becomes insolvent or similar circumstances.

The Management Company may delegate any of its collective portfolio management functions to any other party subject to approval by the Company but the Management Company's liability to the Company for the performance of such functions shall not be affected by the delegation. In particular, the Management Company has delegated the investment management, central administration and transfer agency functions as set out in the sections below.

The Management Company acts as the global distributor for marketing the Shares and the Management Company may appoint sub-distributors (each a "**distributor**"). The duties of the distributors may include passing the subscription, redemption and conversion orders to the Company's central administration in Luxembourg. The distributors may not offset the orders received or carry out any duties connected to the individual processing of the subscription, redemption and conversion orders. In addition, any investor may deal directly with the Management Company in order to subscribe for, redeem or convert Shares.

The Management Company must act in the best interests of each Fund when executing decisions to deal on behalf of the relevant Fund. The Management Company's best execution policy sets out the basis upon which the Management Company, and the Investment Adviser on its behalf, will effect transactions and place orders in relation to the Funds to obtain the best possible result for the Company. The best execution policy sets out the systems and controls that have been put in place and the oversight carried out by the Investment Adviser to ensure that notwithstanding any delegation to the Sub-Investment Advisers they undertake transactions to achieve the best result for the relevant Funds.

The Management Company has a remuneration policy in place which seeks to ensure that the interests of the Company and the Shareholders are aligned. Such remuneration policy imposes remuneration rules on staff and senior management within the Management Company whose activities have an impact on the risk profile of the Company. The Management Company shall seek to ensure that such remuneration policies and practices will be consistent with sound and effective risk management and with UCITS Regulation. The Management Company shall also seek to ensure that such remuneration policies and practices shall not encourage risk taking which is inconsistent with the risk profile and constitutional documents of the Company.

The Management Company shall seek to ensure that the remuneration policy will, at all times, be consistent with the business strategy, objectives, values and interests of the Company and the Shareholders and that the remuneration policy will include measures that seek to ensure that all relevant conflicts of interest can be managed appropriately at all times.

In particular, the remuneration policy also complies with the following principles in a way and to the extent that is appropriate to the size, internal organisation and the nature, scope and complexity of the activities of the Management Company:

(i) the assessment of performance is set in a multi-year framework appropriate to the holding period recommended to the Shareholders of the Company in order to ensure that the assessment process is based on the longer-term performance of the Company and its investment risks and that the actual payment of performance-based components of remuneration is spread over the same period; and

(ii) fixed and variable components of total remuneration are appropriately balanced and the fixed component represents a sufficiently high proportion of the total remuneration to allow the operation of a fully flexible policy on variable remuneration components, including the possibility to pay no variable remuneration component.

Details regarding the remuneration to the Management Company and the Management Company's up-to-date remuneration policy, including, but not limited to, a description of how

remuneration and benefits are calculated, the identity of persons responsible for awarding the remuneration and benefits, including the composition of the remuneration committee where such a committee exists, may be obtained free of charge during normal office hours at the registered office of the Company and is available on the following website www.morganstanley.com/liquidity or through the following direct link: www.morganstanley.com/im/publication/resources/remunerationpolicy_msim_en.pdf.

Board of Directors of the Management Company:

Eimear Cowhey
Elaine Keenan
Diane Hosie
Ruairi O'Healai
Liam Miley
Michael Hodson

The Board of Directors of the Management Company is responsible for the overall day-to-day management and administration of the Company, under the overall responsibility of the Board of Directors.

Investment Adviser / Sub-Investment Adviser(s)

Investment Adviser

The Management Company has appointed Morgan Stanley Investment Management Inc., as Investment Adviser of the Funds pursuant to an investment advisory agreement entered into between the Management Company, the Company and the Investment Adviser (the "**Investment Advisory Agreement"**). The Management Company may terminate the Investment Adviser's appointment immediately where it is in the best interest of Shareholders to do so.

The ultimate holding company of the Investment Adviser is Morgan Stanley. The Investment Adviser's principal offices are at 1585 Broadway, New York, New York, 10036, USA.

The Investment Adviser is regulated by the US Securities and Exchange Commission.

The Investment Adviser may on a discretionary basis acquire and dispose of securities of the Funds for which it has been appointed by the Management Company, subject to and in accordance with instructions received from the Management Company or the Fund from time to time, and in accordance with stated investment objectives and restrictions.

The fees and costs of the Investment Adviser for the above functions will be borne by the Management Company unless the Management Company instructs the Company to pay such fees and costs to the Investment Adviser as may be agreed between the Management Company and the Company from time to time. Such fees may include a performance fee if so set out in "*B. FUND PARTICULARS*" in respect of any Fund.

Sub-Investment Advisers

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a Sub-Investment Adviser for some Funds (as set forth under "*B. FUND PARTICULARS*") pursuant to a sub-investment advisory agreement (the "**Sub-Investment Advisory Agreement**").

Morgan Stanley & Co International plc is regulated by the UK Financial Services Authority. The ultimate holding company of the Sub-Investment Adviser is Morgan Stanley. The Sub-Investment Adviser's registered office is at 25 Cabot Square, Canary Wharf, London E14 4QA.

Research

Any third party equity research received in connection with investment management and investment advisory services that the Investment Adviser provides to the Funds (other than research that qualifies as a minor non-monetary benefit) will be paid for by the Investment Adviser out of its own resources. To the extent the Investment Adviser receives third party research, other than equity research, it will implement systems and controls to ensure that the receipt of such research does not influence order routing and best execution decisions or give rise to conflicts of interest that risk detriment to the relevant Fund(s) and their investors.

Any third party research received in connection with investment management and investment advisory services that the Sub-Investment Adviser provides to the Funds (other than research that qualifies as a minor non-monetary benefit) will be paid for by the Sub-Investment Adviser out of its own resources.

Depositary

The Company has appointed The Bank of New York Mellon SA/NV, Luxembourg Branch as the depositary of all of the Company's assets, including its cash and securities, which will be held either directly or through other financial institutions such as correspondent banks, subsidiaries or affiliates of the Depositary or clearing systems.

The Bank of New York Mellon SA/NV, a credit institution organised and existing under the laws of Belgium, with company number 0806.743.159, whose registered office is at Multi Tower, Boulevard Anspachlaan 1, B-1000 Brussels, Belgium, acting through its Luxembourg branch located in the Grand Duchy of Luxembourg at 2-4 Rue Eugène Ruppert, L-2453 Luxembourg, registered with the RCS under number B105087.

The rights and duties of the Depositary are governed by the depositary agreement entered into on 18 March 2019 between the parties for an unlimited period of time from the date of its signature (the "**Depositary Agreement**").

In performing its obligations under the Depositary Agreement, the Depositary shall observe and comply with (i) Luxembourg laws, (ii) the Depositary Agreement and (iii) the terms of this Prospectus. Furthermore, in carrying out its role as depositary bank, the Depositary must act independently from the Company and the Management Company and solely in the interest of the Company and of its Shareholders.

The Depositary will further, in accordance with the Law:

(a) ensure that the sale, issue, conversion, repurchase and cancellation of Shares effected on behalf of the Company or by the Company are carried out in accordance with the Law and the Articles;

(b) ensure that the Net Asset Value of the Shares of the Company is calculated in accordance with Luxembourg laws and with the Articles;

(c) carry out, or where applicable, cause any sub-custodian or other custodial delegate to carry out the instructions of the Company, unless they conflict with Luxembourg law or with the Articles;

(d) ensure that in transactions involving the assets of the Company, the consideration is remitted to it within the usual time limits; and

(e) ensure that the income of the Company is applied in accordance with the Articles.

The Depositary is entrusted with the safe-keeping of the Company's assets. All assets that can be held in custody are registered in the Depositary's books within segregated accounts, opened in the name of the Company, in respect of each Fund. For the other assets, the Depositary must verify the ownership of such assets by the Company in respect of each Fund. Furthermore, the Depositary shall ensure that the Fund's cash flows are properly monitored.

The Depositary is not allowed to carry out activities with regard to the Company that may create conflicts of interest between the Company, the Shareholders and the Depositary itself, unless the Depositary has properly identified any such potential conflicts of interest, has functionally and hierarchically separated the performance of its depositary tasks from its other potentially conflicting tasks, and the potential conflicts of interest are properly identified, managed, monitored and disclosed to the Shareholders. In that respect, the Depositary has confirmed that, for the time being, no such potential conflicts of interest have been identified.

The Depositary may delegate to third parties the safe-keeping of the Fund's assets subject to the conditions laid down in the Law and the Depositary Agreement. In particular, such third parties must be subject to effective prudential regulation (including minimum capital requirements, supervision in the jurisdiction concerned and external periodic audit) for the custody of financial instruments. The Depositary's liability shall not be affected by any such delegation. Subject to the terms of the Depositary Agreement, entrusting the custody of assets to the operator of a securities settlement system is not considered to be a delegation of custody functions.

A list of the delegates and sub-delegates of the Depositary as of the date of this Prospectus is available in the Appendix 1. An updated list of the delegates and sub-delegates of the Depositary will be made available to investors by the Fund on request and free of charge.

Where the law of a third country requires that certain financial instruments be held in custody by a local entity and there are no local entities that satisfy the delegation requirement (*i.e.* the effective prudential regulation) under the Law, the Depositary may, but shall be under no

obligation to, delegate to a local entity to the extent required by the law of such jurisdiction and as long as no other local entity meeting such requirements exists, provided however that (i) the investors, prior to their investment in the Company, have been duly informed of the fact that such a delegation is required, of the circumstances justifying the delegation and of the risks involved in such a delegation and (ii) instructions to delegate to the relevant local entity have been given by or for the Company.

In accordance with the provisions of the Law and the Depositary Agreement, the Depositary shall be liable for the loss of a financial instrument held in custody by the Depositary or a third party to whom the custody of such financial instruments has been delegated as described above. In such case, the Depositary must return a financial instrument of identical type or the corresponding amount to the Company, without undue delay. The Depositary shall not be liable if it is able to prove that the loss has arisen as a result of an external event beyond its reasonable control, the consequences of which would have been unavoidable despite all reasonable efforts to the contrary. The Depositary shall also be liable to the Company, or to the Shareholders for all other losses suffered by them as a result of the Depositary's negligent or intentional failure to properly fulfil its obligations under the Law and the Depositary Agreement.

The Company has agreed to indemnify and hold harmless the Depositary and its employees, officers and directors from any and all reasonable costs, liabilities and expenses resulting directly from the fact that they have been acting as agent of the Company in accordance with instructions received from the Company, except in case of negligence, intentional failure or in the event such indemnification would be contrary to mandatory provisions in Luxembourg laws. The Company will also indemnify and hold the Depositary harmless from any and all taxes, charges, expenses (including reasonable legal fees), assessments, claims or liabilities incurred by the Depositary or its delegates, or the Depositary's or the delegates' agents and correspondents, in connection with the performance of the services described in the Depositary Agreement, except if such taxes, charges, expenses, assessments, claims or liabilities arise from its or their negligent action, failure to exercise reasonable care in the performance of its or their services as specified in the Depositary Agreement or wilful misconduct or in the case of any liability imposed by mandatory law.

The Company and the Depositary may terminate the Depositary Agreement on ninety (90) calendar days' prior written notice. The Depositary Agreement may also be terminated on shorter notice in certain circumstances. However, the Depositary shall continue to act as Depositary for up to two (2) months pending a replacement depositary being appointed and until such replacement, the Depositary shall take all necessary steps to ensure the good preservation of the interests of the shareholders of the Company and allow the transfer of all assets of the Company to the succeeding depositary.

The fees and costs of the Depositary for the above functions will be borne by the Management Company unless the Management Company instructs the Company to pay such fees and costs to the Depositary as may be agreed between the Management Company and the Company from time to time.

The Depositary has no decision-making discretion relating to the Company's investments. The Depositary is a service provider to the Company and is not responsible for the preparation of

this Prospectus, or the activities of the Company and therefore accepts no responsibility for the accuracy of any information contained in this Prospectus.

Up-to-date information regarding the identity of the Depositary, a description of its duties and of any conflicts of interest that may arise as well as a description of the delegated safekeeping functions will be made available to investors by the Fund on request and free of charge.

Administrator

The Bank of New York Mellon SA/NV, Luxembourg Branch has been appointed as the Administrator pursuant to the administration agreement entered into on 18 March 2019 for an unlimited period of time from the date of its signature between the Company, the Management Company and the Administrator (the "**Administration Agreement**"). The Administrator handles the administrative work required by the Law and the Articles, such as calculating NAVs, maintaining the accounting records of the Company, valuation and pricing as well as performing accounting services.

The Administrator has also been appointed as the registrar and transfer agent of the Company. In this function the Administrator provides services such as: (i) performing the registrar services such as the maintenance of books and records of the Company as well as processing all subscriptions, redemptions, conversions, transfers of Shares and dividend payments, and registering these transactions in the Company's share register; and (ii) perform the client communication services such as disseminating distribution notices, contract notes, statements, announcements and proxies to shareholders.

The Administrator shall be liable and will indemnify the Company for any loss cost or damage resulting from its negligence or wrongful failure in the performance of its duties under the Administration Agreement.

The Company has agreed to indemnify and hold harmless the Administrator and its officers and directors from any and all cost, liability and expense resulting directly from the fact that the Administrator has acted in accordance with what is provided under the Administration Agreement except if such costs, liabilities or expenses are due to the Administrator's negligence or wrongful failure to perform.

Except to the extent prohibited by applicable rules and regulations and subject to the approval of the Management Company and, where required, the Luxembourg Regulatory Authority, the Administrator may delegate some or all of its duties under the Administration Agreement to one or more agents. The Administrator will however remain liable to the Company and the Management Company for any such delegation and for the acts and omissions of the agent(s) as if they were its own.

The Management Company reserves the right to change the administration arrangements described above by agreement with the Company and the Administrator and/or with the consent of the Company to appoint an alternative administrator without prior notice to Shareholders, except where such prior notice is required by applicable rules and regulations. Shareholders will be notified in due course of any appointment of an alternative administrator.

The Company, the Management Company and the Administrator may terminate the Administration Agreement on ninety (90) calendar days' prior written notice. The Administration Agreement may also be terminated on shorter notice in certain circumstances. The Management Company may terminate the Administration Agreement immediately upon written notice to the Administrator when this is in the interests of the Shareholders.

The fees and costs of the Administrator for the above functions will be borne by the Management Company unless the Management Company instructs the Company to pay such fees and costs to the Administrator as may be agreed between the Management Company and the Company from time to time.

The Administrator is not responsible for any investment decisions of the Management Company or the effect of such investment decisions on the performance of the Company.

Domiciliary Agent

Pursuant to a domiciliary agreement the Company has appointed MSIM Fund Management (Ireland) Limited – Luxembourg Branch, as its Domiciliary Agent to provide the Company's registered office, to store its corporate documents and to perform other related administrative functions.

Auditors of the Company

The Company has appointed Ernst & Young S.A. as the independent authorised auditor (*réviseur d'entreprises agréé*) of the Company.

Distribution Function and Intermediaries

The Management Company, in its capacity as global distributor, may engage certain financial institutions (the "**Intermediaries**") to solicit and sell Shares to investors.

The Management Company will comply, and by contractual agreement require each Intermediary to comply, where applicable, with applicable laws and regulations concerning anti-money laundering and, in particular, circulars issued by the Luxembourg Regulatory Authority.

Subject to the law of the countries where Shares are offered, Intermediaries may act as nominees for a Shareholder.

In this capacity, the Intermediary shall apply for the subscription, exchange or redemption of Shares for the account of its client and request registration of such transactions in the Company Shares' register in the name of such Intermediary.

Notwithstanding the foregoing, a Shareholder may invest directly in the Company without using the services of a nominee. The agreement between the Management Company and any nominee shall contain a provision or, if such is not the case, shall be deemed to include a provision that gives the Shareholder the right to exercise its title to the Shares subscribed through the nominee. The nominee agent will have no power to vote at any general meeting of

Shareholders, unless the Shareholder grants it a power of attorney in writing with authority to do so.

An investor may ask at any time in writing that the Shares shall be registered in his name and in such case, upon delivery by the investor to the Administrator of the relevant confirmation letter of the nominee, the Administrator shall enter the corresponding transfer and investors' name into the Shareholder register and notify the nominee accordingly.

However, the aforesaid provisions are not applicable for Shareholders who have acquired Shares in countries where the use of the services of a nominee (or other intermediary) is necessary or compulsory for legal, regulatory or compelling practical reasons.

In relation to any subscription, an Intermediary authorised to act as nominee is deemed to represent to the Company that:

- the underlying investor is not a U.S. Person;

- it will notify the Company, the Management Company and the Administrator immediately if it learns that an investor has become a U.S. Person;

- in the event that it has discretionary authority with respect to Shares which become beneficially owned by a U.S. Person, the Intermediary will cause such Shares to be redeemed; and

- it will not knowingly transfer or deliver any Shares or any part thereof or interest therein to a U.S. Person nor will any Shares be transferred to the United States.

The Management Company may, at any time, require Intermediaries who act as nominees to make additional representations to comply with any changes in applicable laws and regulations. All Intermediaries shall offer to each investor a copy of this Prospectus and shall provide the relevant Key Investor Information Document(s) (or any similar supplement, addendum or information note as may be required under applicable local law) as required by applicable laws prior to the subscription by the investor in any Fund.

An investor who subscribes through such an Intermediary may be subject to charges applied in the country where the Shares are offered.

CHARGES AND EXPENSES

Service provider fee

The Company shall pay the Management Company a Management Fee in respect of each Fund, the particulars of which are set out in "*B. FUND PARTICULARS*". In addition, the Company is responsible for all of the Management Company's reasonable cash disbursements, including but not limited to out-of-pocket expenses, provided however that the Management Company shall be required to provide the Company with evidence of any such disbursement.

The fees of the Investment Adviser, the Depositary and the Administrator appointed in respect of each Fund (all of which fees are payable monthly in arrears) will be paid by the Management Company out of the Management Fee it receives. The Management Company may instruct the Company to pay any of these fees to the Investment Adviser, the Depositary or the Administrator directly out of the assets of the Company. In such case, the Management Fee due to the Management Company is reduced accordingly.

In respect of any Fund or Class of Shares the Management Company may choose to waive all or any portion of its fee and/or absorb some or all other expenses in its absolute discretion for any period of time.

Share Dealing Charges

Details of Preliminary Charges payable on subscription of Shares (if any), redemption charges payable on redemption of Shares (if any) and/or exchange charges payable on the exchange of Shares (if any) are set out in respect of the Shares of each Fund in "*B. FUND PARTICULARS*".

Details of the charges and expenses payable in relation to further Funds or Share Classes will be determined at the time of the creation of such further Funds or Share Classes and will be set out in "*B. FUND PARTICULARS*".

Directors' Remuneration

The Directors will be entitled to remuneration from the Company for their services as Directors, provided however that the aggregate emoluments of each Director in respect of any twelve (12) months accounting period shall not exceed forty thousand euros (EUR 40,000.-) (or such higher amount as may be approved by the general meeting of Shareholders). In addition, the Directors will also be entitled to be reimbursed for their reasonable and vouched out of pocket expenses incurred in discharging their duties as Directors. Directors who are executive directors or employees of the Investment Adviser, the Management Company or any affiliate thereof will not be entitled to remuneration from the Company for their services as Directors of the Company.

Ongoing Charges and Expenses

The Company will pay any expenses in respect of circulating details of the Net Asset Value, stamp duties, taxes, company secretarial fees, insurance, brokerage or other expenses of acquiring and disposing of investments, the fees and expenses of the auditors, tax and legal advisers and fees connected with listing on any stock exchange and the costs of regulatory bodies, trade bodies and rating agencies. The costs of printing and distributing reports, accounts and any explanatory memoranda, any necessary translation fees, the costs of registering the Company for sale in any jurisdiction, the fees and expenses of any paying or information agents, or correspondent banks, the fees and expenses of any representative appointed in respect of the Company in any jurisdiction, the cost of publishing prices and any costs incurred as a result of periodic updates of the Prospectus, or of a change in law or the introduction of any new law (including any costs incurred as a result of compliance with any applicable code, whether or not having the force of law) will also be paid by the Company.

Such fees, duties and charges will be charged to the Fund in respect of which they were incurred or, where an expense is not considered by the Board of Directors to be attributable to any one Fund, the expense will be allocated by the Board of Directors, in such manner and on such basis as the Board of Directors in its discretion deem fair and equitable. In the case of any fees or expenses of a regular or recurring nature, such as audit fees, the Board of Directors may calculate such fees and expenses on an estimated figure for yearly or other periods in advance and accrue the same in equal proportions over any period.

Establishment Charges and Expenses

The cost of establishing the Company and the expenses of the initial offer of Shares in the Funds, the preparation and printing of the initial Prospectus, marketing costs and the fees of all professionals relating to it are being borne by Morgan Stanley Investment Management Limited.

Costs relating to the use of reverse repurchase agreements

Where a Fund engages in reverse repurchase transactions, such transactions will either be made directly with the counterparty with no involvement of intermediaries or by way of a tri-partite agreement involving an intermediating custodian. However, even if such intermediating custodian is involved, the Fund will not be the counterparty to the transaction bearing the fees of such custodian. Furthermore, neither the Management Company nor the Investment Adviser charge any additional costs or fees or receive any additional revenues in connection with these transactions. Therefore, all revenues arising from reverse repurchase agreements, net of direct and indirect transaction costs, will be accrued to the relevant Fund, without the deduction of any fees.

GENERAL INFORMATION

Accounting Year

The Company's accounting year begins on 1 April and ends on 31 March of each year.

Reports

The Company publishes annually audited financial statements and semi-annually unaudited financial statements.

Shareholders' Meetings

The annual general meeting of Shareholders is held in accordance with Luxembourg law in Luxembourg at a place and time specified in the notice to convene.

Extraordinary Shareholders' meetings or general meetings of Shareholders of any Fund or any Class of Shares may be held at such time and place as indicated in the notice to convene. Notices of such meetings shall be provided to the Shareholders in accordance with Luxembourg law and with the Articles.

Minimum Net Assets

The Company must maintain assets equivalent in net value to at least the equivalent of EUR 1,250,000.-. There is no requirement that the individual Fund(s) have a minimum amount of assets.

Changes in Investment Policies of the Fund

The investment objective and policies of each Fund may be modified from time to time by the Board of Directors without the consent of the Shareholders, although the Shareholders will be duly informed in compliance with applicable laws and regulations.

MERGERS AND DIVISIONS

Merger of the Company and of Funds

The Board of Directors may decide to proceed with a merger (within the meaning of the Law) of the assets of the Company or a Fund, whether as absorbing or absorbed party, with those of (i) another existing Fund within the Company or another existing fund within another Luxembourg or foreign UCITS, or of (ii) another Luxembourg or foreign UCITS. Such a merger shall be subject to the conditions and procedures imposed by the Law, in particular concerning the terms of the merger to be established by the Board of Directors and the information to be provided to the Shareholders.

The Board of Directors is competent to decide on the effective date of the merger. However, in accordance with the Law, where the Company is the absorbed entity which, thus, ceases to exist as a result of the merger, the general meeting of Shareholders of the Company must decide on the effective date of the merger. Such general meeting will decide by resolution taken with no quorum requirement and adopted by a simple majority of the votes validly cast.

Where the Company or a Fund is involved in a merger under the circumstances described above, whether as absorbing or absorbed party, Shareholders will be entitled to request, without any charge other than those charged by the Company or the Fund to meet divestment costs, the redemption of their Shares in the relevant Fund in accordance with the provisions of the Law.

Division of Funds

In the event that the Board of Directors believes it would be in the interests of the Shareholders of the relevant Fund or that a change in the economic or political situation relating to the Fund concerned would justify it, the Board of Directors may decide to reorganise a Fund by dividing it into two or more Funds. Such decision will be published in the same manner as described above and, in addition, the publication will contain information in relation to the new Funds. Such publication will be made one (1) month before the date on which the reorganisation becomes effective in order to enable the Shareholders to request redemption of their Shares, free of charge before, the effective date.

Amalgamation of Classes

In the event that for any reason the value of the assets in any Class has decreased to an amount determined by the Board of Directors (in the interests of Shareholders) to be the minimum level for such Class to be operated in an economically efficient manner, or if a change in the economical, political or monetary situation relating to the Class concerned would have material adverse consequences on the investments of that Class or if the range of products offered to investors is rationalised, the Board of Directors may decide to allocate the assets of any Class to those of another existing Class within the Company and to redesignate the Shares of the Class or Classes concerned as Shares of another Class (following a split or consolidation, if necessary, and the payment of the amount corresponding to any fractional entitlement to Shareholders).

The Company shall send a written notice to the Shareholders of the relevant Class one (1) month prior to the effective date of the amalgamation in order to enable the Shareholders to request redemption or exchange of their Shares, free of charge, during such period. This notice will indicate the reasons and the procedure for the amalgamation. Except where to do so would not be in the interests of Shareholders, or could jeopardise equality of treatment between the Shareholders, the Shareholders of the Class concerned may continue to request redemption or exchange of their Shares without any additional charges (other than those retained by the Company to meet realisation expenses) prior to the effective date of the amalgamation.

DISSOLUTION AND LIQUIDATION OF THE COMPANY, ANY FUND OR ANY CLASS OF SHARES

The Company and any Fund have been established for an unlimited term, unless otherwise provided under "*B. FUND PARTICULARS*".

In the event that for any reason the value of the net assets in any Fund or the value of the net assets of any Class within a Fund has decreased to, or has not reached, an amount of US$°25,000,000 (which is determined by the Board of Directors to be the minimum level for such Fund or such Class to be operated in an economically efficient manner), or if a change in the economical or political situation relating to the Fund or Class concerned would have material adverse consequences on the investments of that Fund or Class, or in order to rationalise the Classes and/or the Funds offered, the Board of Directors may decide to redeem compulsorily all the Shares of the relevant Class or Classes issued in such Fund at the Net Asset Value per Share (taking into account actual realization prices of investments and realization expenses) calculated at the Valuation Point at which such decision shall take effect and therefore close or liquidate such Class or Fund.

The decision of the Board of Directors will be published (either in newspapers to be determined by the Board of Directors or by way of a notice sent to the Shareholders at their addresses indicated in the register of Shareholders) prior to the effective date of the compulsory redemption and the publication and will indicate the reasons for, and the procedures of the compulsory redemption. Except where to do so would not be in the interests of the Shareholders, or could jeopardise equal treatment between the Shareholders, the Shareholders of the Fund or Class concerned may request redemption or exchange of their Shares free of charge (other than those retained by the Company to meet realization expenses) prior to the effective date of the compulsory redemption.

Notwithstanding the powers conferred to the Board of Directors by the preceding paragraph, the Shareholders of any one or all Classes of Shares issued in any Fund may at a general meeting of such Shareholders, upon proposal from the Board of Directors, redeem all the Shares of the relevant Class or Classes at their Net Asset Value (taking into account actual realization prices of investments and realization expenses) calculated at the Valuation Point at which such decision shall take effect. There shall be no quorum requirements for such general meeting of Shareholders which shall decide by resolution taken by a simple majority of the validly cast votes.

Assets which may not be distributed to their beneficiaries upon the implementation of the redemption will be deposited with the "*Caisse de Consignation*" on behalf of the persons entitled thereto.

All redeemed Shares shall be cancelled.

The dissolution of the last Fund will result in the liquidation of the Company.

However, the Company may at any time be dissolved by a resolution of the general meeting of Shareholders subject to the quorum and majority requirements referred to in the Articles and in compliance with the provision of the Company Law.

The liquidation of the Company shall be carried out in compliance with the Company Law, the Law and with the Articles.

GENERAL INFORMATION RELATING TO SUSTAINABLE FINANCE

Pursuant to EU Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the "**SFDR**"), the following MORGAN STANLEY LIQUIDITY FUNDS are considered as falling within the following scope under SFDR:

- Euro Government Liquidity Fund (Article 6 SFDR)
- Euro Liquidity Fund (Article 8 SFDR)
- Sterling Liquidity Fund (Article 8 SFDR)
- US Dollar Liquidity Fund (Article 8 SFDR)
- US Dollar Ultra Short Income Fund (Article 8 SFDR)
- US Dollar Treasury Liquidity Fund (Article 6 SFDR)

Sustainability Risks Integration

In keeping with Morgan Stanley Investment Management's commitment to sustainable investing, the Company has adopted a Sustainable Investing Policy. The Company's Sustainable Investing Policy outlines how the Company's governance structure, ESG integration, ESG Funds and stewardship, engagement and voting activities support the Company to fulfill its applicable fiduciary duties and respond to investor preferences and needs.

Pursuant to the SFDR, the Company is required to disclose the manner in which Sustainability Risks (as defined in the glossary of terms section) are integrated into the investment decision and the results of the assessment of the likely impacts of Sustainability Risks on the returns of each Fund.

The Company recognizes that the universe of relevant Sustainability Risks will grow and evolve over time. The materiality of such risks and financial impacts on an individual asset and on a portfolio as a whole depends on industry, country, and investment style. The Investment Adviser(s), the Sub-Adviser(s), or the Management Company, as the case may be, are ultimately responsible for the incorporation of materially important Sustainability Risks into due diligence and research, valuation, asset selection, portfolio construction, and ongoing investment monitoring alongside with other material risk factors.

The assessment of the likely impact of the relevant Sustainability Risks must therefore be conducted at each Fund level. The Funds, having a diversified portfolio, may be exposed to different Sustainability Risks varying from issuers, markets, sectors, financial instruments, geographical regions, etc. Unless specific information is given in relation to a Fund under its respective investment objectives and policies, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of a Fund. Such Sustainability Risks are integrated into the investment decision making and risk monitoring to the extent that they represent potential or actual material risks and/or opportunities to maximize risk-adjusted returns.

In this context, the Investment Adviser believes that Sustainability Factors have the ability to impact the fundamental credit risk of an entity. In order to properly mitigate such Sustainability Risks stemming from changes in Sustainability Factors, the Company's investment process

incorporates information about sustainability issues via an integrated approach within the Investment Adviser's fundamental investment analysis framework. For these purposes, the Investment Adviser may engage with management of certain issuers regarding corporate governance practices as well as what the Investment Adviser deems to be materially important environmental and/or social issues facing a company, in order to avoid those risks.

The impacts following the occurrence of a Sustainability Risk may be numerous and vary depending on the specific risk, region and asset class. In general, where a Sustainability Risk occurs in respect of an asset, there may be a negative impact on, or entire loss of, its value.

The impact of Sustainability Risks on money market and other transferable debt securities held by the Funds is likely to be limited given the short-term horizon of money market eligible securities. In addition, as all the Funds are broadly diversified, it is not anticipated that any single Sustainability Risk will drive a material negative financial impact on the value of any of the Funds.

The Management Company shall nonetheless use its best efforts to identify material Sustainability Risks that may negatively impact the value of the Sub-Funds, although there is no guarantee that the Management Company will in fact be able to identify or to remedy any such risks.

Additional information about the environmental and social characteristics can be found under **Appendix 6 – Sustainability Disclosures Annexes** hereof or on www.morganstanley.com/im.

DOCUMENTS AVAILABLE

Any investor may obtain a copy of any of the following documents at the registered office of the Company:

- the Prospectus;
- the Articles;
- the agreement between the Company and the Management Company;
- the agreement(s) between the Company, the Management Company and the Investment Adviser(s);
- the agreement between the Company, the Management Company and the Administrator;
- the agreement between the Company and the Depositary;
- the agreement between the Company and the Domiciliary Agent;
- the most recent annual and semi-annual financial statements of the Company;
- a brief description of the strategy for the exercise of voting rights;
- a description of the conflicts of interest policy; and
- the best execution policy.

A copy of the Prospectus, the most recent financial statements and the Articles may be obtained free of charge.

The Key Investor Information Document shall be provided to Shareholders before their subscription for Shares and before any request for exchange of Shares, in compliance with applicable laws and regulations. The Key Investor Information Document will be also available on the following website: www.morganstanley.com/liquidity.

The Management Company shall, at least daily, make all of the following information available to the Company's Shareholders on the following website www.morganstanley.com/liquidity:

- the Net Asset Value per Share of each Class;
- the Stable NAV of each Class of Stable NAV Shares; and
- the difference between each Net Asset Value per Share and its related Stable NAV, if any.

The Management Company shall, at least weekly, make all of the following information available to the Company's Shareholders on the following website www.morganstanley.com/liquidity:

- the maturity breakdown of the portfolio of each Fund;
- the credit profile of each Fund;
- the WAM and the WAL of each Fund;
- details of the ten (10) largest holdings in each Fund, including the name, country, maturity and asset type, and the counterparty in the case of repurchase and reverse repurchase agreements;
- the total value of the assets of each Fund; and
- the net yield of each Fund.

The details of the Management Company's complaint handling procedures may be obtained free of charge during normal office hours at the registered office of the Management Company. A person having a complaint to make about the operation of the Company may submit such complaint in writing to the registered office of the Management Company.

The Company will publish in a Luxembourg newspaper, if necessary, any Shareholder notice required to be published by Luxembourg law or as provided in the Articles.

B. FUND PARTICULARS

LIST OF AVAILABLE FUNDS

Short-Term Money Market Funds	Standard Money Market Funds
MSLF US Dollar Liquidity Fund MSLF US Dollar Treasury Liquidity Fund MSLF Euro Liquidity Fund MSLF Euro Government Liquidity Fund MSLF Sterling Liquidity Fund	MSLF US Dollar Ultra Short Income Fund

LIST OF AVAILABLE SHARE CLASSES

SHARE CLASS CHARACTERISTICS

Share Classes	Share Classes Reserved For:	Management Fee	Minimum Initial Subscriptions		
			USD	EUR	GBP
LF LF Accumulation LF Accumulation D	Institutional investors who invest directly, and, at the discretion of the Management Company, investment by its affiliates	0.06%	500,000,000	n/a	n/a
Premier Premier (+1) Premier Accumulation Premier (+1) Accumulation Premier Accumulation D	Institutional Investors	0.10%	250,000,000	100,000,000	5,000,000
Capital Capital (+1) Capital Accumulation Capital (+1) Accumulation Capital Accumulation D	Institutional Investors	0.15%	100,000,000	n/a	n/a
Institutional Institutional (+1) Institutional Accumulation Institutional (+1) Accumulation Institutional Accumulation D	Institutional Investors	0.20%	1,000,000	1,000,000	1,000,000
Qualified* Qualified (+1)* Qualified Accumulation* Qualified (+1) Accumulation* Qualified Accumulation D*	All Investors	0.20%	1,000,000	1,000,000	1,000,000
Institutional Select Institutional Select Accumulation Institutional Select Accumulation D	Institutional Investors	0.25%	750,000	750,000	750,000
Administrative Administrative Accumulation Administrative Accumulation D	Institutional Investors	0.30%	500,000	500,000	500,000
Advisory Advisory Accumulation Advisory Accumulation D	Institutional Investors	0.45%	250,000	250,000	250,000
Qualified A Qualified A Accumulation	All Investors (These share classes are only available in the MSLF Standard MMFs)	0.50%	1,000	1,000	1,000
Select* Select (+1)* Select Accumulation* Select (+1) Accumulation*	All Investors (These share classes are only available in the MSLF Short-Term MMFs)	0.60%	1,000	1,000	1,000

MS Reserve MS Reserve Accumulation MS Reserve Accumulation D	Clients of the Management Company acting in its capacity of global distributor (whether investing directly or where the Management Company and its affiliates invest on their behalf) for which an investment advisory fee may be payable to the Management Company or its affiliates under separate arrangements with the Management Company	0.00%	0	0	0

In accordance with the Subscription Tax language detailed on pages 73-75 of this Prospectus, it is anticipated that all Share Classes offered in the MSLF Standard Money Market Funds (MSLF US Dollar Ultra Short Income Fund) are generally liable in Luxembourg to an annual subscription tax (*taxe d'abonnement*) at a rate of 0.01% of the Net Asset Value of each Class.

*If this Share Class is offered in a MSLF Short-Term Money Market Fund (MSLF US Dollar Liquidity Fund, MSLF US Dollar Treasury Liquidity Fund, MSLF Euro Liquidity Fund, MSLF Euro Government Liquidity Fund, MSLF Sterling Liquidity Fund), it is anticipated that the Share Class in the respective MSLF Short-Term Money Market Fund will be generally liable in Luxembourg to an annual subscription tax (*taxe d'abonnement*) at a rate of 0.01% of the Net Asset Value of each Class. It is anticipated that the Share Classes without an asterisk, when offered in a MSLF Short-Term Money Market Fund, are not liable to any Luxembourg annual subscription tax (*taxe d'abonnement*).

The Management Fee is calculated as a percentage of the Net Asset Value *per annum*.

The above fees will be payable monthly in arrears and be calculated with reference to the daily Net Asset Value of the respective fund.

There is no minimum additional subscription amount for any share classes.

The minimum holding amount for all share classes is 1,000 except for the Accumulation D classes, which have a minimum holding of 10,000.

Distribution Policy For Share Classes:

Distributing: LF, Premier, Premier (+1), Capital, Capital (+1), Institutional, Institutional (+1), Qualified, Qualified (+1), Institutional Select, Administrative, Advisory, Qualified A, Select, Select (+1), MS Reserve.

Accumulation: LF Accumulation, LF Accumulation D, Premier Accumulation, Premier (+1) Accumulation, Premier Accumulation D, Capital Accumulation, Capital (+1) Accumulation, Capital Accumulation D, Institutional Accumulation, Institutional (+1) Accumulation, Institutional Accumulation D, Qualified Accumulation, Qualified (+1) Accumulation, Qualified Accumulation D, Institutional Select Accumulation, Institutional Select Accumulation D, Administrative Accumulation, Administrative Accumulation D, Advisory Accumulation, Advisory Accumulation D, Qualified A Accumulation, Select Accumulation, Select (+1) Accumulation, MS Reserve Accumulation, MS Reserve Accumulation D.

MS LIQUIDITY FUNDS – US DOLLAR LIQUIDITY FUND

Investment Objective

The US Dollar Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

Investment Policy

The US Dollar Liquidity Fund is classified as a **Short-Term LVNAV Money Market Fund**.

The US Dollar Liquidity Fund will seek to achieve its investment objective primarily by investing in high quality short-term Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in US Dollars. The debt securities acquired will be listed or traded on Regulated Market or an Other Regulated Market. The US Dollar Liquidity Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in Article 50(1) of UCITS Directive and under section "*INVESTMENT RESTRICTIONS*" of this Prospectus. The US Dollar Liquidity Fund may also enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the "*INVESTMENT RESTRICTIONS*" of this Prospectus. The US Dollar Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with Article 24 of the MMF Regulation.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds.

The Fund may hold ancillary liquid assets (i.e. bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under Article 41(1) of the Law.

The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

In addition to the above, a Fund may not hold more than 10 % of its net assets in deposits made with the same credit institution in line with Article 17(1) (b) MMF Regulation.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

The Fund promotes the environmental characteristic of avoiding investments in certain types of fossil fuels, and it promotes the social characteristic of avoiding investments in certain activities which can cause harm to human health and wellbeing.

The Fund promotes these environmental and social characteristics through the screening and exclusion of issuers involved in specific business activities that are considered to have a negative impact on society or on the environment, as described below:

Investments shall not knowingly include any company which:

- derives any revenues from:
  - manufacturing or production of controversial weapons;
  - manufacturing or production of civilian firearms;
  - manufacturing or production of tobacco;
  - mining and extraction of thermal coal.

- derives 5% or more revenues from:
  - extraction or production from oil sands;
  - oil or gas extraction or production in the Arctic region.

- derives 10% or more revenues from:
  - gambling activities;
  - tobacco distribution or retail;
  - coal-fired power generation.

Taxonomy Regulation Disclosure

The Fund does not commit to making a minimum portion of sustainable investments with an environmental objective aligned with the EU Taxonomy.

Further information about the Fund's environmental and social characteristics can be found in Appendix 6.

Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

Specifications in relation to the Stable NAV

It is expected, although it cannot be assured, that for each Class of Distributing Shares in the US Dollar Liquidity Fund, a Stable NAV per Share will remain stable at US**$1.00**, through the distribution of dividends and the use of the amortised cost method as set out under the section "*Method of Calculation*" to calculate the Stable NAV. The difference between such Stable NAV per Share and the Net Asset Value per Share is monitored and published daily on the following website www.morganstanley.com/liquidity. The Accumulation Shares in the Fund

retain any net income and/or capital gains attributable to such Shares, which causes their value to change. See "*Stable NAV Risk*", "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" and "*Market Risk*" under the section "*PRINCIPAL RISKS*".

Furthermore, in accordance with the provisions of MMF Regulation, investor's attention is drawn on the paragraph "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" under the section "*PRINCIPAL RISKS*" and on the fact that when the Stable NAV per Share deviates from the Net Asset Value per Share of such Class by more than 20 basis points, the following subscriptions, valuation and redemptions within such Class shall be undertaken at a variable price that shall be equal to the Net Asset Value per Share of such Class with no obligation to revert back to a Stable NAV once the deviation falls back under 20 basis points.

Where there are substantial adverse movements in interest rates, there can be no assurance that the Fund, by following these procedures, will be successful in maintaining a Stable NAV.

Use of reverse repurchase agreements

The US Dollar Liquidity Fund intends to enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below
Reverse repurchase transactions	10%	100%

Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

Although it is intended to maintain a Stable NAV for each Class of Shares in the US Dollar Liquidity Fund, there can be no assurance that this will be achieved. The value of the Fund may be affected by the creditworthiness of issuers of the Fund's investments and, notwithstanding the policy of the Fund of investing in short term instruments, may also be affected by substantial movements in interest rates.

Investors' attention is also drawn on the fact that, in accordance with MMF Regulation, the Management Company has implemented a liquidity management procedure pursuant to which in the circumstances described under section "*LIQUIDITY MANAGEMENT*", it has the right at any time to apply specific measures, also described in the above mentioned section, in relation to the management of the portfolio liquidity

of the Fund. Investors should also be aware that, should the Fund apply, within a period of ninety (90) days, redemption gates and redemption suspensions for more than fifteen (15) Business Days, it shall automatically cease to be a LVNAV Money Market Fund. Shareholders will be immediately informed upon the occurrence of such event.

Base Currency

The Base Currency of the Fund is the US Dollar.

Dealing Day

The Dealing Day for the Fund is every Business Day on which banks in New York are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing Day may also include any other day notified in advance to the Shareholders.

Dealing Deadline

The Dealing Deadline is 4:00 pm Eastern Standard Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of (+1) Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

By derogation, in exceptional situations where applications for subscription or redemption for the relevant Stable NAV Shares are processed on the relevant Net Asset Value per Share calculated on the Dealing Day, the Settlement Date will generally be the first Business Day following the Dealing Day (and in any event no later than ten (10) Business Days after).

The Settlement Date for subscriptions and redemptions of (+1) Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

Valuation Point

The Valuation Point is 4:00 pm Eastern Standard Time on each Dealing Day.

Characteristics of the Shares

Please refer to the section "*LIST OF AVAILABLE SHARE CLASSES*" for the characteristics of the Shares of the Fund, including share class names, distribution policies, minimum initial subscriptions, minimum additional subscriptions, minimum holdings and management fees.

The subscription and redemption of the Stable NAV Shares will be made at the relevant Stable NAV, provided that the difference between the calculated and published relevant Stable NAV and Net Asset Value per Share is less than 20 basis points.

There is no Preliminary Charge payable. Liquidity fees, redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose such charges on redemption.

Such charges and fees will in particular be applied in circumstances described under section "*LIQUIDITY MANAGEMENT*" and/or where the Board of Directors believes that it is appropriate having regard to the interests of Shareholders and may be up to 2% of the amount redeemed, depending notably on the level of Weekly Maturing Assets contained in the portfolio of the Fund.

The Fund will be permitted (or in some cases, may be required) to temporarily restrict redemptions from the Fund for up to fifteen (15) Business Days during a ninety (90) calendar days period (a "**redemption gate**") under the circumstances and in the conditions described under section "*LIQUIDITY MANAGEMENT*".

Liquidity fees and redemptions gates may be terminated at any time in the discretion of the Board of Directors. Liquidity fees and redemptions gates will also terminate at the beginning of the next Business Day once the Fund has invested 30% or more of its total assets in Weekly Maturing Assets as of the end of a Business Day. The Fund may only suspend redemptions for up to fifteen (15) Business Days in any ninety (90) calendar days period.

Please refer to section "*CHARGES AND EXPENSES*" for general information on fees and expenses applicable to the Fund and the Company.

MS LIQUIDITY FUNDS – US DOLLAR TREASURY LIQUIDITY FUND

Investment Objective

The US Dollar Treasury Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

Investment Policy

The US Dollar Treasury Liquidity Fund is classified as a **Short-Term Public Debt CNAV Money Market Fund**.

The US Dollar Treasury Liquidity Fund will seek to achieve its investment objective primarily by investing its assets in high quality short-term Money Market Instruments comprising transferable debt securities issued by the United States Government (which may include by way of example treasury bills and notes) and reverse repurchase agreements for efficient portfolio management purposes secured by debt securities issued by the United States Government in accordance with the "*INVESTMENT RESTRICTIONS*" of this Prospectus. The Fund may also hold deposits in accordance with Article 12 of the MMF Regulation. All investments shall be denominated in US Dollars. The main debt securities acquired will be listed or traded on a Regulated Market or an Other Regulated Market.

The US Dollar Treasury Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with Article 24 of the MMF Regulation and Article 2(11) of the MMF regulation.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

The Fund may hold ancillary liquid assets (i.e. bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under Article 41(1) of the Law.

The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

In addition to the above, a Fund may not hold more than 10 % of its net assets in deposits made with the same credit institution in line with Article 17(1) (b) of the MMF Regulation.

Taxonomy Regulation Disclosure

The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities, nor consider principal adverse impacts on sustainability factors.

Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

Specifications in relation to the Stable NAV

It is expected, although it cannot be assured, that for each Class of Distributing Shares in the US Dollar Treasury Liquidity Fund, a Stable NAV per Share will remain stable at US**$1.00,** through the distribution of dividends and the use of the amortised cost method as set out under the section "*METHOD OF CALCULATION*" to calculate the Stable NAV. The difference between such Stable NAV and the Net Asset Value per Share is monitored and published daily on the following website www.morganstanley.com/liquidity. The Accumulation Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. See "*Stable NAV Risk*", "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" and "*Market Risk*" under the section "*PRINCIPAL RISKS*".

Where there are substantial adverse movements in interest rates, there can be no assurance that the Fund, by following these procedures, will be successful in maintaining a Stable Net Asset Value per Share.

Use of reverse repurchase agreements

The US Dollar Treasury Liquidity Fund intends to enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below.
Reverse repurchase transactions	25%	100%

Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

Although it is intended to maintain a Stable NAV for each Class of Shares in the US Dollar Treasury Liquidity Fund, there can be no assurance that this will be achieved. The value of the Fund may be affected by the creditworthiness of issuers of the Fund's investments and, notwithstanding the policy of the Fund of investing in short term instruments, may also be affected by substantial movements in interest rates.

Investors' attention is also drawn on the fact that, in accordance with MMF Regulation, the Management Company has implemented a liquidity management procedure pursuant to which in the circumstances described under section "*LIQUIDITY MANAGEMENT*", it has the right at any time to apply specific measures, also described in the above mentioned section, in relation to the management of the portfolio liquidity of the Fund. Investors should also be aware that, should the Fund apply, within a period of ninety (90) days, redemption gates and redemption suspensions for more than fifteen (15) Business Days, it shall automatically cease to be a Public Debt CNAV Money Market Fund. Shareholders will be immediately informed upon the occurrence of such event.

Base Currency

The Base Currency of the Fund is the US Dollar.

Dealing Day

The Dealing Day for the Fund is every Business Day on which banks in New York are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing day may also include any other day notified in advance to the Shareholders.

Dealing Deadline

The Dealing Deadline is 4:00 pm Eastern Standard Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of (+1) Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*". By derogation, in exceptional situations where applications for subscription or redemption for the relevant Stable NAV Shares are processed on the relevant Net Asset Value per Share calculated on the Dealing Day, the Settlement Date will generally be the first Business Day following the

Dealing Day (and in any event no later than ten (10) Business Days after).

The Settlement Date for subscriptions and redemptions of (+1) Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

Valuation Point

The Valuation Point is 4:00 pm Eastern Standard Time on each Dealing Day.

Characteristics of the Shares

Please refer to the section "*LIST OF AVAILABLE SHARE CLASSES*" for the characteristics of the Shares of the Fund, including share class names, distribution policies, minimum initial subscriptions, minimum additional subscriptions, minimum holdings and management fees.

The subscription and redemption of the Stable NAV Shares will be made at the relevant Stable NAV.

There is no Preliminary Charge payable. Liquidity fees, redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose such charges on redemption.

Such charges and fees will in particular be applied in circumstances described under section "*LIQUIDITY MANAGEMENT*" and/or where the Board of Directors believes that it is appropriate having regard to the interests of Shareholders and may be up to 2% of the amount redeemed, depending notably on the level of Weekly Maturing Assets contained in the portfolio of the Fund.

The Fund will be permitted (or in some cases, may be required) to temporarily restrict redemptions from the Fund for up to fifteen (15) Business Days during a ninety (90) calendar days period (a "**redemption gate**") under the circumstances and in the conditions described under section "*LIQUIDITY MANAGEMENT*".

Liquidity fees and redemptions gates may be terminated at any time in the discretion of the Board of Directors. Liquidity fees and redemptions gates will also terminate at the beginning of the next Business Day once the Fund has invested 30% or more of its total assets in Weekly Maturing Assets as of the end of a Business Day. The Fund may only suspend redemptions for up to fifteen (15) Business Days in any ninety (90) calendar days period.

Please refer to "*CHARGES AND EXPENSES*" for general information on fees and expenses applicable to the Fund and the Company.

MS LIQUIDITY FUNDS – US DOLLAR ULTRA SHORT INCOME FUND

Investment Objective

The US Dollar Ultra Short Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

Investment Policy

The US Dollar Ultra Short Fund is classified as a **Standard VNAV Money Market Fund**.

The US Dollar Ultra Short Fund will seek to achieve its investment objective primarily by investing in high quality Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in US Dollars. The debt securities acquired will be listed or traded on Regulated Market or an Other Regulated Market. The US Dollar Ultra Short Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in Article 50(1) of UCITS Directive and under section "*INVESTMENT RESTRICTIONS*" of this Prospectus. The Fund may also hold deposits in accordance with Article 12 of the MMF Regulation. The Fund will apply the portfolio rules applicable to Standard Money Market Fund in accordance with Article 25 of the MMF Regulation.

The US Dollar Ultra Short Fund may also enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the "*INVESTMENT RESTRICTIONS*" of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds or Standard Money Market Funds.

The Fund may hold ancillary liquid assets (i.e. bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under Article 41(1) of the Law.

The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

In addition to the above, a Fund may not hold more than 10 % of its net assets in deposits made with the same credit institution in line with Article 17(1) (b) MMF Regulation.The Fund will have a WAM of no more than one hundred and eighty (180) days and a WAL of no more than three hundred and sixty-five (365) days.

The Fund promotes the environmental characteristic of avoiding investments in certain types of fossil fuels, and it promotes the social characteristic of avoiding investments in certain activities which can cause harm to human health and wellbeing.

The Fund promotes these environmental and social characteristics through the screening and exclusion of issuers involved in specific business activities that are considered to have a negative impact on society or on the environment, as described below:

Investments shall not knowingly include any company which:

- derives any revenues from:
  - manufacturing or production of controversial weapons;
  - manufacturing or production of civilian firearms;
  - manufacturing or production of tobacco;
  - mining and extraction of thermal coal.

- derives 5% or more revenues from:
  - extraction or production from oil sands;
  - oil or gas extraction or production in the Arctic region.

- derives 10% or more revenues from:
  - gambling activities;
  - tobacco distribution or retail;
  - coal-fired power generation.

Taxonomy Regulation Disclosure

The Fund does not commit to making a minimum portion of sustainable investments with an environmental objective aligned with the EU Taxonomy.

Further information about the Fund's environmental and social characteristics can be found in Appendix 6.

Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

Use of reverse repurchase agreements

The US Dollar Ultra Short Fund intends to enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below.
Reverse repurchase transactions	10%	100%

Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

Base Currency

The Base Currency of the Fund is the US Dollar.

Dealing Day

The Dealing Day for the Fund is every Business Day on which banks in New York are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing day may also include any other day notified in advance to the Shareholders.

Dealing Deadline

The Dealing Deadline is 4:00 pm Eastern Standard Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

Valuation Point

The Valuation Point is 4:00 pm Eastern Standard Time on each Dealing Day.

Characteristics of the Shares

Please refer to the section "*LIST OF AVAILABLE SHARE CLASSES*" for the characteristics of the Shares of the Fund including share class names, distribution policies, minimum initial subscriptions, minimum additional subscriptions, minimum holdings and management fees.

There is no Preliminary Charges payable. Redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose a redemption charge or exchange charge of up to 2% of the total redemption price of the Shares where the Board of Directors believes that this is appropriate to protect the interests of the Company or to adequately reflect the cost to the Fund of achieving liquidity and ensuring that Shareholders who remain in the Fund are not unfairly disadvantaged when other Shareholders redeem their Shares during this period.

Please refer to "*CHARGES AND EXPENSES*" for general information on fees and expenses applicable to the Fund and the Company.

MS LIQUIDITY FUNDS – EURO LIQUIDITY FUND

Investment Objective

The Euro Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

Investment Policy

The Euro Liquidity Fund is classified as a **Short-Term LVNAV Money Market Fund**.

The Euro Liquidity Fund will seek to achieve its investment objective primarily by investing in high quality short-term Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in Euro. The debt securities acquired will be listed or traded on a Regulated Market or an Other Regulated Market. The Euro Liquidity Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in Article 50(1) of UCITS Directive and under section "*INVESTMENT RESTRICTIONS*" of this Prospectus. The Fund may also hold deposits in accordance with Article 12 of the MMF Regulation. The Euro Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with Article 24 of the MMF Regulation.

The Euro Liquidity Fund may also enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the "*INVESTMENT RESTRICTIONS*" of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds.

The Fund may hold ancillary liquid assets (i.e. bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under Article 41(1) of the Law.

The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

In addition to the above, a Fund may not hold more than 10 % of its net assets in deposits made with the same credit institution in line with Article 17(1) (b) of the MMF Regulation.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

The Fund promotes the environmental characteristic of avoiding investments in certain types of fossil fuels, and it promotes the social characteristic of avoiding investments in certain activities which can cause harm to human health and wellbeing.

The Fund promotes these environmental and social characteristics through the screening and exclusion of issuers involved in specific business activities that are considered to have a negative impact on society or on the environment, as described below:

Investments shall not knowingly include any company which:

- derives any revenues from:
  - manufacturing or production of controversial weapons;
  - manufacturing or production of civilian firearms;
  - manufacturing or production of tobacco;
  - mining and extraction of thermal coal.

- derives 5% or more revenues from:
  - extraction or production from oil sands;
  - oil or gas extraction or production in the Arctic region.

- derives 10% or more revenues from:
  - gambling activities;
  - tobacco distribution or retail;
  - coal-fired power generation.

Taxonomy Regulation Disclosure

The Fund does not commit to making a minimum portion of sustainable investments with an environmental objective aligned with the EU Taxonomy.

Further information about the Fund's environmental and social characteristics can be found in Appendix 6.

Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

Sub-Investment Adviser

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a Sub-Investment Adviser for the Euro Liquidity Fund pursuant to the Sub-Investment Advisory Agreement.

Use of reverse repurchase agreements

The Euro Liquidity Fund intends to enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below
Reverse repurchase transactions	10%	100%

Specifications in relation to the Stable NAV

It is expected, although it cannot be assured, that for each Class of Distributing Shares in the Euro Liquidity Fund, a Stable NAV per Share will remain stable at **€1.00**, through the distribution of dividends and the use of the amortised cost method as set out under the section "*Method of Calculation*" to calculate the Stable NAV. The difference between such Stable NAV per Share and the Net Asset Value per Share is monitored and published daily on the following website www.morganstanley.com/liquidity. The Accumulation Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. See "*Stable NAV Risk*", "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" and "*Market Risk*" under the section "*PRINCIPAL RISKS*".

Furthermore, in accordance with the provisions of MMF Regulation, investor's attention is drawn on the paragraph "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" under the section "*PRINCIPAL RISKS*" and on the fact that when the Stable NAV per Share deviates from the Net Asset Value per Share of such Class by more than 20 basis points, the following subscriptions, valuation and redemptions within such Class shall be undertaken at a variable price that shall be equal to the Net Asset Value per Share of such Class with no obligation to revert back to a Stable NAV once the deviation falls back under 20 basis points.

Where there are substantial adverse movements in interest rates, there can be no assurance that the Fund, by following these procedures, will be successful in maintaining a Stable NAV.

Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

Although it is intended to maintain a Stable NAV for each Class of Shares in the Euro Liquidity Fund, there can be no assurance that this will be achieved. The value of the Fund may be

affected by the creditworthiness of issuers of the Fund's investments and, notwithstanding the policy of the Fund of investing in short term instruments, may also be affected by substantial movements in interest rates.

Investors' attention is also drawn on the fact that, in accordance with MMF Regulation, the Management Company has implemented a liquidity management procedure pursuant to which in the circumstances described under section "*LIQUIDITY MANAGEMENT*", it has the right at any time to apply specific measures, also described in the above mentioned section, in relation to the management of the portfolio liquidity of the Fund. Investors should also be aware that, should the Fund apply, within a period of ninety (90) days, redemption gates and redemption suspensions for more than fifteen (15) Business Days, it shall automatically cease to be a LVNAV Money Market Fund. Shareholders will be immediately informed upon the occurrence of such event.

Base Currency

The Base Currency of the Fund is the Euro.

Dealing Day

The Dealing Day for the Fund is every Business Day which **is not designated as a TARGET closing day by the European Central Bank**.

The list of expected "non-dealing days" will be available on the Company's website (www.morganstanley.com/im/en-us/liquidity-investor). However, the list may be further updated from time to time in the presence of exceptional circumstances where the Directors believe that it is in the best interests of the Shareholders of the Fund.

Dealing Deadline

The Dealing Deadline is 01:00 pm Greenwich Mean Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of (+1) Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*". By derogation, in exceptional situations where applications for subscription or redemption for the relevant Stable NAV Shares are processed on the relevant Net Asset Value per Share calculated on the Dealing Day, the Settlement Date will generally be the first Business Day following the Dealing Day (and in any event no later than ten (10) Business Days after).

The Settlement Date for subscriptions and redemptions of (+1) Shares, will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

Valuation Point

The Valuation Point is 01:00 pm Greenwich Mean Time on each Dealing Day.

Characteristics of the Shares

Please refer to the section "*LIST OF AVAILABLE SHARE CLASSES*" for the characteristics of the Shares of the Fund, including share class names, distribution policies, minimum initial subscriptions, minimum additional subscriptions, minimum holdings and management fees.

The subscription and redemption of the Stable NAV Shares will be made at the relevant Stable NAV, provided that the difference between the calculated and published relevant Stable NAV and Net Asset Value per Share is less than 20 basis points.

There is no Preliminary Charges payable. Liquidity fees, redemption charges or exchange charges are not normally payable but the Board of Directors reserves the right at its sole discretion to impose such charges on redemption.

Such charges and fees will in particular be applied in circumstances described under section "*LIQUIDITY MANAGEMENT*" and/or where the Board of Directors believes that it is appropriate having regard to the interests of Shareholders and may be up to 2% of the amount redeemed, depending notably on the level of Weekly Maturing Assets contained in the portfolio of the Fund.

The Fund will be permitted (or in some cases, may be required) to temporarily restrict redemptions from the Fund for up to fifteen (15) Business Days during a ninety (90) calendar days period (a "**redemption gate**") under the circumstances and in the conditions described under section "*LIQUIDITY MANAGEMENT*".

Liquidity fees and redemptions gates may be terminated at any time in the discretion of the Board of Directors. Liquidity fees and redemptions gates will also terminate at the beginning of the next Business Day once the Fund has invested 30% or more of its total assets in Weekly Maturing Assets as of the end of a Business Day. The Fund may only suspend redemptions for up to fifteen (15) Business Days in any ninety (90) calendar days period.

Please refer to section "*CHARGES AND EXPENSES*" for general information on fees and expenses applicable to the Fund and the Company.

MS LIQUIDITY FUNDS – EURO GOVERNMENT LIQUIDITY FUND

Investment Objective

The Euro Government Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

Investment Policy

The Euro Government Liquidity Fund is classified as a **Short-Term Public Debt CNAV Money Market Fund**.

The Euro Government Liquidity Fund will seek to achieve its investment objective primarily by investing its assets in high quality short-term Money Market Instruments comprising transferable debt securities issued by or guaranteed by governments and central banks, such as Treasury Bills, Government Bonds and other obligations of governments and central banks that may be available in the relevant markets, or reverse repurchase agreements secured by such securities, instruments and obligations in accordance with the "*INVESTMENT RESTRICTIONS*" of this Prospectus. The Fund may also hold deposits in accordance with Article 12 of the MMF Regulation. All investments shall be denominated in Euros. The main debt securities acquired will be listed or traded on a Regulated Market or an Other Regulated Market.

The Euro Government Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with Article 24 of the MMF Regulation and Article 2(11) of the MMF Regulation.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

The Fund may hold ancillary liquid assets (i.e. bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under Article 41(1) of the Law.

The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

In addition to the above, a Fund may not hold more than 10 % of its net assets in deposits made with the same credit institution in line with Article 17(1) (b) of the MMF Regulation.

Taxonomy Regulation Disclosure

The investments underlying this financial product do not take into account the EU criteria for environmentally sustainable economic activities, nor consider principal adverse impacts on sustainability factors.

Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

Sub-Investment Adviser

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a Sub-Investment Adviser for the Euro Government Liquidity Fund pursuant to the Sub-Investment Advisory Agreement.

Specifications in relation to the Stable NAV

It is expected, although it cannot be assured, that for each Class of Distributing Shares in the Euro Government Liquidity Fund, a Stable NAV per Share will remain stable at **€1.00,** through the distribution of dividends and the use of the amortised cost method as set out under the section "*METHOD OF CALCULATION*" to calculate the Stable NAV. The difference between such Stable NAV and the Net Asset Value per Share is monitored and published daily on the following website www.morganstanley.com/liquidity. The Accumulation Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. See "*Stable NAV Risk*", "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" and "*Market Risk*" under the section "*PRINCIPAL RISKS*".

Where there are substantial adverse movements in interest rates, there can be no assurance that the Fund, by following these procedures, will be successful in maintaining a Stable Net Asset Value per Share.

Use of reverse repurchase agreements

The Euro Government Liquidity Fund intends to enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the

	proportion of the Fund's Net Asset Value indicated below.	proportion of the Fund's Net Asset Value indicated below.
Reverse repurchase transactions	25%	100%

Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

Although it is intended to maintain a Stable NAV for each Class of Shares in the Euro Government Liquidity Fund, there can be no assurance that this will be achieved. The value of the Fund may be affected by the creditworthiness of issuers of the Fund's investments and, notwithstanding the policy of the Fund of investing in short term instruments, may also be affected by substantial movements in interest rates.

Investors' attention is also drawn on the fact that, in accordance with MMF Regulation, the Management Company has implemented a liquidity management procedure pursuant to which in the circumstances described under section "*LIQUIDITY MANAGEMENT*", it has the right at any time to apply specific measures, also described in the above mentioned section, in relation to the management of the portfolio liquidity of the Fund. Investors should also be aware that, should the Fund apply, within a period of ninety (90) days, redemption gates and redemption suspensions for more than fifteen (15) Business Days, it shall automatically cease to be a Public Debt CNAV Money Market Fund. Shareholders will be immediately informed upon the occurrence of such event.

Base Currency

The Base Currency of the Fund is the Euro.

Dealing Day

The Dealing Day for the Fund is every Business Day which **is not designated as a TARGET closing day by the European Central Bank**.

The list of expected "non-dealing days" will be available on the Company's website (www.morganstanley.com/im/en-us/liquidity-investor). However, the list may be further updated from time to time in the presence of exceptional circumstances where the Directors believe that it is in the best interests of the Shareholders of the Fund.

Dealing Deadline

The Dealing Deadline is 10:30 am Greenwich Mean Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of (+1) Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*". By derogation, in exceptional situations where applications for subscription or redemption for the relevant Stable NAV Shares are processed on the relevant Net Asset Value per Share calculated on the Dealing Day, the Settlement Date will generally be the first Business Day following the Dealing Day (and in any event no later than ten (10) Business Days after).

The Settlement Date for subscriptions and redemptions of \(+1) Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

Valuation Point

The Valuation Point is 01:00 pm Greenwich Mean Time on each Dealing Day.

Characteristics of the Shares

Please refer to the section "*LIST OF AVAILABLE SHARE CLASSES*" for the characteristics of the Shares of the Fund, including share class names, distribution policies, minimum initial subscriptions, minimum additional subscriptions, minimum holdings and management fees.

The subscription and redemption of the Stable NAV Shares will be made at the relevant Stable NAV.

There is no Preliminary Charge payable. Liquidity fees, redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose such charges on redemption.

Such charges and fees will in particular be applied in circumstances described under section "*LIQUIDITY MANAGEMENT*" and/or where the Board of Directors believes that it is appropriate having regard to the interests of Shareholders and may be up to 2% of the amount redeemed, depending notably on the level of Weekly Maturing Assets contained in the portfolio of the Fund.

The Fund will be permitted (or in some cases, may be required) to temporarily restrict redemptions from the Fund for up to fifteen (15) Business Days during a ninety (90) calendar days period (a "**redemption gate**") under the circumstances and in the conditions described under section "*LIQUIDITY MANAGEMENT*".

Liquidity fees and redemptions gates may be terminated at any time in the discretion of the Board of Directors. Liquidity fees and redemptions gates will also terminate at the beginning of the next Business Day once the Fund has invested 30% or more of its total assets in Weekly Maturing Assets as of the end of a Business Day. The Fund may only suspend redemptions for up to fifteen (15) Business Days in any ninety (90) calendar days period.

Please refer to "*CHARGES AND EXPENSES* for general information on fees and expenses applicable to the Fund and the Company.

MS LIQUIDITY FUNDS – STERLING LIQUIDITY FUND

Investment Objective

The Sterling Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

Investment Policy

The Sterling Liquidity Fund is classified as a **Short-Term LVNAV Money Market Fund**.

The Sterling Liquidity Fund will seek to achieve its investment objective primarily by investing in high quality short-term Money Market Instruments comprising transferable debt securities (which may include by way of example fixed or floating rate instruments including without limitation commercial paper, certificates of deposit, freely transferable promissory notes, government and corporate bonds and asset-backed commercial papers) that are denominated in Sterling. The debt securities acquired will be listed or traded on stock exchanges or a Regulated Market or an Other Regulated Market. The Sterling Liquidity Fund may also invest in Money Market Instruments other than those dealt on a Regulated Market or on an Other Regulated Market, as provided in Article 50(1) of UCITS Directive and under section "*INVESTMENT RESTRICTIONS*" of this Prospectus. The Fund may also hold deposits in accordance with Article 12 of the MMF Regulation. The Sterling Liquidity Fund will apply the portfolio rules applicable to Short Term Money Market Funds in accordance with Article 24 of the MMF Regulation.

The Sterling Liquidity Fund may also enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the "*INVESTMENT RESTRICTIONS*" of this Prospectus.

No more than 10% of the assets of the Fund will be invested in units or shares of other Short-Term Money Market Funds.

It may invest in time deposits and may also hold ancillary liquid assets (i.e. bank deposits at sight, such as cash held in current accounts with a bank accessible at any time) up to 20% of its net assets, in order to cover current or exceptional payments, or for the time necessary to reinvest in eligible assets provided under Article 41(1) of the Law.

The above mentioned 20% limit shall only be temporarily breached for a period of time strictly necessary when, because of exceptionally unfavourable market conditions, circumstances so require and where such breach is justified having regard to the interests of the investors, for instance in highly serious circumstances such as the September 11 attacks or the bankruptcy of Lehman Brothers in 2008.

In addition to the above, a Fund may not hold more than 10 % of its net assets in deposits made with the same credit institution in line with Article 17(1) (b) of the MMF Regulation.

The Fund will have a WAM of no more than sixty (60) days and a WAL of no more than one hundred and twenty (120) days.

The Fund promotes the environmental characteristic of avoiding investments in certain types of fossil fuels, and it promotes the social characteristic of avoiding investments in certain activities which can cause harm to human health and wellbeing.

The Fund promotes these environmental and social characteristics through the screening and exclusion of issuers involved in specific business activities that are considered to have a negative impact on society or on the environment, as described below:

Investments shall not knowingly include any company which:

- derives any revenues from:
    - manufacturing or production of controversial weapons;
    - manufacturing or production of civilian firearms;
    - manufacturing or production of tobacco;
    - mining and extraction of thermal coal.

- derives 5% or more revenues from:
    - extraction or production from oil sands;
    - oil or gas extraction or production in the Arctic region.

- derives 10% or more revenues from:
    - gambling activities;
    - tobacco distribution or retail;
    - coal-fired power generation.

Taxonomy Regulation Disclosure

The Fund does not commit to making a minimum portion of sustainable investments with an environmental objective aligned with the EU Taxonomy.

Further information about the Fund's environmental and social characteristics can be found in Appendix 6.

Typical Investor's Profile

The Fund may be appropriate for investors who:

- seek to invest in a liquidity fund.
- seek liquidity from their investments.

Specifications in relation to the Stable NAV

It is expected, although it cannot be assured, that for each Class of Distributing Shares in the Sterling Liquidity Fund, a Stable NAV per Share will remain stable at £**1.00**, through the distribution of dividends and the use of the amortised cost method as set out under the section

"Method of Calculation" to calculate the Stable NAV. The difference between such Stable NAV per Share and the Net Asset Value per Share is monitored and published daily on the following website www.morganstanley.com/liquidity. The Accumulation Shares in the Fund retain any net income and/or capital gains attributable to such Shares, which causes their value to change. See "*Stable NAV Risk*", "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" and "*Market Risk*" under the section "*PRINCIPAL RISKS*".

Furthermore, in accordance with the provisions of MMF Regulation, investor's attention is drawn on the paragraph "*Switch from a Stable NAV to a Net Asset Value per Share Risk*" under the section "*PRINCIPAL RISKS*" and on the fact that when the Stable NAV per Share deviates from the Net Asset Value per Share of such Class by more than 20 basis points, the following subscriptions, valuation and redemptions within such Class shall be undertaken at a variable price that shall be equal to the Net Asset Value per Share of such Class with no obligation to revert back to a Stable NAV once the deviation falls back under 20 basis points.

Where there are substantial adverse movements in interest rates, there can be no assurance that the Fund, by following these procedures, will be successful in maintaining a Stable NAV.

Sub-Investment Adviser

Morgan Stanley & Co International plc, a public limited company incorporated in England and Wales under the Companies Act 1985 on 28 October 1986 has been appointed as a Sub-Investment Adviser for the Sterling Liquidity Fund pursuant to the Sub-Investment Advisory Agreement.

Use of reverse repurchase agreements

The Sterling Liquidity Fund intends to enter into reverse repurchase agreements for efficient portfolio management purposes in accordance with the applicable conditions and limits.

Type of transaction	Under normal circumstances it is generally expected that the principal amount of such transactions will not exceed a proportion of the Fund's Net Asset Value indicated below.	The principal amount of the Fund's assets that can be subject to the transaction may represent up to a maximum of the proportion of the Fund's Net Asset Value indicated below
Reverse repurchase transactions	10%	100%

Risk Factor

The general risk factors as set out under section "*PRINCIPAL RISKS*" apply.

Although it is intended to maintain a Stable NAV for each Class of Shares in the Sterling Liquidity Fund, there can be no assurance that this will be achieved. The value of the Fund may be affected by the creditworthiness of issuers of the Fund's investments and, notwithstanding

the policy of the Fund of investing in short term instruments, may also be affected by substantial movements in interest rates.

Investors' attention is also drawn on the fact that, in accordance with MMF Regulation, the Management Company has implemented a liquidity management procedure pursuant to which in the circumstances described under section "*LIQUIDITY MANAGEMENT*", it has the right at any time to apply specific measures, also described in the above mentioned section, in relation to the management of the portfolio liquidity of the Fund. Investors should also be aware that, should the Fund apply, within a period of ninety (90) days, redemption gates and redemption suspensions for more than fifteen (15) Business Days, it shall automatically cease to be a LVNAV Money Market Fund. Shareholders will be immediately informed upon the occurrence of such event.

Base Currency

The Base Currency of the Fund is the Pound Sterling.

Dealing Day

The Dealing Day for the Fund is every Business Day on which banks in London are open for normal business. In addition, at the discretion of the Directors, a Business/Dealing Day may also include any other day notified in advance to the Shareholders.

Dealing Deadline

The Dealing Deadline is 01:30 pm Greenwich Mean Time on each Dealing Day or such earlier time as may be dictated by the closure of relevant exchanges and/or markets on the Dealing Day.

Settlement Date

In the case of redemptions of Shares, proceeds will be paid to the account specified in the Application Form usually by electronic transfer and at the Shareholder's risk and expense.

The Settlement Date for subscriptions and redemptions of Shares, with the exception of (+1) Shares, will be generally (and in any event no later than ten (10) Business Days after) the same Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT"*. By derogation, in exceptional situations where applications for subscription or redemption for the relevant Stable NAV Shares are processed on the relevant Net Asset Value per Share calculated on the Dealing Day, the Settlement Date will generally be the first Business Day following the Dealing Day (and in any event no later than ten (10) Business Days after).

The Settlement Date for subscriptions and redemptions of (+1) Shares will be generally (and in any event no later than ten (10) Business Days after) the Business Day following the Dealing Day as the day on which the relevant duly signed subscription or redemption documentation is received, subject to the section "*LIQUIDITY MANAGEMENT*".

Valuation Point

The Valuation Point is 01:30 pm Greenwich Mean Time on each Dealing Day.

Characteristics of the Shares

Please refer to the section "*LIST OF AVAILABLE SHARE CLASSES*" for the characteristics of the Shares of the Fund, including share class names, distribution policies, minimum initial subscriptions, minimum additional subscriptions, minimum holdings and management fees.

The subscription and redemption of the Stable NAV Shares will be made at the relevant Stable NAV, provided that the difference between the calculated and published relevant Stable NAV and Net Asset Value per Share is less than 20 basis points.

There is no Preliminary Charge payable. Liquidity fees, redemption charges or exchange charges are not normally payable but, the Board of Directors reserves the right at its sole discretion to impose such charges on redemption.

Such charges and fees will in particular be applied in circumstances described under section "*LIQUIDITY MANAGEMENT*" and/or where the Board of Directors believes that it is appropriate having regard to the interests of Shareholders and may be up to 2% of the amount redeemed, depending notably on the level of Weekly Maturing Assets contained in the portfolio of the Fund.

The Fund will be permitted (or in some cases, may be required) to temporarily restrict redemptions from the Fund for up to fifteen (15) Business Days during a ninety (90) calendar days period (a "**redemption gate**") under the circumstances and in the conditions described under section "*LIQUIDITY MANAGEMENT*".

Liquidity fees and redemptions gates may be terminated at any time in the discretion of the Board of Directors. Liquidity fees and redemptions gates will also terminate at the beginning of the next Business Day once the Fund has invested 30% or more of its total assets in Weekly Maturing Assets as of the end of a Business Day. The Fund may only suspend redemptions for up to fifteen (15) Business Days in any ninety (90) calendar days period.

Please refer to section "*CHARGES AND EXPENSES*" for general information on fees and expenses applicable to the Fund and the Company.

APPENDIX 1 – List of delegates and sub-delegates of the Depositary

Country	Sub-delegates acting as local sub-custodian
France	BNP Paribas Securities Services S.C.A.
U.K.	The Bank of New York Mellon
U.S.A.	The Bank of New York Mellon

Country	Directed delegate
U.S.A.	JP Morgan Chase Bank N.A. and The Bank of New York Mellon

APPENDIX 2 – Data Protection Notification

a) In accordance with the provisions of the EU Regulation n°2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (the "**GDPR**") and the law of 1st August 2018 on the organization of the National Commission for Data protection and the general regime on data protection, as may be amended or replaced and all applicable laws (together, the "**Data Protection Laws**"), the Company, acting as "data controller" within the meaning of the Data Protection Laws, hereby informs prospective investors and holders of shares in the Company (together, "**Shareholders**", and each a "**Shareholder**") that personal data provided by each Shareholder to the Company ("**Personal Data**", as defined in paragraph (b), below) may be collected, recorded, stored, adapted, shared, transferred or otherwise processed, by electronic means or otherwise, for the following purposes (each a "**Processing Purpose**"):

1) to enable and process the subscription and redemption of Shares in the Company by investors, including (without limitation) the facilitation and processing of payments by and to the Company (including the payment of subscription monies and redemption proceeds, the payment of fees by and to Shareholders and the payment of distributions on Shares), and generally to enable and give effect to the participation of investors in the Company;

2) to enable an account to be maintained of all payments referenced in sub-paragraph (1), above;

3) to enable the maintaining of a register of Shareholders in accordance with applicable laws;

4) to carry out or to facilitate the carrying out with respect to Shareholders of credit, money laundering, due diligence and conflict checks for the purposes of fraud, money-laundering, financial crime prevention and tax identification laws (including FATCA and CRS and applicable anti-money laundering laws), and generally to enable the Company to comply with its legal obligations arising in connection therewith;

5) to enable the Company to perform controls in respect of late trading and market timing practices;

6) to facilitate the provision to the Company of services by the Service Providers referenced in this Prospectus, including (without limitation) the authorisation or confirmation of billing transactions and payments by and to the Company;

7) to facilitate the operational support and development necessary to the Company's investment objectives and strategies with respect to its Funds, including (without limitation) the Company's risk management processes, and

the evaluation of services provided to the Company by third-party Service Providers;

8) in relation to any litigation, disputes or contentious matter in which the Company is involved;

9) to comply with legal and regulatory requests made to the Company anywhere in the world;

10) to facilitate reporting, including (without limitation) transaction reporting to, and audits by, national and international regulatory, enforcement or exchange bodies, and tax authorities (including the Luxembourg Tax Authority) and the compliance by the Company with court orders associated therewith;

11) for the Monitoring Purposes defined and specified in Section (e) below; and

12) for direct marketing purposes specified in Section (g) below.

The Company may not collect Personal Data without a valid legal ground. Accordingly**,** the Company will only process and use Personal Data:

a) if necessary to enter into, to execute or to carry out a contract with each Shareholder for the services or products required by the Shareholder (as described in Processing Purposes 1 to 3 inclusive, above);

b) if necessary for the Company's legitimate interests, provided in each case that such interests are not overridden by the privacy interests of impacted individuals. The Company's legitimate interests are described in the Processing Purposes 5, 6, 7, 8, 11 and 12, above;

c) to exercise and defend the Company's legal rights anywhere in the world as described in Processing Purpose 8 above; and

d) if necessary to comply with legal obligations, (including any legal or regulatory guidance, codes or opinions), applicable to the Company anywhere in the world as described in Processing Purposes 4, 9 and 10 above.

b) "**Personal Data**" includes data that is personal to a Shareholder (whether a Shareholder is a natural or a legal person) and which the Company obtains directly from a Shareholder and/or indirectly from a data processor, such as personal details (including, at a minimum, a Shareholder's name, legal organization, country of residence, address and contact details) and financial account information. Some of this information will be publicly accessible.

Shareholders undertake and guarantee to process Personal Data and to supply such Personal Data to the Company in compliance with the Data Protection Law, including, where appropriate, informing the data subjects acting as their agents, employees, representatives and/or beneficial owners of the contents of the present section, in accordance with Articles 13 and 14 of the GDPR.

Under certain conditions set out under the Data Protection Laws, a Shareholder shall have the right:

(i) to access to his/her/its Personal Data;
(ii) to correct or amend his/her/its Personal Data when such Personal Data is inaccurate or incomplete;
(iii) to object to the processing of his/her/its Personal Data;
(iv) to restrict processing of his/her/its Personal Data;
(v) to refuse at his/her/its own discretion to provide his/her/its Personal Data to the Company;
(vi) to request the erasure of his/her/its Personal Data; and
(vii) to request the portability of his/her/its Personal Data in accordance with the Data Protection Laws.

Shareholders should note in particular that a refusal to provide Personal Data to the Company may result in the Company being required to reject an application for Shares in the Company.

Shareholders may exercise these rights by contacting the Company at dataprotectionoffice@morganstanley.com. In addition to exercising these rights, Shareholders have a right to lodge a complaint in connection with matters concerning the processing and protection of Personal Data with the Company at dataprotectionoffice@morganstanley.com, without prejudice to their ability to submit a complaint to the National Commission for Data Protection in Luxembourg (the "**CNPD**"): : 1, Avenue du Rock'n'Roll, L-4361 Esch-sur-Alzette, Grand-Duchy of Luxembourg; or with any competent data protection supervisory authority in their EU Member State of residence.

c) For any Processing Purpose, the Company will delegate the processing of Personal Data, in accordance with the Data Protection Laws, to other parties, including its affiliates, the Management Company, the Investment Adviser, the Sub-Investment Adviser, the Administrator, the Domiciliary Agent and the Depositary, together with parties to which the Company and/or the Management Company may assign or novate Personal Data, in addition to national and international regulatory, enforcement or exchange bodies or courts anywhere in the world as required by applicable laws or at their request (each a "**Data Processor**", and together the "**Data Processors**").

A Data Processor may, subject to the approval of the Company, sub-delegate the processing of Personal Data (and, pursuant to such sub-delegation, the transfer thereof)

to its parent company or organization, affiliates, branch offices or third party agents (together, the "**Delegates**").

The Data Processors named above are located in Luxembourg, with the exception of the Management Company and the Sub-Investment Adviser (which are located in the United Kingdom) and the Investment Adviser (which is located in the United States of America). When Delegates are located in countries outside of the European Economic Area (EEA), and where data protection laws may not provide an equivalent level of protection, the Data Processor, with the supervision of the Company, will ensure (i) that it has put in place appropriate data transfer mechanisms, and (ii) if applicable, that the Delegate has put in place appropriate data transfer mechanisms, in each case such as European Commission Standard Contractual Clauses. Shareholders can obtain a copy of the relevant data transfer mechanism by contacting the Company at dataprotectionoffice@morganstanley.com.

The Company will disclose Personal Data to the Luxembourg tax authority, which in turn, acting as data controller, may disclose that Personal Data to foreign tax authorities.

d) In compliance with the Data Protection Laws, the Company will retain Personal Data in an identifiable form in accordance with the Company's information management policy which establishes general standards and procedures regarding the retention, handling and disposal of Personal Data. Personal Data shall not be retained for longer than is necessary with regard to the Processing Purposes, subject to any limitation periods imposed by law. Upon request, the Company will provide a Shareholder with more information on the exact retention periods applying to its Personal Data. The retention period may be extended in the sole discretion of the Company if the Company is required to preserve Personal Data in connection with litigation, regulatory investigations and legal proceedings.

e) To the extent permitted by the Data Protection Laws, the Company and the Management Company (acting as "data controller" within the meaning of the Data Protection Laws) will access, review, disclose, intercept, monitor and record (together, "**Monitoring**") (i) verbal and electronic messaging and communications (for example, and without limitation, telephone, sms, instant message, email, Bloomberg and any other electronic or recordable communications) with a Shareholder or Shareholders' agent (together, "**Communications**"), and (ii) a Shareholder's use of technology owned, provided or made accessible by the Company and the Management Company, including (without limitation) systems that facilitate Communications with Shareholders, information processing, transmission, storage and access, including remote access (together, "**Systems**").

To the extent permitted by the Data Protection Laws, the Company and the Management Company will subject Communications and Systems to Monitoring only for the following purposes (together, "**Monitoring Purposes**"):

1. to establish the existence of facts (e.g., keeping records of transactions);
2. to ascertain compliance with regulatory or self-regulatory practices or procedures which are applicable to the Company and/or the Management Company;
3. to ascertain or demonstrate standards which are achieved or ought to be achieved by persons using Systems, including compliance with any terms of use associated with Systems;
4. to prevent, detect or investigate crime, money laundering, fraud, financial crime and/or other breaches of applicable law;
5. to comply with applicable laws and regulations, any material contract and any applicable policies and procedures;
6. to safeguard against the loss, theft, unauthorised and unlawful collection, use, disclosure, destruction or other processing or misuse of confidential and proprietary information;
7. to prevent, detect or investigate unauthorised use of Systems and/or data (e.g., Monitoring to ensure compliance with the policies and procedures of the Company and/or the Management Company , including without limitation those relating to information security and cyber security);
8. to ensure the effective operation of Systems (including telephones, email and internet) systems;
9. for support and administration purposes;
10. to assist with investigations, complaints, requests by regulators and other persons, litigation, arbitration or mediation; and
11. in particular, in the course of the operational support and development of the business of the Company and/or the Management Company, such as to evaluate the quality of customer service, and efficiency, cost and risk management purposes.

Monitoring will be conducted by the Company and/or the Management Company using various methods, including: (i) the use of "intelligent" automated monitoring tools; (ii) IT filtering tools which randomly review Systems; (iii) random monitoring of Systems, e.g. by authorised supervisors randomly joining on-going telephone calls on sales and trading floors; (iv) specific monitoring of Systems, e.g. in relation to investigations, regulatory requests, subject access requests, litigation, arbitration or mediation; (v) data tracking, aggregation and analysis tools that collect data from various sources to extrapolate linkages and/or detect behavioural patterns, interactions or preferences for analysis (including predictive analysis); and/or (vi) using other similar Monitoring technology that may become available from time to time.

The Company and/or the Management Company also use cookies and similar technologies to collect information about Shareholders as part of and/or in connection with services provided by them or in connection with any System owned or provided by them. By accessing or using services or a System, a Shareholder signifies his/her/its understanding that the Company and/or the Management Company will use such cookies and similar technologies as detailed in the Company's privacy policy, and that if the Shareholder chooses to reject such cookies, some or all parts of the services or the relevant System may not function properly or may not be accessible. To find out more about how the Company and/or the Management Company uses cookies and similar technologies, how the Company and/or the Management Company processes the information obtained through cookies, and how a Shareholder may reject cookies, see the Company's privacy policy at www.morganstanley.com/privacy_pledge.

f) Any documentation or records relating to the Monitoring of Systems shall be *prima facie* evidence of any instructions, orders or communications that have been subjected to Monitoring, and Shareholders agree that such records shall be admissible as such in any legal proceedings. Furthermore, Shareholders confirm that they will not use, file, or cite as a reason for objecting to the admission of such records as evidence in any legal proceedings either that the records are not originals, or are not in writing, or are documents produced by a computer. The Company and/or the Management Company will retain such records in accordance with its operational procedures which may change from time to time in its absolute discretion; however, such records shall not be held by the Company for longer than is necessary with regard to the Monitoring Purposes, subject to any limitation periods imposed by law. Shareholders are hereby informed that this record keeping should not be deemed to be a substitute for his/her/its own keeping of adequate records in accordance with any applicable rules or regulations to which he/she/it is subject.

g) If there are any products or services that the Company and/or the Management Company believes may be of particular interest to a Shareholder, whether provided or sponsored by the Company and/or the Management Company or their respective affiliates, or by third party investment services providers (for example, a fund manager or insurance service provider not affiliated with the Company, the Management Company or their respective affiliates), the Company, the Management Company or their respective affiliates may contact that Shareholder (by means which may include mail, email, sms and telephone), including outside standard working hours. When required by the Data Protection Laws, a Shareholder's prior consent will be requested before its Personal Data is used to make or facilitate direct marketing of this nature. If a Shareholder does not wish the Company, the Management Company or their respective affiliates to use its Personal Data in this way, or does not wish to provide Personal Data for such direct marketing purposes, the Shareholder may notify the Company, the Management Company or their respective affiliates at any time in accordance with section (b) above or as directed in any marketing materials that may

be received by Shareholders. Please note that if a Shareholder does not wish to be contacted for such purposes, the Company, the Management Company or their respective affiliates may need or be required to limit the range of products and services which they will offer or be able to offer to that Shareholder, or may not be able to open an account for that Shareholder or continue their relationship with that Shareholder. In this respect, each Shareholder has a right to object to the use of his/her/its Personal Data for marketing purposes. This objection must be made in writing by letter addressed to the Company, the Management Company or their respective affiliates at European Bank and Business Centre, 6B route de Trèves, L-2633 Senningerberg, Grand Duchy of Luxembourg, or at liquidity.services@morganstanley.com.

Before providing the Company and/or the Management Company with access to, or permitting any access to, or permitting the processing of, Personal Data which contains any data regarding an individual in connection with this Prospectus, a Shareholder should ensure that: (i) the individual understands that the Shareholder will be providing their Personal Data to the Company, the Management Company or their respective affiliates; (ii) the individual has been provided with the information set out herein regarding the collection, use, processing, disclosure and overseas transfer of Personal Data, the use of Personal Data for direct marketing purposes, and the possibility of monitoring or recording of their or their agent's communications by the Company, the Management Company or their respective affiliates (in each case if permitted by the Data Protection Laws); (iii) if required, the individual has provided their consent to the processing by the Company, the Management Company or their respective affiliates of their Personal Data or that another legal basis to process Personal Data is satisfied; and (iv) the individual is aware of their data protection right.

APPENDIX 3 – List of International Public Entities

Pursuant to Article 17.7 of the MMF Regulation, the Fund may consider investing, in accordance with the principle of risk spreading, up to 100% of its assets in Money Market Instruments issued or guaranteed separately or jointly by International Public Entities. The fund will in particular invest in European Public Entities and central authorities or central banks of the following countries:

- Australia;
- Canada;
- Chile;
- Iceland;
- Israel;
- Japan;
- Republic of Korea;
- Mexico;
- New Zealand;
- Norway;
- Switzerland;
- Turkey; and
- United States.

APPENDIX 4 – Facilities Agents and Services

According to Article 92 of Directive 2009/65/EC, as amended by Directive 2019/1160, the facilities tasks are as follows:

a. Process subscription, repurchase and redemption orders and make other payments to Shareholders relating to the Shares of the Company, in accordance with the conditions set out in the Prospectus and the Key Information Documents;

b. Provide investors with information on how orders referred to in point a. can be made and how repurchase and redemption proceeds are paid.

c. Facilitate the handling of information and access to procedures and arrangements referred to in Article 15 Directive 2009/65/EC relating to the investors' exercise of their rights arising from their investment in the Company in the Member State where the Company is marketed;

d. Make the information and documents required pursuant to Chapter IX Directive 2009/65/EC available to investors under the conditions laid down in Article 94 Directive 2009/65/EC, for the purposes of inspection and obtaining copies thereof;

e. Provide investors with information relevant to the tasks that the Facilities Agent performs in a durable medium;

f. Act as a contact point for communicating with the competent authorities.

The Company has appointed the facilities agents for the tasks listed a) and b) above in Article 92 of Directive 2009/65/EC, as amended by Directive 2019/1160, and it has agreed to provide such facilities at its offices set out below.

Country	**Facilities for EU Investors**
Austria	UniCredit Bank Austria AG, Rothschildplatz 1, A-1020 Vienna, Email : stephan.hans@unicreditgroup.at
France	Caceis Bank SA 1/3 Place Valhubert 75013 Paris Email : BK-OPCVM-IVS@caceis.com
Germany	Morgan Stanley Bank AG Grosse Gallusstrasse 18, D-60312 Frankfurt am Main Email : msim-germany@morganstanley.com
Ireland	BNY Mellon Fund Services (Ireland), One Dockland Central, Guilt Street, IFSC, Dublin 1,

	Email : bnymclientdeliverymanagement@bny.com
Luxembourg	Bank of New York Mellon SA/NV Luxembourg Branch 2-4 rue Eugene Ruppert, L-2453 Luxembourg, Grand Duchy of Luxembourg Email : MSLiquidityFunds.TA@bny.com
Sweden	MFEX Mutual Funds Exchange AB Box 5378, Grev Turegatan 19, SE-10249 Stockholm Email : fundinformation@mfex.com

Morgan Stanley Liquidity Funds will provide the tasks listed under points c) to e) above in Article 92 of Directive 2009/65/EC, as amended by Directive 2019/1160, at its offices 6B, Route de Trèves, L-2633 Senningerberg, Email: Liquidity.Services@morganstanley.com

The countries that do not have a facilities agent appointed are listed below.

Belgium

Denmark

Greece

Hungary

Italy

Lithuania

Norway

Spain

The Netherlands

The Bank of New York Mellon SA/NV Luxembourg Branch, 2-4 Rue Eugène Ruppert, L-2453 Luxembourg. Email : MSLiquidityFunds.TA@bny.com will provide tasks listed under point a) above.

For tasks listed under points b) to e) above, please contact Morgan Stanley Client Services on Email: Liquidity.Services@morganstanley.com

Arendt Regulatory & Consulting S.A. 41A Avenue J.F Kennedy, L-2082 Luxembourg, will act as the contact point for communicating with the competent authorities, according to point f) above of Article 92 of Directive 2009/65/EC, as amended by Directive 2019/1160. Email : morganstanley_distri@arendt.com.

This appendix is available in the official language of your local jurisdiction at: www.morganstanley.com/liquidity. The Luxembourg webpage provides this appendix in additional languages of other EU regions.

APPENDIX 5 – Additional Information for Qualified Investors in Switzerland

The Company, including all of its Funds, has not been and shall not be approved by the Swiss Financial Market Supervisory Authority ("**FINMA**") for offering to non-qualified investors pursuant to Article 120 paragraph 1 of the Swiss Collective Investment Schemes Act of 23 June 2006 (the "**CISA**"), as amended. Accordingly, the Company is not subject to the supervision of the FINMA and investors do not benefit from the investor protection granted by the CISA.

Only the Funds MS Liquidity Funds - Euro Liquidity Fund, MS Liquidity Funds - Euro Government Liquidity Fund, MS Liquidity Funds - Sterling Liquidity Fund, MS Liquidity Funds - US Dollar Liquidity Fund, MS Liquidity Funds - US Dollar Treasury Liquidity Fund and MS Liquidity Funds – US Dollar Ultra Short Income Fund are compliant for offering to Qualified Investors in Switzerland as defined hereafter.

The Shares of the Company may only be offered to qualified investors in Switzerland as defined in Article 10 paragraphs 3 and 3ter of the CISA as revised, respectively professional clients as defined in Article 4 paragraphs 3 to 5 and Article 5 paragraphs 1 and 4 of the Swiss Financial Services Act of 15 June 2018 ("**FinSA**"), as amended ("**Qualified Investors**").

1. Representative in Switzerland:

The representative in Switzerland is **REYL & CIE S.A.**, 4, rue du Rhône, 1204 Geneva, Switzerland.

2. Paying Agent in Switzerland:

The paying agent in Switzerland is **BANQUE CANTONALE DE GENÈVE**, 17, quai de l'Ile, 1204 Geneva, Switzerland.

3. Place where the relevant documents may be obtained

The Prospectus, the key information document, the Articles as well as the annual and semi-annual reports of the Company, and further information may be obtained free of charge from the Representative.

4. Payment of retrocessions and rebates

a. Retrocessions

The Management Company and its agents may pay retrocessions to eligible third parties for distribution activities in respect of Shares in Switzerland. This remuneration may be deemed payment to such third parties in respect of all activities whose object is, whether directly or indirectly, the purchase of Shares by an investor including, as non-exhaustive examples:

- sales promotions;
- organization of road shows,/fund fairs;
- introductions to and with investors;
- arrangement of meetings;
- investor due diligence, etc

In the event that a recipient of retrocessions forwards such retrocessions to investors (entirely or partly), the retrocessions shall not qualify as rebates.

Information on the receipt of retrocessions is governed by the relevant provisions of the Swiss Financial Services Act (FinSA). Thus, the recipients of the retrocessions must ensure transparent disclosure and expressly inform investors in advance, namely before the provision of the financial service or the conclusion of the contract, unsolicited and free of charge, about the type and scope of the compensation they may receive for distribution, so that investors can relinquish such compensation. If the amount cannot be determined in advance, the recipients of the retrocessions shall inform investors of the calculation parameters and the ranges.

On request, the recipients of retrocessions must disclose the amount they effectively received.

The law of the Grand Duchy of Luxembourg does not provide for stricter rules than the Swiss rules regarding retrocessions (as defined above) in Switzerland.

b. Rebates

In the case of distribution activity in Switzerland, the Management Company and its agents may, upon request, pay rebates directly to investors. The purpose of rebates is to reduce the fees or costs incurred by the investor in question.

Rebates are permitted provided that (i) they are paid from fees received by the Management Company or its agents and therefore do not represent an additional charge on the fund assets, (ii) they are granted on the basis of objective criteria, and (iii) all investors who meet these objective criteria and demand rebates are also granted such rebates within the same timeframe and to the same extent.

The objective criteria for the granting of rebates by the Distributor and its affiliates are as follows:

- The size of the investment in question;
- The investment behaviour of the investor, including the expected investment holding period and the expectation of further investments in the future;
- The aggregate size of all of the investor's investments in Morgan Stanley fund products and separately managed accounts;
- The strength and depth of the investor's relationship with the Morgan Stanley group;

- Whether or not the investor has an advisory or discretionary management relationship with a consultant or other intermediary with whom the Distributor or its agents have a contractual relationship;
- The particular sub-fund in which the investor has invested;
- The value of the assets of the relevant sub-fund and whether the sub-fund is at or near to its optimal size; and
- The age of the sub-fund and/or the investment strategy to which it relates.

Upon request by the investor the Company and its affiliates shall disclose the respective extent of the rebates free of charge.

The law of the Grand Duchy of Luxembourg does not provide for stricter rules than the Swiss rules regarding rebates (as defined above) in Switzerland.

5. Place of performance and Place of jurisdiction

In respect of the Shares offered in Switzerland, the place of performance is at the registered office of the representative in Switzerland. The place of jurisdiction is the registered office of the representative or the registered office or place of residence of the investor.

APPENDIX 6 – Sustainability Disclosures Annexes

Funds:

- MSLF US Dollar Liquidity Fund
- MSLF US Dollar Ultra Short Income Fund
- MSLF Euro Liquidity Fund
- MSLF Sterling Liquidity Fund

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: MSLF US Dollar Liquidity Fund
Legal entity identifier: 549300KWZ7KKYMNMKZ50

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

☐ **Yes**	☒ **No**
☐ It will make a minimum of **sustainable investments with an environmental objective:** ___%	☒ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 10% of sustainable investments
☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy	☒ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
	☒ with a social objective
☐ It will make a minimum of **sustainable investments with a social objective:** ___%	☐ It promotes E/S characteristics, but **will not make any sustainable investments**

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.



What environmental and/or social characteristics are promoted by this financial product?

The Fund promotes the environmental characteristic of avoiding investments in certain types of fossil fuels, by excluding companies which derive a certain

percentage of revenue from the mining and extraction of thermal coal, extraction or production from oil sands, oil or gas extraction or production in the Arctic region, or coal-fired power generation.

In addition, the Fund promotes the social characteristic of avoiding investments in certain activities which can cause harm to human health and wellbeing, specifically companies which derive a certain percentage of revenue from tobacco distribution or retail, the manufacturing or production of tobacco, the manufacturing or production of controversial weapons, the manufacturing or production of civilian firearms, or gambling activities.

The Fund also aims to make a minimum of 10% sustainable investments in corporate issuers whose business practices, products or solutions, make a net positive contribution towards United Nations' Sustainable Development Goals ("**SDGs**").

The Fund does not use a reference benchmark for the purpose of attaining its environmental or social characteristics.

- ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicator used to measure the attainment of the Fund's environmental and social characteristics is the Fund's exposure, in percentage market value, to issuers that violate any of the exclusion criteria. Additional details on the Fund's exclusions criteria and methodology are provided below in response to the question, "*What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product*?"

Regarding the 10% of investments which will be sustainable investments, details are provided below in response to the question, "*What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives*?"

- ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

The Fund's sustainable investments will fall within the following category:

- Corporate issuers whose business practices, products or solutions, make a net positive contribution towards the SDGs. The SDGs were adopted by the United Nations in 2015 as a universal call to action to end poverty, protect the planet and ensure that by 2030 all people enjoy peace and prosperity. The Investment Adviser defines positive contribution to the SDGs as a net positive aggregate alignment score across all the SDGs (i.e., scores measuring positive contribution to individual SDGs have to, in total, be greater than the total of any negative contribution scores), based on third-party data. The Investment Adviser will also only include issuers which have sufficient positive SDG alignment in the Investment Adviser's view with at least one individual SDG, and which do not have any material misalignments in the Investment Adviser's view on any of the SDGs."

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?

The Fund's sustainable investments aim not to cause significant harm to any environmental or social objective, by:

- avoiding investments in corporate issuers that violate minimum social safeguards; and
- excluding corporate issuers which breach thresholds set by the Investment Adviser relating to the principal adverse impact ("**PAI**") indicators which the Investment Adviser is required to consider by the EU Sustainable Finance Disclosure Regulation ("**SFDR**") rules, and which are relevant to the investment.

This assessment is conducted using third-party research on the sustainability characteristics of the Fund's holdings.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The "do no significant harm" methodology applied by the Investment Adviser on sustainable investments seeks to exclude investments that cause harm to any of the PAI indicators which are mandatory for the Investment Adviser to consider under the EU SFDR rules, and which are relevant to the investment.
The Investment Adviser has determined specific metrics and quantitative thresholds for significant harm to screen PAI indicators that are relevant to the investment, using third-party data as well as in-

house research. The thresholds are set: (i) on an absolute value basis; (ii) on a relative basis in the context of the investment universe; or (iii) using pass/fail scores.
The Investment Adviser generally conducts the PAI assessment at the issuer level. However, where appropriate the assessment may be done at the security level in whole or in part.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

The Fund's sustainable investments exclude corporate issuers which have experienced very severe controversies that are deemed to violate the UN Global Compact, the UN Guiding Principles on Business and Human Rights, or the ILO Fundamental Principles, and corporate issuers with very severe controversies related to violations of the OECD Guidelines for Multinational Enterprises. This screening is done using third-party data.

The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.



Does this financial product consider principal adverse impacts on sustainability factors?

x	Yes
	No

The Fund considers all of the mandatory PAI on sustainability factors which are relevant to the investment for the portion allocated to sustainable investments, as described above in response to the question, "*How have the indicators for adverse impacts on sustainability factors been taken into account*?"

The portion of the Fund that is not made of sustainable investments considers the PAI only in part through the Fund's exclusionary criteria, as follows:

- The Fund excludes corporate issuers which derive any revenue from thermal coal mining and extraction, as well as corporate issuers involved in coal-fired power generation and in certain types of oil & gas related activities. The Fund therefore partly considers the PAI indicator number 4: exposure to companies active in the fossil fuel sector.
- The Fund excludes corporate issuers which derive any revenue from the manufacturing or production of controversial weapons. The Fund therefore considers in whole the PAI indicator number 14: exposure to controversial weapons.

The Fund will make information available on how it has incorporated the PAIs into the Fund in its periodic reports to investors.



What investment strategy does this financial product follow?

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The US Dollar Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

As part of the investment strategy, the Fund applies a set of binding ESG-related exclusionary screens and allocates a portion of its assets to sustainable investments.

In addition to its binding ESG criteria, the Fund integrates ESG considerations in the investment decision-making process to support its environmental and social characteristics on a non-binding basis, based on the Investment Adviser's in-house research and methodologies and on third-party data.

The investment process is subject to regular review, as part of a control and monitoring framework implemented by the Investment Adviser. The Investment Adviser's Compliance, Risk and Portfolio Surveillance teams collaborate with the investment team to conduct regular portfolio/performance reviews and systemic checks to ensure compliance with

portfolio investment objectives and environmental and social characteristics, taking into account changing market conditions, information and strategy developments.

- ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The Fund promotes environmental and social characteristics through the screening and exclusion of issuers involved in specific business activities that are considered to have a negative impact on society or on the environment, as described below:

Investments shall not knowingly include any company which:

- derives any revenues from:
  - manufacturing or production of controversial weapons;
  - manufacturing or production of civilian firearms;
  - manufacturing or production of tobacco;
  - mining and extraction of thermal coal.

- derives 5% or more revenues from:
  - extraction or production from oil sands;
  - oil or gas extraction or production in the Arctic region.

- derives 10% or more revenues from:
  - gambling activities;
  - tobacco distribution or retail;
  - coal-fired power generation.

In addition, the Fund will maintain a minimum of 10% of sustainable investments, which meet the criteria as set out in response to the question, "*What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives*?"

The criteria are implemented and monitored by the Investment Adviser using a combination of third-party data and in-house research.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

Not applicable.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

What is the policy to assess good governance practices of the investee companies?

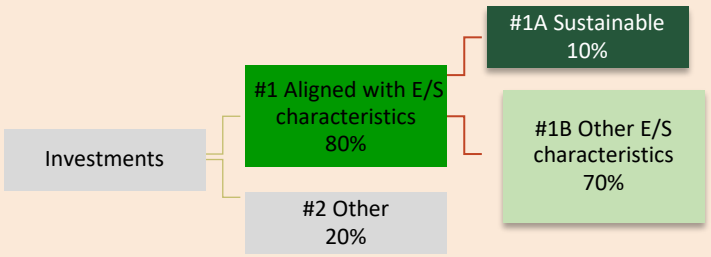
As part of its bottom-up, fundamental research process, the Investment Adviser systematically incorporates the assessment of an issuer's corporate governance and business practices, including but not limited to evidence of sound management structures and employee relations, fair remuneration of staff, and tax compliance, in order to ensure that every investee company follows good governance practices.

This is done through the monitoring of data on governance-related, as well as on other environmental and/or social factors and controversies, sourced from third party providers, through in-house research, and through engagement with the management of selected issuers on corporate governance and disclosure issues.

In addition, the Fund's sustainable investments exclude any company that is involved in very severe governance-related controversies**.**

Asset allocation describes the share of investments in specific assets.

What is the asset allocation planned for this financial product?



#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category **#1 Aligned with E/S characteristics** covers:
- The sub-category **#1A Sustainable** covers sustainable investments with environmental or social objectives.
- The sub-category **#1B Other E/S characteristics** covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

The exclusions (as described above) will be applied to at least 80% of the portfolio, however the Fund also expects to allocate a minimum of 10% of its assets to sustainable investments. Among these sustainable investments, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time.

A maximum of 20% of the Fund may be invested in cash for efficient portfolio management purposes, which do not align with any environmental or social characteristics.

These percentages are measured according to the value of the investments.

***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.
Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.
Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.



To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Fund does not commit to making a minimum portion of sustainable investments with an environmental objective aligned with the EU Taxonomy.

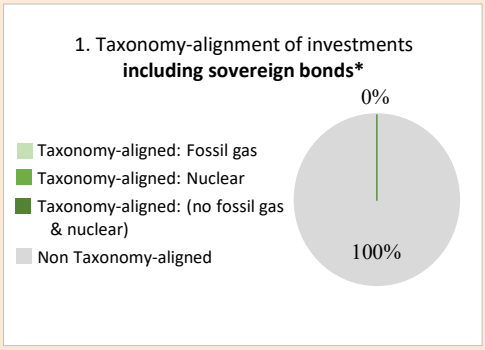
Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy[1]?

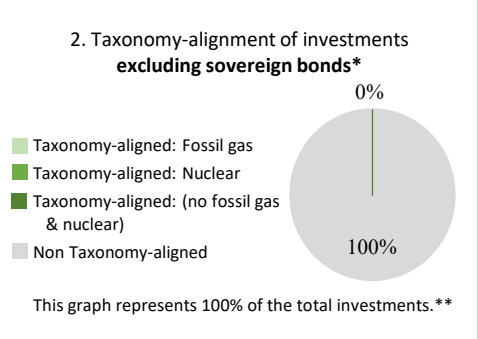
☐ Yes:

☐ In fossil gas ☐ In nuclear energy

☒ No

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.





** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*
*** The proportion of total investments shown in this graph is purely indicative and may vary over time. As the Fund does not commit to making sustainable investments aligned with the EU Taxonomy, the proportion of any sovereign bonds in the Fund's portfolio will not impact the proportion of sustainable investments aligned with the EU Taxonomy included in the graph.*

[1] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("**climate change mitigation**") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

What is the minimum share of investments in transitional and enabling activities?

Not applicable - Although the Fund commits to invest in sustainable investments within the meaning of the SFDR, there is no commitment to a minimum share of investments in transitional and enabling activities.



What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

The Fund intends to make a minimum of 10% sustainable investments with a combination of environmental and social objectives, as described above. Among these, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time. These sustainable investments will represent at least 10% of the portfolio holdings on an aggregated basis.

 are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentaly sustainable economic activities under the EU Taxonomy.

The Fund's sustainable investments with an environmental objective **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

Although some of these sustainable investments may be Taxonomy aligned, due to lack of available data regarding the Taxonomy alignment of the underlying securities, the Investment Adviser has not been able to confirm whether these investments are in fact Taxonomy aligned and accordingly will not consider them as such in calculations until this data is reported on or otherwise becomes more reliable. As such, the Investment Adviser uses its own methodology to determine whether certain investments are sustainable in accordance with the SFDR sustainable investment test, and then invests in such assets for the Fund.



What is the minimum share of socially sustainable investments?

As explained above, the Fund intends to make a minimum of 10% sustainable investments, with a combination of environmental and social objectives. Among these, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time. These sustainable investments will represent at least 10% of the portfolio holdings on an aggregated basis.

What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

The Fund may hold a certain percentage of assets in cash for efficient portfolio management, including cash as ancillary liquidity. These instruments are included in the "#2 Other" category and are not subject to environmental and/or social screening or any minimum environmental or social safeguards.

Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

Not applicable

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.

Where can I find more product specific information online?

More product-specific information can be found on the website:

https://www.morganstanley.com/im/publication/mslf/regulatorypolicy/sfdrwebsite_mslf_usdollarliquidity_en.pdf

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: MSLF US Dollar Ultra Short Income Fund
Legal entity identifier: 549300YCBCW6N8SRRJ32

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

☐ **Yes**	☒ **No**
☐ It will make a minimum of **sustainable investments with an environmental objective:** ___%	☒ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 10% of sustainable investments
☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy	☒ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
	☒ with a social objective
☐ It will make a minimum of **sustainable investments with a social objective:** ___%	☐ It promotes E/S characteristics, but **will not make any sustainable investments**

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

What environmental and/or social characteristics are promoted by this financial product?

The Fund promotes the environmental characteristic of avoiding investments in certain types of fossil fuels, by excluding companies which derive a certain percentage of revenue from the mining and extraction of thermal coal,

extraction or production from oil sands, oil or gas extraction or production in the Arctic region, or coal-fired power generation.

In addition, the Fund promotes the social characteristic of avoiding investments in certain activities which can cause harm to human health and wellbeing, specifically companies which derive a certain percentage of revenue from tobacco distribution or retail, the manufacturing or production of tobacco, the manufacturing or production of controversial weapons, the manufacturing or production of civilian firearms, or gambling activities.

The Fund also aims to make a minimum of 10% sustainable investments in corporate issuers whose business practices, products or solutions, make a net positive contribution towards United Nations' Sustainable Development Goals ("**SDGs**").

The Fund does not use a reference benchmark for the purpose of attaining its environmental or social characteristics.

- ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicator used to measure the attainment of the Fund's environmental and social characteristics is the Fund's exposure, in percentage market value, to issuers that violate any of the exclusion criteria. Additional details on the Fund's exclusions criteria and methodology are provided below in response to the question, "*What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product*?"

Regarding the 10% of investments which will be sustainable investments, details are provided below in response to the question, "*What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives*?"

- ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

The Fund's sustainable investments will fall within the following category:

- Corporate issuers whose business practices, products or solutions, make a net positive contribution towards the SDGs. The SDGs were

adopted by the United Nations in 2015 as a universal call to action to end poverty, protect the planet and ensure that by 2030 all people enjoy peace and prosperity. The Investment Adviser defines positive contribution to the SDGs as a net positive aggregate alignment score across all the SDGs (i.e., scores measuring positive contribution to individual SDGs have to, in total, be greater than the total of any negative contribution scores), based on third-party data. The Investment Adviser will also only include issuers which have sufficient positive SDG alignment in the Investment Adviser's view with at least one individual SDG, and which do not have any material misalignments in the Investment Adviser's view on any of the SDGs."

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?

The Fund's sustainable investments aim not to cause significant harm to any environmental or social objective, by:

- avoiding investments in corporate issuers that violate minimum social safeguards; and
- excluding corporate issuers which breach thresholds set by the Investment Adviser relating to the principal adverse impact ("**PAI**") indicators which the Investment Adviser is required to consider by the EU Sustainable Finance Disclosure Regulation ("**SFDR**") rules, and which are relevant to the investment.

This assessment is conducted using third-party research on the sustainability characteristics of the Fund's holdings.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The "do no significant harm" methodology applied by the Investment Adviser on sustainable investments seeks to exclude investments that cause harm to any of the PAI indicators which are mandatory for the Investment Adviser to consider under the EU SFDR rules, and which are relevant to the investment.

The Investment Adviser has determined specific metrics and quantitative thresholds for significant harm to screen PAI indicators that are relevant to the investment, using third-party data as well as in-house research. The thresholds are set: (i) on an absolute value basis;

(ii) on a relative basis in the context of the investment universe; or (iii) using pass/fail scores.
The Investment Adviser generally conducts the PAI assessment at the issuer level. However, where appropriate the assessment may be done at the security level in whole or in part.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

The Fund's sustainable investments exclude corporate issuers which have experienced very severe controversies that are deemed to violate the UN Global Compact, the UN Guiding Principles on Business and Human Rights, or the ILO Fundamental Principles, and corporate issuers with very severe controversies related to violations of the OECD Guidelines for Multinational Enterprises. This screening is done using third-party data.

The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.



Does this financial product consider principal adverse impacts on sustainability factors?

[x] Yes

[ ] No

The Fund considers all of the mandatory PAI on sustainability factors which are relevant to the investment for the portion allocated to sustainable investments, as described above in response to the question, "*How have the indicators for adverse impacts on sustainability factors been taken into*

account?"

The portion of the Fund that is not made of sustainable investments considers the PAI only in part through the Fund's exclusionary criteria, as follows:

- The Fund excludes corporate issuers which derive any revenue from thermal coal mining and extraction, as well as corporate issuers involved in coal-fired power generation and in certain types of oil & gas related activities. The Fund therefore partly considers the PAI indicator number 4: exposure to companies active in the fossil fuel sector.
- The Fund excludes corporate issuers which derive any revenue from the manufacturing or production of controversial weapons. The Fund therefore considers in whole the PAI indicator number 14: exposure to controversial weapons.

The Fund will make information available on how it has incorporated the PAIs into the Fund in its periodic reports to investors.



What investment strategy does this financial product follow?

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The US Dollar Ultra Short Income Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

As part of the investment strategy, the Fund applies a set of binding ESG-related exclusionary screens and allocates a portion of its assets to sustainable investments.

In addition to its binding ESG criteria, the Fund integrates ESG considerations in the investment decision-making process to support its environmental and social characteristics on a non-binding basis, based on the Investment Adviser's in-house research and methodologies and on third-party data.

The investment process is subject to regular review, as part of a control and monitoring framework implemented by the Investment Adviser. The Investment Adviser's Compliance, Risk and Portfolio Surveillance teams collaborate with the investment team to conduct regular portfolio/performance reviews and systemic checks to ensure compliance with portfolio investment objectives and environmental and social characteristics, taking into account changing market conditions, information and strategy developments.

- ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The Fund promotes environmental and social characteristics through the screening and exclusion of issuers involved in specific business activities that are considered to have a negative impact on society or on the environment, as described below:

Investments shall not knowingly include any company which:

- derives any revenues from:
  - manufacturing or production of controversial weapons;
  - manufacturing or production of civilian firearms;
  - manufacturing or production of tobacco;
  - mining and extraction of thermal coal.

- derives 5% or more revenues from:
  - extraction or production from oil sands;
  - oil or gas extraction or production in the Arctic region.

- derives 10% or more revenues from:
  - gambling activities;
  - tobacco distribution or retail;
  - coal-fired power generation.

In addition, the Fund will maintain a minimum of 10% of sustainable investments, which meet the criteria as set out in response to the question, "*What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives*?"

The criteria are implemented and monitored by the Investment Adviser using a combination of third-party data and in-house research.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

Not applicable.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

What is the policy to assess good governance practices of the investee companies?

As part of its bottom-up, fundamental research process, the Investment Adviser systematically incorporates the assessment of an issuer's corporate governance and business practices, including but not limited to evidence of sound management structures and employee relations, fair remuneration of staff, and tax compliance, in order to ensure that every investee company follows good governance practices.

This is done through the monitoring of data on governance-related, as well as on other environmental and/or social factors and controversies, sourced from third party providers, through in-house research, and through engagement with the management of selected issuers on corporate governance and disclosure issues.

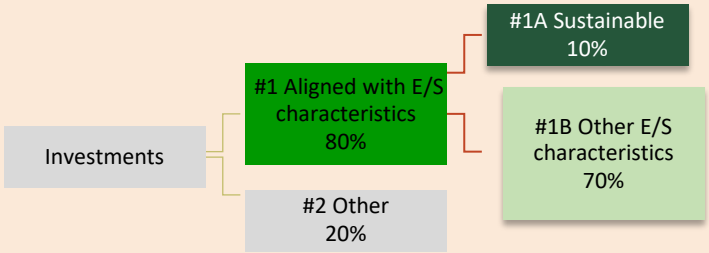
In addition, the Fund's sustainable investments exclude any company that is involved in very severe governance-related controversies**.**

What is the asset allocation planned for this financial product?

Asset allocation

Taxonomy-aligned activities are expressed as a share of:

- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.



#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category **#1 Aligned with E/S characteristics** covers:
- The sub-category **#1A Sustainable** covers sustainable investments with environmental or social objectives.
- The sub-category **#1B Other E/S characteristics** covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

The exclusions (as described above) will be applied to at least 80% of the portfolio, however the Fund also expects to allocate a minimum of 10% of its assets to sustainable investments. Among these sustainable investments, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time.

A maximum of 20% of the Fund may be invested in cash for efficient portfolio management purposes, which do not align with any environmental or social characteristics.

These percentages are measured according to the value of the investments.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.
Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.
Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

- ***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Fund does not commit to making a minimum portion of sustainable investments with an environmental objective aligned with the EU Taxonomy.

- **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy[1]?**

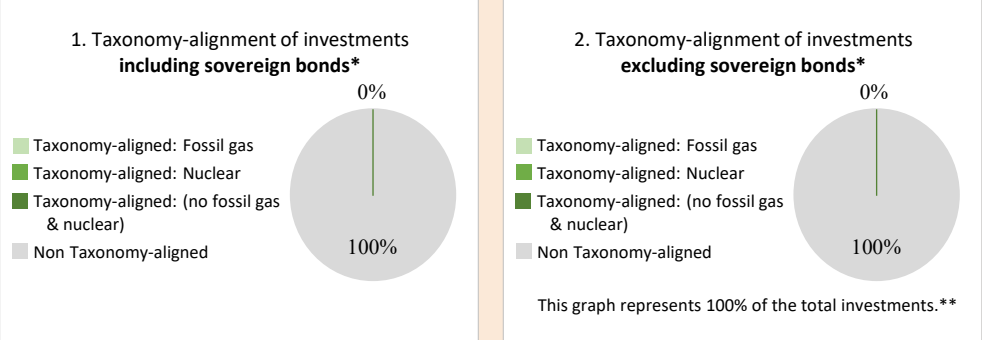
☐ Yes:

☐ In fossil ☐ gas In nuclear energy

☒ No

[1] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("**climate change mitigation**") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*
*** The proportion of total investments shown in this graph is purely indicative and may vary over time. As the Fund does not commit to making sustainable investments aligned with the EU Taxonomy, the proportion of any sovereign bonds in the Fund's portfolio will not impact the proportion of sustainable investments aligned with the EU Taxonomy included in the graph.*

What is the minimum share of investments in transitional and enabling activities?

Not applicable - Although the Fund commits to invest in sustainable investments within the meaning of the SFDR, there is no commitment to a minimum share of investments in transitional and enabling activities.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentaly sustainable economic activities under the EU Taxonomy.

The Fund intends to make a minimum of 10% sustainable investments with a combination of environmental and social objectives, as described above. Among these, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time. These sustainable investments will represent at least 10% of the portfolio holdings on an aggregated basis.

The Fund's sustainable investments with an environmental objective **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.
Although some of these sustainable investments may be Taxonomy aligned, due to lack of available data regarding the Taxonomy alignment of the

underlying securities, the Investment Adviser has not been able to confirm whether these investments are in fact Taxonomy aligned and accordingly will not consider them as such in calculations until this data is reported on or otherwise becomes more reliable. As such, the Investment Adviser uses its own methodology to determine whether certain investments are sustainable in accordance with the SFDR sustainable investment test, and then invests in such assets for the Fund.



What is the minimum share of socially sustainable investments?

As explained above, the Fund intends to make a minimum of 10% sustainable investments, with a combination of environmental and social objectives. Among these, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time. These sustainable investments will represent at least 10% of the portfolio holdings on an aggregated basis.



What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

The Fund may hold a certain percentage of assets in cash for efficient portfolio management, including cash as ancillary liquidity. These instruments are included in the "#2 Other" category and are not subject to environmental and/or social screening or any minimum environmental or social safeguards.



Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

Not applicable

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.



Where can I find more product specific information online?

More product-specific information can be found on the website:

https://www.morganstanley.com/im/publication/mslf/regulatorypolicy/sfdrwebsite_mslf_usdollarultrashortincome_en.pdf

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: MSLF Euro Liquidity Fund
Legal entity identifier: 5493001WJSS6M2GYBU53

Environmental and/or social characteristics

Does this financial product have a sustainable investment objective?

☐ Yes	☒ No
☐ It will make a minimum of **sustainable investments with an environmental objective:** ___%	☒ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 10% of sustainable investments
☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy	☒ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
	☒ with a social objective
☐ It will make a minimum of **sustainable investments with a social objective:** ___%	☐ It promotes E/S characteristics, but **will not make any sustainable investments**

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

What environmental and/or social characteristics are promoted by this financial product?

The Fund promotes the environmental characteristic of avoiding investments in certain types of fossil fuels, by excluding companies which derive a certain

percentage of revenue from the mining and extraction of thermal coal, extraction or production from oil sands, oil or gas extraction or production in the Arctic region, or coal-fired power generation.

In addition, the Fund promotes the social characteristic of avoiding investments in certain activities which can cause harm to human health and wellbeing, specifically companies which derive a certain percentage of revenue from tobacco distribution or retail, the manufacturing or production of tobacco, the manufacturing or production of controversial weapons, the manufacturing or production of civilian firearms, or gambling activities.

The Fund also aims to make a minimum of 10% sustainable investments in corporate issuers whose business practices, products or solutions, make a net positive contribution towards United Nations' Sustainable Development Goals ("**SDGs**").

The Fund does not use a reference benchmark for the purpose of attaining its environmental or social characteristics.

- ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicator used to measure the attainment of the Fund's environmental and social characteristics is the Fund's exposure, in percentage market value, to issuers that violate any of the exclusion criteria. Additional details on the Fund's exclusions criteria and methodology are provided below in response to the question, "*What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product*?"

Regarding the 10% of investments which will be sustainable investments, details are provided below in response to the question, "*What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives*?"

- ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

The Fund's sustainable investments will fall within the following category:

- Corporate issuers whose business practices, products or solutions, make a net positive contribution towards the SDGs. The SDGs were adopted by the United Nations in 2015 as a universal call to action to end poverty, protect the planet and ensure that by 2030 all people enjoy peace and prosperity. The Investment Adviser defines positive contribution to the SDGs as a net positive aggregate alignment score across all the SDGs (i.e., scores measuring positive contribution to individual SDGs have to, in total, be greater than the total of any negative contribution scores), based on third-party data. The Investment Adviser will also only include issuers which have sufficient positive SDG alignment in the Investment Adviser's view with at least one individual SDG, and which do not have any material misalignments in the Investment Adviser's view on any of the SDGs."

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?

The Fund's sustainable investments aim not to cause significant harm to any environmental or social objective, by:

- avoiding investments in corporate issuers that violate minimum social safeguards; and
- excluding corporate issuers which breach thresholds set by the Investment Adviser relating to the principal adverse impact ("**PAI**") indicators which the Investment Adviser is required to consider by the EU Sustainable Finance Disclosure Regulation ("**SFDR**") rules, and which are relevant to the investment.

This assessment is conducted using third-party research on the sustainability characteristics of the Fund's holdings.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The "do no significant harm" methodology applied by the Investment Adviser on sustainable investments seeks to exclude investments that cause harm to any of the PAI indicators which are mandatory for the Investment Adviser to consider under the EU SFDR rules, and which are relevant to the investment.
The Investment Adviser has determined specific metrics and quantitative thresholds for significant harm to screen PAI indicators that are relevant to the investment, using third-party data as well as in-

house research. The thresholds are set: (i) on an absolute value basis; (ii) on a relative basis in the context of the investment universe; or (iii) using pass/fail scores.
The Investment Adviser generally conducts the PAI assessment at the issuer level. However, where appropriate the assessment may be done at the security level in whole or in part.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

The Fund's sustainable investments exclude corporate issuers which have experienced very severe controversies that are deemed to violate the UN Global Compact, the UN Guiding Principles on Business and Human Rights, or the ILO Fundamental Principles, and corporate issuers with very severe controversies related to violations of the OECD Guidelines for Multinational Enterprises. This screening is done using third-party data.

The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.



Does this financial product consider principal adverse impacts on sustainability factors?

x	Yes
	No

The Fund considers all of the mandatory PAI on sustainability factors which are relevant to the investment for the portion allocated to sustainable investments, as described above in response to the question, "*How have the indicators for adverse impacts on sustainability factors been taken into account*?"

The portion of the Fund that is not made of sustainable investments considers the PAI only in part through the Fund's exclusionary criteria, as follows:

- The Fund excludes corporate issuers which derive any revenue from thermal coal mining and extraction, as well as corporate issuers involved in coal-fired power generation and in certain types of oil & gas related activities. The Fund therefore partly considers the PAI indicator number 4: exposure to companies active in the fossil fuel sector.
- The Fund excludes corporate issuers which derive any revenue from the manufacturing or production of controversial weapons. The Fund therefore considers in whole the PAI indicator number 14: exposure to controversial weapons.

The Fund will make information available on how it has incorporated the PAIs into the Fund in its periodic reports to investors.



What investment strategy does this financial product follow?

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The Euro Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

As part of the investment strategy, the Fund applies a set of binding ESG-related exclusionary screens and allocates a portion of its assets to sustainable investments.

In addition to its binding ESG criteria, the Fund integrates ESG considerations in the investment decision-making process to support its environmental and social characteristics on a non-binding basis, based on the Investment Adviser's in-house research and methodologies and on third-party data.

The investment process is subject to regular review, as part of a control and monitoring framework implemented by the Investment Adviser. The Investment Adviser's Compliance, Risk and Portfolio Surveillance teams collaborate with the investment team to conduct regular portfolio/performance reviews and systemic checks to ensure compliance with

portfolio investment objectives and environmental and social characteristics, taking into account changing market conditions, information and strategy developments.

- ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The Fund promotes environmental and social characteristics through the screening and exclusion of issuers involved in specific business activities that are considered to have a negative impact on society or on the environment, as described below:

Investments shall not knowingly include any company which:

- derives any revenues from:
  - manufacturing or production of controversial weapons;
  - manufacturing or production of civilian firearms;
  - manufacturing or production of tobacco;
  - mining and extraction of thermal coal.

- derives 5% or more revenues from:
  - extraction or production from oil sands;
  - oil or gas extraction or production in the Arctic region.

- derives 10% or more revenues from:
  - gambling activities;
  - tobacco distribution or retail;
  - coal-fired power generation.

In addition, the Fund will maintain a minimum of 10% of sustainable investments, which meet the criteria as set out in response to the question, "*What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives*?"

The criteria are implemented and monitored by the Investment Adviser using a combination of third-party data and in-house research.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

Not applicable.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

What is the policy to assess good governance practices of the investee companies?

As part of its bottom-up, fundamental research process, the Investment Adviser systematically incorporates the assessment of an issuer's corporate governance and business practices, including but not limited to evidence of sound management structures and employee relations, fair remuneration of staff, and tax compliance, in order to ensure that every investee company follows good governance practices.

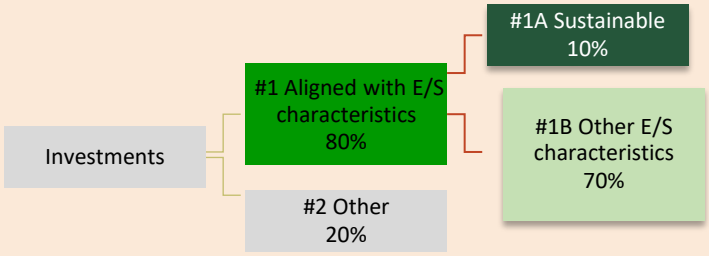
This is done through the monitoring of data on governance-related, as well as on other environmental and/or social factors and controversies, sourced from third party providers, through in-house research, and through engagement with the management of selected issuers on corporate governance and disclosure issues.

In addition, the Fund's sustainable investments exclude any company that is involved in very severe governance-related controversies**.**

What is the asset allocation planned for this financial product?

Asset allocation describes the share of investments in specific assets.

Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.



#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category **#1 Aligned with E/S characteristics** covers:
- The sub-category **#1A Sustainable** covers sustainable investments with environmental or social objectives.
- The sub-category **#1B Other E/S characteristics** covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

The exclusions (as described above) will be applied to at least 80% of the portfolio, however the Fund also expects to allocate a minimum of 10% of its assets to sustainable investments. Among these sustainable investments, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time.

A maximum of 20% of the Fund may be invested in cash for efficient portfolio management purposes, which do not align with any environmental or social characteristics.

These percentages are measured according to the value of the investments.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.
Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.
Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

- ***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?

The Fund does not commit to making a minimum portion of sustainable investments with an environmental objective aligned with the EU Taxonomy.

- **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy[1]?**

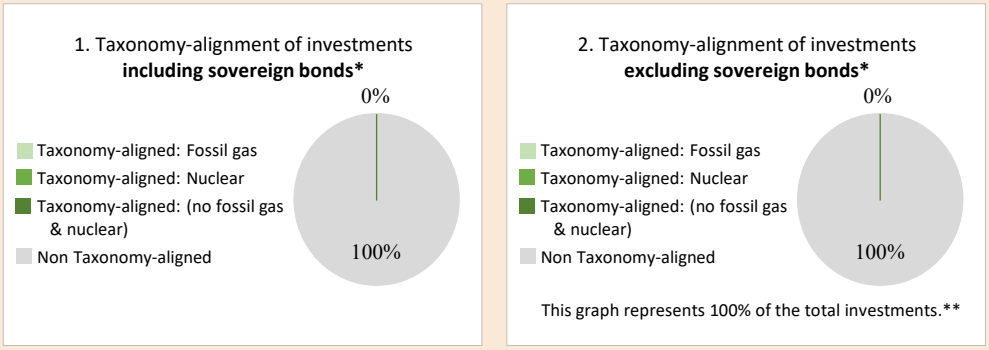
Yes:

[1] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("**climate change mitigation**") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

In fossil gas In nuclear energy

x

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*
*** The proportion of total investments shown in this graph is purely indicative and may vary over time. As the Fund does not commit to making sustainable investments aligned with the EU Taxonomy, the proportion of any sovereign bonds in the Fund's portfolio will not impact the proportion of sustainable investments aligned with the EU Taxonomy included in the graph.*

No

- ***What is the minimum share of investments in transitional and enabling activities?***

Not applicable - Although the Fund commits to invest in sustainable investments within the meaning of the SFDR, there is no commitment to a minimum share of investments in transitional and enabling activities.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentaly sustainable economic activities under the EU Taxonomy.

The Fund intends to make a minimum of 10% sustainable investments with a combination of environmental and social objectives, as described above. Among these, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time. These sustainable investments will represent at least 10% of the portfolio holdings on an aggregated basis.

The Fund's sustainable investments with an environmental objective **do not take into account the criteria** for environmentally sustainable economic

activities under the EU Taxonomy.

Although some of these sustainable investments may be Taxonomy aligned, due to lack of available data regarding the Taxonomy alignment of the underlying securities, the Investment Adviser has not been able to confirm whether these investments are in fact Taxonomy aligned and accordingly will not consider them as such in calculations until this data is reported on or otherwise becomes more reliable. As such, the Investment Adviser uses its own methodology to determine whether certain investments are sustainable in accordance with the SFDR sustainable investment test, and then invests in such assets for the Fund.



What is the minimum share of socially sustainable investments?

As explained above, the Fund intends to make a minimum of 10% sustainable investments, with a combination of environmental and social objectives. Among these, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time. These sustainable investments will represent at least 10% of the portfolio holdings on an aggregated basis.



What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

The Fund may hold a certain percentage of assets in cash for efficient portfolio management, including cash as ancillary liquidity. These instruments are included in the "#2 Other" category and are not subject to environmental and/or social screening or any minimum environmental or social safeguards.



Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

Not applicable

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.



Where can I find more product specific information online?

More product-specific information can be found on the website:

https://www.morganstanley.com/im/publication/mslf/regulatorypolicy/sfdrwebsite_mslf_euroliquidity_en.pdf

Template pre-contractual disclosure for the financial products referred to in Article 8, paragraphs 1, 2 and 2a, of Regulation (EU) 2019/2088 and Article 6, first paragraph, of Regulation (EU) 2020/852

Product name: MSLF Sterling Liquidity Fund
Legal entity identifier: 5493004N0NEN4PZCGH67

Environmental and/or social characteristics

Sustainable investment means an investment in an economic activity that contributes to an environmental or social objective, provided that the investment does not significantly harm any environmental or social objective and that the investee companies follow good governance practices.

The **EU Taxonomy** is a classification system laid down in Regulation (EU) 2020/852, establishing a list of **environmentally sustainable economic activities**. That Regulation does not include a list of socially sustainable economic activities. Sustainable investments with an environmental objective might be aligned with the Taxonomy or not.

Does this financial product have a sustainable investment objective?

☐ **Yes**	☒ **No**
☐ It will make a minimum of **sustainable investments with an environmental objective:** ___%	☒ It **promotes Environmental/Social (E/S) characteristics** and while it does not have as its objective a sustainable investment, it will have a minimum proportion of 10% of sustainable investments
☐ in economic activities that qualify as environmentally sustainable under the EU Taxonomy	☐ with an environmental objective in economic activities that qualify as environmentally sustainable under the EU Taxonomy
☐ in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy	☒ with an environmental objective in economic activities that do not qualify as environmentally sustainable under the EU Taxonomy
	☒ with a social objective
☐ It will make a minimum of **sustainable investments with a social objective:** ___%	☐ It promotes E/S characteristics, but **will not make any sustainable investments**

What environmental and/or social characteristics are promoted by this financial product?

The Fund promotes the environmental characteristic of avoiding investments in certain types of fossil fuels, by excluding companies which derive a certain percentage of revenue from the mining and extraction of thermal coal,

extraction or production from oil sands, oil or gas extraction or production in the Arctic region, or coal-fired power generation.

In addition, the Fund promotes the social characteristic of avoiding investments in certain activities which can cause harm to human health and wellbeing, specifically companies which derive a certain percentage of revenue from tobacco distribution or retail, the manufacturing or production of tobacco, the manufacturing or production of controversial weapons, the manufacturing or production of civilian firearms, or gambling activities.

The Fund also aims to make a minimum of 10% sustainable investments in corporate issuers whose business practices, products or solutions, make a net positive contribution towards United Nations' Sustainable Development Goals ("**SDGs**").

The Fund does not use a reference benchmark for the purpose of attaining its environmental or social characteristics.

- ***What sustainability indicators are used to measure the attainment of each of the environmental or social characteristics promoted by this financial product?***

The sustainability indicator used to measure the attainment of the Fund's environmental and social characteristics is the Fund's exposure, in percentage market value, to issuers that violate any of the exclusion criteria. Additional details on the Fund's exclusions criteria and methodology are provided below in response to the question, "*What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product*?"

Regarding the 10% of investments which will be sustainable investments, details are provided below in response to the question, "*What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives*?"

- ***What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives?***

The Fund's sustainable investments will fall within the following category:

- Corporate issuers whose business practices, products or solutions, make a net positive contribution towards the SDGs. The SDGs were

adopted by the United Nations in 2015 as a universal call to action to end poverty, protect the planet and ensure that by 2030 all people enjoy peace and prosperity. The Investment Adviser defines positive contribution to the SDGs as a net positive aggregate alignment score across all the SDGs (i.e., scores measuring positive contribution to individual SDGs have to, in total, be greater than the total of any negative contribution scores), based on third-party data. The Investment Adviser will also only include issuers which have sufficient positive SDG alignment in the Investment Adviser's view with at least one individual SDG, and which do not have any material misalignments in the Investment Adviser's view on any of the SDGs."

Principal adverse impacts are the most significant negative impacts of investment decisions on sustainability factors relating to environmental, social and employee matters, respect for human rights, anti-corruption and anti-bribery matters.

How do the sustainable investments that the financial product partially intends to make, not cause significant harm to any environmental or social sustainable investment objective?

The Fund's sustainable investments aim not to cause significant harm to any environmental or social objective, by:

- avoiding investments in corporate issuers that violate minimum social safeguards; and
- excluding corporate issuers which breach thresholds set by the Investment Adviser relating to the principal adverse impact ("**PAI**") indicators which the Investment Adviser is required to consider by the EU Sustainable Finance Disclosure Regulation ("**SFDR**") rules, and which are relevant to the investment.

This assessment is conducted using third-party research on the sustainability characteristics of the Fund's holdings.

How have the indicators for adverse impacts on sustainability factors been taken into account?

The "do no significant harm" methodology applied by the Investment Adviser on sustainable investments seeks to exclude investments that cause harm to any of the PAI indicators which are mandatory for the Investment Adviser to consider under the EU SFDR rules, and which are relevant to the investment.

The Investment Adviser has determined specific metrics and quantitative thresholds for significant harm to screen PAI indicators that are relevant to the investment, using third-party data as well as in-house research. The thresholds are set: (i) on an absolute value basis; (ii) on a relative basis in the context of the investment universe; or (iii) using pass/fail scores.

The Investment Adviser generally conducts the PAI assessment at the issuer level. However, where appropriate the assessment may be done at the security level in whole or in part.

How are the sustainable investments aligned with the OECD Guidelines for Multinational Enterprises and the UN Guiding Principles on Business and Human Rights? Details:

The Fund's sustainable investments exclude corporate issuers which have experienced very severe controversies that are deemed to violate the UN Global Compact, the UN Guiding Principles on Business and Human Rights, or the ILO Fundamental Principles, and corporate issuers with very severe controversies related to violations of the OECD Guidelines for Multinational Enterprises. This screening is done using third-party data.

The EU Taxonomy sets out a "do not significant harm" principle by which Taxonomy-aligned investments should not significantly harm EU Taxonomy objectives and is accompanied by specific EU criteria.

The "do no significant harm" principle applies only to those investments underlying the financial product that take into account the EU criteria for environmentally sustainable economic activities. The investments underlying the remaining portion of this financial product do not take into account the EU criteria for environmentally sustainable economic activities.

Any other sustainable investments must also not significantly harm any environmental or social objectives.



Does this financial product consider principal adverse impacts on sustainability factors?

x	Yes
	No

The Fund considers all of the mandatory PAI on sustainability factors which are relevant to the investment for the portion allocated to sustainable

investments, as described above in response to the question, "*How have the indicators for adverse impacts on sustainability factors been taken into account*?"

The portion of the Fund that is not made of sustainable investments considers the PAI only in part through the Fund's exclusionary criteria, as follows:

- The Fund excludes corporate issuers which derive any revenue from thermal coal mining and extraction, as well as corporate issuers involved in coal-fired power generation and in certain types of oil & gas related activities. The Fund therefore partly considers the PAI indicator number 4: exposure to companies active in the fossil fuel sector.
- The Fund excludes corporate issuers which derive any revenue from the manufacturing or production of controversial weapons. The Fund therefore considers in whole the PAI indicator number 14: exposure to controversial weapons.

The Fund will make information available on how it has incorporated the PAIs into the Fund in its periodic reports to investors.



What investment strategy does this financial product follow?

The investment strategy guides investment decisions based on factors such as investment objectives and risk tolerance.

The Sterling Liquidity Fund's investment objective is to provide liquidity and an attractive rate of income relative to short term interest rates, to the extent consistent with the preservation of capital.

As part of the investment strategy, the Fund applies a set of binding ESG-related exclusionary screens and allocates a portion of its assets to sustainable investments.

In addition to its binding ESG criteria, the Fund integrates ESG considerations in the investment decision-making process to support its environmental and social characteristics on a non-binding basis, based on the Investment Adviser's in-house research and methodologies and on third-party data.

The investment process is subject to regular review, as part of a control and monitoring framework implemented by the Investment Adviser. The Investment Adviser's Compliance, Risk and Portfolio Surveillance teams collaborate with the investment team to conduct regular portfolio/performance reviews and systemic checks to ensure compliance with portfolio investment objectives and environmental and social characteristics, taking into account changing market conditions, information and strategy developments.

- ***What are the binding elements of the investment strategy used to select the investments to attain each of the environmental or social characteristics promoted by this financial product?***

The Fund promotes environmental and social characteristics through the screening and exclusion of issuers involved in specific business activities that are considered to have a negative impact on society or on the environment, as described below:

Investments shall not knowingly include any company which:

- derives any revenues from:
  - manufacturing or production of controversial weapons;
  - manufacturing or production of civilian firearms;
  - manufacturing or production of tobacco;
  - mining and extraction of thermal coal.

- derives 5% or more revenues from:
  - extraction or production from oil sands;
  - oil or gas extraction or production in the Arctic region.

- derives 10% or more revenues from:
  - gambling activities;
  - tobacco distribution or retail;
  - coal-fired power generation.

In addition, the Fund will maintain a minimum of 10% of sustainable investments, which meet the criteria as set out in response to the question, "*What are the objectives of the sustainable investments that the financial product partially intends to make and how does the sustainable investment contribute to such objectives*?"

The criteria are implemented and monitored by the Investment Adviser using a combination of third-party data and in-house research.

- ***What is the committed minimum rate to reduce the scope of the investments considered prior to the application of that investment strategy?***

Not applicable.

Good governance practices include sound management structures, employee relations, remuneration of staff and tax compliance.

What is the policy to assess good governance practices of the investee companies?

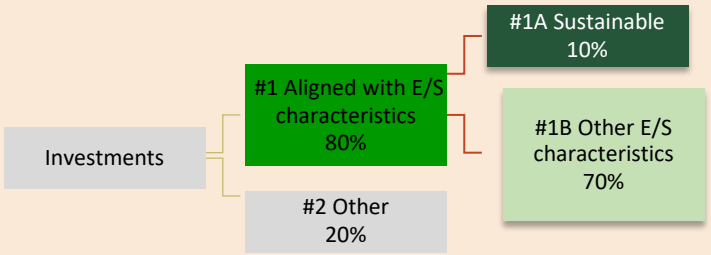
As part of its bottom-up, fundamental research process, the Investment Adviser systematically incorporates the assessment of an issuer's corporate governance and business practices, including but not limited to evidence of sound management structures and employee relations, fair remuneration of staff, and tax compliance, in order to ensure that every investee company follows good governance practices.

This is done through the monitoring of data on governance-related, as well as on other environmental and/or social factors and controversies, sourced from third party providers, through in-house research, and through engagement with the management of selected issuers on corporate governance and disclosure issues.

In addition, the Fund's sustainable investments exclude any company that is involved in very severe governance-related controversies**.**

Asset allocation describes the share of investments in specific assets.

What is the asset allocation planned for this financial product?



#1 Aligned with E/S characteristics includes the investments of the financial product used to attain the environmental or social characteristics promoted by the financial product.

#2 Other includes the remaining investments of the financial product which are neither aligned with the environmental or social characteristics, nor are qualified as sustainable investments.

The category **#1 Aligned with E/S characteristics** covers:
- The sub-category **#1A Sustainable** covers sustainable investments with environmental or social objectives.
- The sub-category **#1B Other E/S characteristics** covers investments aligned with the environmental or social characteristics that do not qualify as sustainable investments.

Taxonomy-aligned activities are expressed as a share of:
- **turnover** reflecting the share of revenue from green activities of investee companies
- **capital expenditure** (CapEx) showing the green investments made by investee companies, e.g. for a transition to a green economy.
- **operational expenditure** (OpEx) reflecting green operational activities of investee companies.

The exclusions (as described above) will be applied to at least 80% of the portfolio, however the Fund also expects to allocate a minimum of 10% of its assets to sustainable investments. Among these sustainable investments, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time.

A maximum of 20% of the Fund may be invested in cash for efficient portfolio management purposes, which do not align with any environmental or social characteristics.

These percentages are measured according to the value of the investments.

- ***How does the use of derivatives attain the environmental or social characteristics promoted by the financial product*?**

Not applicable.

To comply with the EU Taxonomy, the criteria for **fossil gas** include limitations on emissions and switching to renewable power or low-carbon fuels by the end of 2035. For **nuclear energy**, the criteria include comprehensive safety and waste management rules.
Enabling activities directly enable other activities to make a substantial contribution to an environmental objective.
Transitional activities are activities for which low-carbon alternatives are not yet available and among others have greenhouse gas emission levels corresponding to the best performance.

- **To what minimum extent are sustainable investments with an environmental objective aligned with the EU Taxonomy?**

The Fund does not commit to making a minimum portion of sustainable investments with an environmental objective aligned with the EU Taxonomy.

- **Does the financial product invest in fossil gas and/or nuclear energy related activities that comply with the EU Taxonomy[1]?**

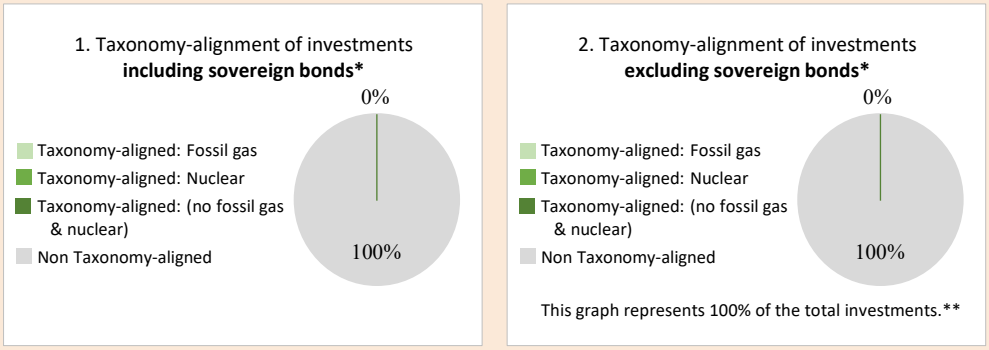
☐ Yes:

☐ In fossil ☐ gas In nuclear energy

☒ No

[1] Fossil gas and/or nuclear related activities will only comply with the EU Taxonomy where they contribute to limiting climate change ("**climate change mitigation**") and do not significantly harm any EU Taxonomy objective - see explanatory note in the left hand margin. The full criteria for fossil gas and nuclear energy economic activities that comply with the EU Taxonomy are laid down in Commission Delegated Regulation (EU) 2022/1214.

The two graphs below show in green the minimum percentage of investments that are aligned with the EU Taxonomy. As there is no appropriate methodology to determine the Taxonomy-alignment of sovereign bonds*, the first graph shows the Taxonomy alignment in relation to all the investments of the financial product including sovereign bonds, while the second graph shows the Taxonomy alignment only in relation to the investments of the financial product other than sovereign bonds.



** For the purpose of these graphs, 'sovereign bonds' consist of all sovereign exposures.*
*** The proportion of total investments shown in this graph is purely indicative and may vary over time. As the Fund does not commit to making sustainable investments aligned with the EU Taxonomy, the proportion of any sovereign bonds in the Fund's portfolio will not impact the proportion of sustainable investments aligned with the EU Taxonomy included in the graph.*

What is the minimum share of investments in transitional and enabling activities?

Not applicable - Although the Fund commits to invest in sustainable investments within the meaning of the SFDR, there is no commitment to a minimum share of investments in transitional and enabling activities.

What is the minimum share of sustainable investments with an environmental objective that are not aligned with the EU Taxonomy?

The Fund intends to make a minimum of 10% sustainable investments with a combination of environmental and social objectives, as described above. Among these, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time. These sustainable investments will represent at least 10% of the portfolio holdings on an aggregated basis.

The Fund's sustainable investments with an environmental objective **do not take into account the criteria** for environmentally sustainable economic activities under the EU Taxonomy.

Although some of these sustainable investments may be Taxonomy aligned, due to lack of available data regarding the Taxonomy alignment of the

are sustainable investments with an environmental objective that **do not take into account the criteria** for environmentaly sustainable economic activities under the EU Taxonomy.

underlying securities, the Investment Adviser has not been able to confirm whether these investments are in fact Taxonomy aligned and accordingly will not consider them as such in calculations until this data is reported on or otherwise becomes more reliable. As such, the Investment Adviser uses its own methodology to determine whether certain investments are sustainable in accordance with the SFDR sustainable investment test, and then invests in such assets for the Fund.



What is the minimum share of socially sustainable investments?

As explained above, the Fund intends to make a minimum of 10% sustainable investments, with a combination of environmental and social objectives. Among these, the Fund commits to make a minimum of 1% of sustainable investments with an environmental objective and 1% of sustainable investments with a social objective which can both vary independently at any time. These sustainable investments will represent at least 10% of the portfolio holdings on an aggregated basis.



What investments are included under "#2 Other", what is their purpose and are there any minimum environmental or social safeguards?

The Fund may hold a certain percentage of assets in cash for efficient portfolio management, including cash as ancillary liquidity. These instruments are included in the "#2 Other" category and are not subject to environmental and/or social screening or any minimum environmental or social safeguards.



Is a specific index designated as a reference benchmark to determine whether this financial product is aligned with the environmental and/or social characteristics that it promotes?

Not applicable

Reference benchmarks are indexes to measure whether the financial product attains the environmental or social characteristics that they promote.



Where can I find more product specific information online?

More product-specific information can be found on the website:

https://www.morganstanley.com/im/publication/mslf/regulatorypolicy/sfdrwebsite_mslf_sterlingliquidity_en.pdf

APPENDIX 7 – Additional Information for Investors in the United Kingdom

Morgan Stanley Liquidity Funds
Société d'Investissement à Capital Variable Luxembourg

General

This supplement should be read in conjunction with the Company's Prospectus, of which it forms part. References to the "Prospectus" are to be taken as references to that document as supplemented or amended hereby.

The Company is a recognised collective investment scheme for the purposes of section 264 of the Financial Services and Markets Act 2000 ("FSMA") of the United Kingdom. The Prospectus is distributed in the United Kingdom on behalf of the Company by Morgan Stanley Investment Management Limited whose registered office is at 25 Cabot Square, Canary Wharf, London, E14 4QA. Morgan Stanley Investment Management Limited is regulated by the Financial Conduct Authority ("FCA"), and is an "authorised person" for the purposes of section 21 of the FSMA.

Morgan Stanley Investment Management Limited is acting for the Company in relation to the Prospectus and matters relating thereto and it or any of its associates may have an interest or position in Shares of the Company. It is not acting for, or advising or treating as its customer any other person (unless other arrangements apply between Morgan Stanley Investment Management Limited and such person) in relation to investment in the Company.

Important

A United Kingdom investor who enters into an investment agreement with the Company to acquire Shares in response to the Prospectus will not have the right to cancel the agreement under the cancellation rules made by the Financial Conduct Authority in the United Kingdom. The agreement will be binding upon acceptance of the order by the Company.

The Company does not carry on any regulated activity from a permanent place of business in the United Kingdom and United Kingdom investors are advised that most of the protections afforded by the United Kingdom regulatory system will not apply to an investment in the Company. Shareholders in the Company may not be protected by the Financial Services Compensation Scheme established in the United Kingdom.

Morgan Stanley Investment Management Limited shall provide the following facilities to investors at 25 Cabot Square, Canary Wharf, London, E14 4QA:

(i) the payment of dividends, if any, and the payment of redemption or repurchase proceeds;

(ii) during normal business hours on any week day (Saturday and public holidays excepted), the inspection, free of charge and the supply of copies, if required, of the following in English:

- the Prospectus;

- the Articles of Incorporation of the Company;
- the key investor information document;
- the most recently published audited annual reports and the unaudited semi-annual reports;
- notices which have been given or sent to investors;
- and the Net Asset Value per Share of each Class of Shares on each Dealing Day.

(iii) the receipt of complaints for forwarding to the Company.

Potential investors should note that the investments of the Company are subject to normal market fluctuations and other risks inherent in investing in shares and other securities, in addition to the additional risks associated with investment in certain of the Funds, as described under "Investment Objective", "Investment Policy" and "Risk Factor".

The value of investments and the income from them, and therefore the value of, and income from, the Shares of each Class can go down as well as up and an investor may not get back the amount he invests. Changes in exchange rates between currencies may also cause the value of the investment to diminish or increase.

Publication of Information

Shareholders may find the Net Asset Value per Share on http://www.morganstanley.com/liquidity.

UK Taxation

The following information is based on the law in force in the United Kingdom ("UK") and HM Revenue & Customs published practice understood to be applicable on the date of this Prospectus, is subject to changes therein and is not exhaustive. Unless expressly stated otherwise, it is intended to offer guidance only to UK resident, and (in the case of individuals) ordinarily resident and domiciled investors holding Shares as an investment as the absolute beneficial owners thereof on the UK taxation of the Company and such investors, but does not constitute legal or tax advice. The following summary is not a guarantee to any investor of the taxation results of investing in the Company and may not apply to certain categories of investors.

The rates, bases and levels of, and any relief from, taxation can change. Tax treatment depends on the individual circumstances of the investor, and investors and prospective investors should inform themselves of, and where appropriate take advice on, the tax consequences applicable to the subscription, purchase, holding, disposal and redemption of Shares and the receipt of distributions (whether or not on redemption) in respect of such Shares in the country of their citizenship, residence or domicile and any other country in which they are liable to taxation

The Company

It is the intention of the Directors to conduct the affairs of the Company so that it does not become resident in the UK for taxation purposes. Accordingly, and provided that the Company

does not carry on a trade in the UK (whether or not through a permanent establishment situated therein), the Company will not be liable to UK income tax or corporation tax on its income or gains earned on or derived from the Company's investments save for tax on certain income deriving from a UK source, for example, interest with a UK source (UK tax on this interest potentially being levied by withholding at source).

UK resident Shareholders

Individual Shareholders that are resident or ordinarily resident in the UK for taxation purposes may, subject to their personal circumstances, be liable to UK income tax in respect of any dividends paid by the Company or any other income distributions made by the Company (whether or not reinvested). Individual investors should also refer to the section on anti-avoidance provisions below. Investors who are within the charge to UK corporation tax in respect of Shares in the Company will generally be exempt from corporation tax on dividends and other income distributions, unless the bond fund rules (described below) or other anti-avoidance provisions apply.

UK individual Shareholders will not be charged UK income tax in respect of the first £2,000 of dividend income received in a tax year, since this is taxed at a nil rate.

A UK resident investor's liability to UK income tax or UK corporation tax in respect of income distributions made by the Company may be adjusted for a number of reasons, in particular as a result of equalisation arrangements if such investor subscribes for Shares otherwise than at the beginning of a period over which distributions are calculated. Investors should note that special rules apply to certain categories of taxpayer, including insurance companies, pension schemes, investment trusts, authorised unit trusts, open-ended investment companies, charities and certain governmental bodies, among others.

Taxation of investors in funds other than Bond Funds

Investors within the charge to UK income tax may in certain circumstances be entitled to a non-payable tax credit which may be set off against their total income tax liability on the dividends or other income distributions. If applicable, the tax credit would be equal to 10% of the aggregate of the distribution and the tax credit, or one-ninth of the distribution received. Investors who are within the charge to UK corporation tax in respect of Shares in the Company will generally be exempt from corporation tax on dividends and other income distributions. For all investors investing in Bond Funds (as defined below), all distributions will be taxed as interest and will not carry a tax credit.

Taxation of investors in Bond Funds

A fund is considered a bond fund for UK taxation purposes if the market value of its "qualifying investments" (as detailed below) at any time exceeds 60% of the market value of all its investments. Given the current structure and investment objectives of the Funds, these rules are not relevant to the Classes of Shares in the Funds.

"Qualifying investments" are: (a) money placed at interest (other than cash awaiting investment); (b) securities (other than shares in a company); (c) shares in a building society;

(d) qualifying holdings in a unit trust scheme, an offshore fund or an open-ended investment company (this can be interpreted as a holding in a unit trust, offshore fund or OEIC which itself fails, at that time or at any other time in the relevant accounting period, the non-qualifying investment test (as set out above) in respect of its holdings of investments; (e) alternative finance arrangements; (f) derivative contracts in respect of currency or any of the matters listed in (a) to (e) above; (g) contracts for differences relating to interest rates, creditworthiness or currency; and (h) derivative contracts not within (f) or (g) where there is a hedging relationship between the derivative contract and an asset within (a) to (d) above.

An individual resident or ordinarily resident in the UK for taxation purposes who holds Shares of a bond fund will be taxed on dividends from that bond fund as if that payment was a payment of interest. These rules may apply to a dividend received by UK resident or ordinarily resident investor from a bond fund notwithstanding that it may have divested of its holding at the date it receives the dividend.

A company resident in the UK for taxation purposes which is within the charge to UK corporation tax, and which holds Shares of a Bond Fund will be taxed on a fair value basis for each year of its investment as if its interest in the relevant Shares was a right under a creditor loan relationship. These rules will apply to a UK resident corporate investor if the 60% limit is exceeded at any time during that investor's accounting period, even if it was not holding Shares of that class at that time.

"Reporting fund" status

On the basis that the Company provides arrangements for the separate pooling of the contributions of investors to the Company and the profits or income out of which payments are made to investors in the Company, the Company is an umbrella fund for United Kingdom tax purposes. In addition, all of the Funds within the Company consist of different Classes of Shares. The United Kingdom offshore funds rules therefore apply in relation to each separate Class of Shares within each Fund, as if each Class of Shares in each fund formed a separate offshore fund for United Kingdom tax purposes.

The UK operates a specific regime for the taxation of UK resident investors in offshore funds came into force. Under this regime, funds may be certified as "reporting funds" and UK resident investors in such funds should retain capital gains treatment on disposal of their holdings (subject to the rules outlined above for corporate investors in bond funds). The Company intends to maintain "reporting fund" status for the share classes highlighted as such on http://www.morganstanley.com/liquidity. Details of the reportable income for such share classes will be made available on the above website within 6 months of the Company's year-end or the closure or merger of a relevant fund or share class. Any excess of reportable income over amounts paid out as distributions must be declared by UK investors on their own tax returns and will be taxed as dividends or interest, depending on whether the Fund is a bond fund or not. Shareholders without access to the internet may arrange to receive details of reportable income by alternative means by contacting Morgan Stanley Investment Management Limited. In all cases, there can, however, be no guarantee that "reporting fund" certification will be obtained or maintained.

If approval as a "reporting fund" is granted, "reporting fund" status will apply to Shares of the

relevant Class for each period of account of the Company provided the Company continues to comply with the applicable rules in respect of Shares of that class and does not elect for Shares of that class to become a "non-reporting fund".

For so long as "reporting fund" status is maintained, any profit on a disposal of Shares of the relevant class (for example, by way of transfer or redemption including switching between Classes of Shares) by a UK resident investor should fall to be taxed as a capital gain (subject to the rules outlined above for corporate investors in bond funds).

If "reporting fund" status is not maintained for any accounting period (or is not initially sought or obtained) in respect of a Class of Shares, any gain arising on a disposal of Shares of that class (for example, by way of transfer or redemption including switching between Classes of Shares) will constitute income for all purposes of United Kingdom taxation.

Anti-avoidance provisions

The attention of companies resident in the UK for taxation purposes is drawn to the "controlled foreign companies" provisions contained in Part 9A Taxation (International and Other Provisions) Act 2010. These provisions affect UK resident companies which are deemed to be interested, either alone or together with certain connected or associated persons, in at least 25% of the profits (not including capital gains) of a non-UK resident company (such as the Company) which (i) is controlled by companies or other persons who are resident in the UK for taxation purposes and (ii) is subject to a low level of taxation in the territory in which it is resident.

The attention of individuals resident in the UK for taxation purposes is drawn to the provisions of Chapter 2 of Part 13 of the Income Tax Act 2007. These provisions are aimed at preventing the avoidance of income tax by individuals through transactions resulting in the transfer of assets or income to persons or companies resident or domiciled abroad, and may render them liable to income tax in respect of the undistributed income (if any) of the Company.

The attention of persons resident in the UK is drawn to the fact that the provisions of section 13 of the Taxation of Chargeable Gains Act 1992 could be material to any such person who, either alone or together with certain "connected persons", holds more than 25% of the Shares in the Company if, at the same time, the Company is controlled in such a manner as to render it a company that would, were it to be resident in the UK, be a "close" company for UK taxation purposes. These provisions could, if applicable, result in such a person being treated for the purposes of UK taxation as if a proportionate part of any gain accruing to the Company (such as on a disposal of any of its investments) had accrued to that person at the time when the chargeable gain accrued to the Company.

Stamp Duty

An instrument transferring Shares in the Company will, if executed in the UK, be liable to ad valorem stamp duty at the rate of 0.5% of the consideration paid, rounded up to the nearest £5.