

**3rd Interim Report**  
January – September 2011

**Q3**

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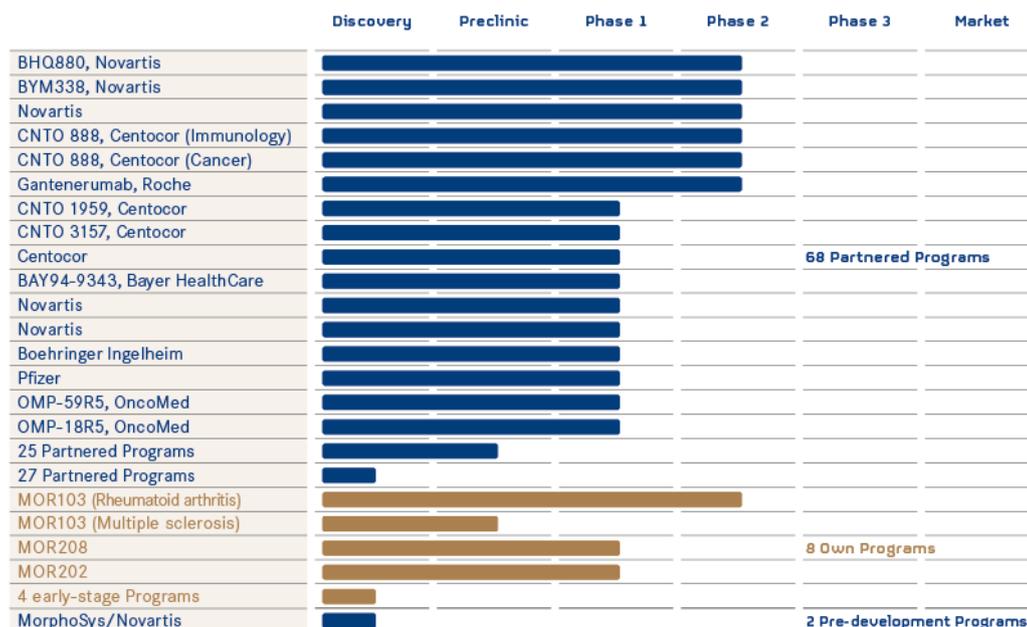
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# Highlights

## Highlights of the Third Quarter of 2011

- MorphoSys doses first patient in phase 1/2a clinical trial for MOR202; the study will evaluate the safety and preliminary efficacy of MOR202 as monotherapy and in combination with standard therapy in a maximum of 82 patients with relapsed or refractory multiple myeloma
- MorphoSys reaches second clinical milestone with Bayer HealthCare; the antibody-drug-conjugate BAY 94-9343 is being evaluated in a phase 1 trial in oncology
- Novartis advanced a HuCAL antibody into phase 2 clinical trials. In total, Novartis has currently three HuCAL-based antibodies in phase 2, and two in phase 1
- At the end of the third quarter of 2011, MorphoSys's partnered and proprietary pipeline comprises 78 programs, of which 19 are in clinical development
- AbD Serotec enters a research and supply agreement with the Department of Cancer Immunology and AIDS at Dana-Farber Cancer Institute in Boston
- AbD Serotec and Merck & Co. amend their existing license agreement to include the use of MorphoSys's HuCAL GOLD technology in the field of vaccines
- Shortly after the quarter, Roche published first amyloid imaging data from the HuCAL-based Alzheimer's disease program Gantenerumab.

### MORPHOSYS'S PRODUCT PIPELINE (SEPTEMBER 30, 2011)



# Interim Group Management Report: January 1 – September 30, 2011

## Business Environment and Activities

### ECONOMIC DEVELOPMENT

In the euro zone, the debt crisis with Greece at its center continued to remain in focus during the third quarter 2011. Ongoing speculations about a possible bankruptcy of Greece or the country's exclusion from the euro zone, Italy's credit rating cut, uncertainties about potential capital needs of European banks as well as other macroeconomic events had a negative impact on the international stock markets' sentiment throughout the quarter.

The United States experienced a downgrade of their credit rating by Standard & Poor's. President Obama's deficit reduction plan released late September included a proposal to reduce the market exclusivity offered to brand-name biologics drugs to seven years, down from the 12 years incorporated in the 2010 federal health care legislation.

### INDUSTRY OVERVIEW

In the third quarter of 2011, significant deals around antibody technologies and products included discovery alliances between Amgen and Micromet and between Merck Serono and F-Star around the latter's antibody fragment technology, as well as a license agreement between Bristol-Myers Squibb and Innate Pharma focusing on the development and commercialization of a phase 1 cancer antibody program. An alliance between Evotec and Roche focusing on the development of a new treatment against Alzheimer's disease had a positive impact on the biotechnology sector in Germany.

The US biotechnology sector was negatively influenced by the decline of Dendreon shares following a withdrawal of financial guidance due to lower than expected sales of their first product on the market, a cancer vaccine. However, the accelerated approval of Seattle Genetics's antibody-drug conjugate Adcetris<sup>®</sup> (Brentuximab/Vedotin), based on positive tumor response rates, and higher than expected first-quarter sales of the recently approved antibody drug Yervoy<sup>®</sup> (Ipilimumab) raised interest among stakeholders in the antibody sector.

With regard to the emerging markets, China announced plans to invest heavily in science and technology, with a focus on biotechnology.

### OPERATIONAL PERFORMANCE

MorphoSys looks back on strong first nine months of 2011, based on a significant technology milestone from Novartis within the first quarter and considerable pipeline progress including two clinical trial starts with partners, both triggering milestone payments to MorphoSys, one additional partnered program in a phase 2 trial and an additional proprietary program in a phase 1 trial.

Despite a weak euro towards the end of the third quarter of 2011, for the full year, the weak US dollar and British pound exchange rate to the euro had a negative impact on US and UK revenues generated by MorphoSys's business segments Partnered Discovery and AbD Serotec. Nevertheless, AbD Serotec remained profitable on a nine-month basis.

At the end of the third quarter of 2011, MorphoSys's product pipeline comprised 78 partnered and proprietary programs, 19 of which were in clinical development, one more than in the quarter before.

MorphoSys's overall performance during the first nine months of 2011 keeps the Company well on track to reach its profitability target for the year.

## Research & Development

### PARTNERED DISCOVERY

During the first nine months of 2011, MorphoSys's partnered therapeutic antibody pipeline increased to 68 active antibody development programs in total, of which currently 16 programs are in clinical development, 25 in preclinical development, and 27 in research (not including two co-development candidates with Novartis).

In September 2011, MorphoSys announced that Bayer HealthCare Pharmaceuticals initiated a phase 1 clinical trial with the HuCAL-derived antibody-drug conjugate BAY 94-9343 in the therapeutic area of oncology. This achievement marks the second clinical milestone within MorphoSys's alliance with Bayer HealthCare. The program BAY 94-9343 is directed against the target molecule mesothelin. Mesothelin is highly expressed on mesotheliomas and on ovarian and pancreatic tumors. Antibody-drug conjugates comprise antibodies linked to cytotoxic drugs and combine the targeting properties of an antibody with the cell-destroying effect of a conjugated drug. In preclinical testing, BAY 94-9343 demonstrated potent, targeted anti-cancer activity against mesothelin-expressing tumors.

Additionally, Bayer HealthCare informed MorphoSys that the development of the antibody-drug conjugate BAY 79-4620 has been stopped. This conjugate was in clinical development at Bayer HealthCare under a license from MorphoSys. Bayer HealthCare intends to keep the exclusive license for the respective target, since the associated antibody may be used in other programs. As a result, MorphoSys will re-classify the license-related research and development activities as preclinical.

Novartis advanced a HuCAL antibody into phase 2 clinical trials. In total, Novartis has currently three HuCAL-based antibodies in phase 2, and two in phase 1.

Shortly after the quarter, Roche published first amyloid imaging data from the HuCAL-based Alzheimer's disease program Gantenerumab. The data, published in the *Archives of Neurology*, demonstrated a dose-dependent reduction of beta amyloid in the brain of patients treated with the monoclonal antibody, while amyloid load increased in patients on placebo. The program is currently being evaluated in phase 2 clinical trials.

### PROPRIETARY DEVELOPMENT

In early September, MorphoSys announced that the first patient in a phase 1/2a clinical trial of its cancer antibody MOR202 has been dosed. The open-label, multi-centre, dose-escalation study will evaluate the safety and preliminary efficacy of MOR202 in patients with relapsed or refractory multiple myeloma.

Patients with relapsed or refractory multiple myeloma will be treated with different doses of the HuCAL-derived antibody MOR202. It is also planned to evaluate the safety of MOR202 in combination with approved therapy. Preclinical studies presented at the 2011 Annual Meeting of the American Society of

Clinical Oncology (ASCO) demonstrated enhanced cytotoxic activity of MOR202 in combination with either Velcade® (Bortezomib) or Revlimid® (Lenalidomide), supporting the clinical trial design.

The clinical trial is anticipated to enroll a maximum of 82 patients and will be conducted in several centers in Germany and Austria. The primary endpoints of the trial are to determine the safety and tolerability of multiple doses of MOR202 in patients. Secondary outcome measures will evaluate pharmacokinetics and preliminary efficacy of this antibody.

## Intellectual Property

In the first nine months of 2011, the Company continued to consolidate and extend the patent position on its development programs and its expanding technology portfolio, representing essential value-drivers for MorphoSys.

Currently, the Company is prosecuting more than 40 different proprietary patent families worldwide, in addition to numerous patent families the Company is pursuing in cooperation with its partners.

## Commercial Development

### PROPRIETARY DEVELOPMENT

With MOR202 being the third compound in clinical development stemming from its proprietary product development activities, MorphoSys's proprietary portfolio is increasingly gaining visibility on the drug development market and with potential future partners. Management believes that the continuous development of MorphoSys's proprietary programs significantly enhances the Company's value.

### ABD SEROTEC

In July 2011, MorphoSys announced that its AbD Serotec unit entered a research and supply agreement with the Department of Cancer Immunology and AIDS at Dana-Farber Cancer Institute (DFCI) in Boston. Dana-Farber is engaged in research activities within a project funded by the Defense Advanced Research Projects Agency (DARPA) of the United States Department of Defense, to develop transient immunity against life-threatening viral infections. AbD Serotec will provide the laboratory of Wayne Marasco, MD, PhD, with research tools using MorphoSys's proprietary Slonomics technology platform. AbD Serotec will receive financial compensation and has preferred access to commercialization rights for products generated during the collaboration.

In August 2011, MorphoSys amended its existing license agreement with Merck & Co., Inc. to include the use of MorphoSys's HuCAL GOLD technology in the field of vaccines. Under the terms of the agreement, Merck is granted access to HuCAL GOLD for research purposes, with the option to upgrade to MorphoSys's latest proprietary antibody library HuCAL PLATINUM. MorphoSys's research and diagnostic antibody segment AbD Serotec will receive annual user fees from Merck for access to the HuCAL technology and license fees for clinical monitoring reagents.

### ACQUISITION UPDATE

In October 2010, MorphoSys had announced the acquisition of the private German company Sloning BioTechnology GmbH, a biotechnology company developing new methods of synthetic biology. The transaction already resulted in a first partnership signed with Pfizer in December of 2010.

MorphoSys's research and diagnostic antibodies business unit AbD Serotec has completed its move to the former Sloning facilities in Puchheim near Munich. With the grouping of the Munich-based AbD Serotec personnel at one facility and the transition of former Sloning employees to Martinsried the integration of Sloning is completed.

## Human Resources

On September 30, 2011, the MorphoSys Group employed 457 people (December 31, 2010: 464). On average, the MorphoSys Group employed 465 people in the first nine months of 2011 (first nine months of 2010: 426).

Of the 457 employees, 311 worked in research and development and 146 in sales, general and administration (December 31, 2010: 309 and 155, respectively).

On September 30, 2011, 147 of MorphoSys's employees had a PhD degree (December 31, 2010: 148).

Of the 457 employees, 181 worked for the Partnered Discovery segment, 93 for the Proprietary Development segment and 144 for the AbD Serotec segment (December 31, 2010: 183 for the Partnered Discovery segment, 100 for the Proprietary Development segment and 142 for the AbD Serotec segment) while 39 employees were not allocated to a specific segment (December 31, 2010: 39).

On September 30, 2011, MorphoSys had eight apprenticeship positions (December 31, 2010: five).

## Financial Analysis

### REVENUES

Compared to the same period of the previous year, Group revenues increased by 33% to € 83.7 million in the first nine months of 2011 (first nine months of 2010: € 62.8 million). This increase mainly resulted from higher levels of success-based fees, namely a technology milestone payment from Novartis in connection with completing the installation of the HuCAL antibody platform at Novartis Institutes for BioMedical Research in Basel, Switzerland. Funded research and licensing fees in the Partnered Discovery segment decreased compared to the same period of the previous year, as did revenues in the AbD Serotec segment. Revenues arising from the Partnered Discovery and Proprietary Development segments, before elimination of inter-segment effects, accounted for 83% or € 69.8 million (first nine months of 2010: € 48.5 million) of total revenues while the AbD Serotec segment generated 17% (€ 14.1 million) of total revenues (first nine months of 2010: € 15.0 million).

Geographically, 11% or € 9.3 million of MorphoSys's commercial revenues were generated with biotechnology and pharmaceutical companies or non-profit organizations located in North America and 89% or € 74.4 million with companies mainly located in Europe and Asia. This compares to 19% and 81%, respectively, in the same period of the prior year.

### PARTNERED DISCOVERY AND PROPRIETARY DEVELOPMENT SEGMENTS

Revenues before elimination of inter-segment effects in the Partnered Discovery segment comprised € 35.7 million in funded research and licensing fees (first nine months of 2010: € 42.6 million) as well as € 32.2 million success-based payments (first nine months of 2010: € 4.8 million). Revenues in the

Proprietary Development segment included € 1.9 million in funded research (first nine months of 2010: € 1.1 million). Approximately 95% of Partnered Discovery and Proprietary Development revenues and 79% of total revenues arose from the Company's three largest alliances with Novartis, Daiichi Sankyo and Pfizer (first nine months of 2010: Novartis, Daiichi Sankyo and Pfizer, 90% and 70%, respectively).

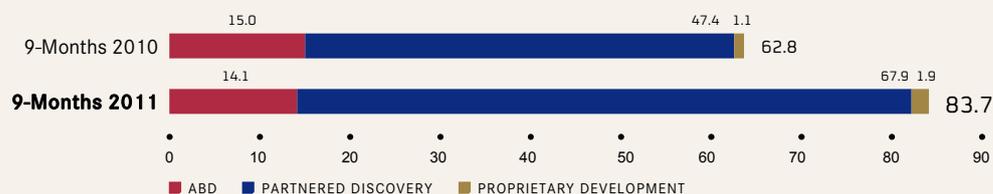
Assuming constant foreign exchange rates at the average rate of the first nine months of 2010, segment revenues in the Partnered Discovery and Proprietary Development segments would have totaled € 70.7 million.

#### ABD SEROTEC SEGMENT

Compared to the same period of the previous year, AbD Serotec revenues decreased by 6%, or € 0.9 million, to € 14.1 million in first nine months of 2011 (first nine months of 2010: € 15.0 million). The unfavorable comparison with the prior year's revenues is mainly due to a large OEM order which had been placed in Q1 2010. Assuming constant foreign exchange rates at the average rate of the first nine months of 2010, revenues in the AbD Serotec segment would have amounted to € 14.6 million.

As of September 30, 2011, orders in the amount of € 0.9 million were classified as backorders in the segment (December 31, 2010: € 0.7 million).

#### REVENUE DEVELOPMENT BY SEGMENT (in € million)\*



\* Differences due to inter-segment revenues to be eliminated

#### OPERATING EXPENSES

Total operating expenses increased by approximately 17% to € 64.1 million in the first nine months of 2011 (first nine months of 2010: € 54.8 million). The change in operating expenses mainly resulted from research and development (R&D) expenses increasing by 29% to € 41.9 million, while sales, general and administrative (S, G&A) expenses remained unchanged at € 16.8 million.

Operating expenses increased by 7% to € 17.1 million (first nine months of 2010: € 16.0 million) in the Partnered Discovery segment and by 36% to € 25.0 million (first nine months of 2010: € 18.4 million) in the Proprietary Development segment. In the AbD Serotec segment, operating expenses decreased from € 14.4 million to € 13.8 million and would have amounted to € 14.0 million under the assumption of constant foreign exchange rates at the average rate of the first nine months of 2010.

Stock-based compensation expenses are embedded in COGS, S, G&A and R&D expenses. Stock-based compensation for the first nine months of 2011 amounted to € 1.1 million (first nine months of 2010: € 1.6 million) and is a non-cash charge.

#### COST OF GOODS SOLD

COGS is composed of the AbD Serotec segment's cost of goods sold in the first nine months of 2011 and – compared to the same period of the prior year – remained unchanged at € 5.5 million. The gross margin for the segment decreased to 61%, in comparison to 63% in the first nine months of 2010, mainly due to a less favorable sales mix in first nine months of 2011.

#### RESEARCH AND DEVELOPMENT EXPENSES

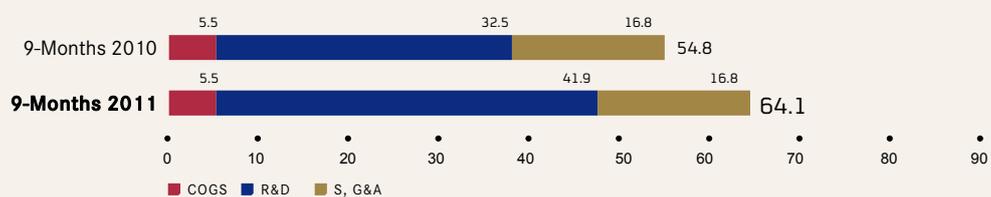
In the first nine months of 2011, expenses for research and development increased by € 9.4 million to € 41.9 million (first nine months of 2010: € 32.5 million). This was mainly due to higher costs for external services (first nine months of 2011: € 14.0 million; first nine months of 2010: € 9.5 million), higher personnel costs (first nine months of 2011: € 15.7 million; first nine months of 2010: € 12.9 million) as well as increased costs for intangibles (first nine months of 2011: € 4.7 million; first nine months of 2010: € 3.5 million). Costs for intangibles included an impairment of licenses in the amount of € 0.2 million.

In the first nine months of 2011, the Company incurred costs for proprietary product development in the amount of € 25.0 million, including segment allocations for technology development in the amount of € 0.8 million (first nine months of 2010: € 18.4 million, including segment allocations for technology development in the amount of € 0.4 million). Total costs for technology development amounted to € 1.9 million (first nine months of 2010: € 1.4 million).

#### SALES, GENERAL AND ADMINISTRATIVE EXPENSES

Compared to the same period of the previous year, sales, general and administrative expenses remained unchanged at € 16.8 million.

#### DEVELOPMENT OF OPERATING EXPENSES (in € million)\*



\* Differences due to rounding

**NON-OPERATING ITEMS**

For the first nine months of 2011, non-operating items included other expenses of € 2.0 million (first nine months of 2010: € 0.7 million), which predominantly resulted from foreign exchange losses, and finance income of € 1.1 million (first nine months of 2010: € 2.5 million), mainly comprising realized gains on marketable securities sold in the period.

**TAXES**

For the first nine months of 2011, the Company reported income tax expenses in the amount of € 6.0 million (first nine months of 2010: € 3.0 million), which mainly consisted of current taxes.

**OPERATING PROFIT / NET PROFIT**

Group operating profit for the first nine months of 2011 amounted to € 19.9 million (first nine months of 2010: € 8.0 million). Earnings before interest and taxes (EBIT) amounted to € 18.8 million, compared to an EBIT of € 10.1 million for the first nine months of the previous year. The Partnered Discovery and Proprietary Development segments showed an operating profit of € 50.9 million (first nine months of 2010: operating profit of € 31.4 million) and an operating loss of € 22.9 million (first nine months of 2010: operating loss of € 17.3 million), respectively. The AbD Serotec segment recorded an operating profit of € 0.4 million (first nine months of 2010: operating profit of € 0.7 million); the profit would have amounted to € 0.6 million under the assumption of constant foreign exchange rates at the average rate of the first nine months of 2010.

A net profit after taxes of € 13.0 million was achieved in the first nine months of 2011, compared to a net profit after taxes of € 7.2 million in the same period of the prior year. The resulting basic net profit per share for the first nine months of 2011 amounted to € 0.57 (first nine months of 2010: € 0.32).

**LIQUIDITY / CASH FLOWS**

Net cash inflow from operations in the first nine months of 2011 amounted to € 35.9 million (first nine months of 2010: cash inflow of € 8.0 million). Investing activities resulted in a cash outflow of € 16.2 million (first nine months of 2010: cash outflow of € 9.5 million) whereas financing activities resulted in a cash inflow of € 0.7 million (first nine months of 2010: cash inflow of € 1.4 million).

As of September 30, 2011, the Company held € 143.0 million in cash, cash equivalents and available-for-sale financial assets, compared to a year-end 2010 balance of € 108.4 million.

**ASSETS**

Total assets increased by € 27.1 million to € 239.7 million as of September 30, 2011, compared to € 212.6 million as of December 31, 2010. Current assets increased by € 30.4 million mainly as a result of an increase in cash and cash equivalents as well as marketable securities of € 34.6 million, mainly driven by the received payment for the technology milestone from Novartis.

Compared to December 31, 2010, non-current assets decreased by € 3.3 million, mainly as a consequence of the amortization of licenses and patents.

**LIABILITIES**

In the first nine months of 2011, current liabilities increased from € 21.4 million as of December 31, 2010, to € 29.4 million as of September 30, 2011, arising mainly from an increase in tax liabilities by € 4.5 million and an increase in deferred revenue by € 2.0 million.

Non-current liabilities increased by € 4.8 million to € 10.1 million in the first nine months of 2011, mainly due to an increase in non-current deferred revenue linked to payments received from a deal closed in December 2010.

#### **EQUITY**

Total stockholders' equity amounted to € 200.2 million as of September 30, 2011, compared to € 185.9 million as of December 31, 2010.

As of September 30, 2011, the total number of shares issued amounted to 23,047,541 of which 22,883,626 were outstanding, compared to 22,890,252 and 22,810,356 as of December 31, 2010, respectively.

The increase of shares outstanding by 73,270 arose from the net effect of exercised options and convertible bonds issued to management and employees (157,289 shares) and a repurchase of the Company's own stock (84,019 shares).

In June 2011, the Company repurchased 84,019 MorphoSys shares on the stock market and increased the amount of treasury stock accordingly. The shares will be used to implement the Company's long-term incentive plan for management.

#### **FINANCING**

As of September 30, 2011, the equity ratio of the Company amounted to 84%, compared to an equity ratio of 87% as of December 31, 2010. The Company is currently not financed via financial debt.

#### **CAPITAL EXPENDITURE**

MorphoSys's investment in property, plant and equipment amounted to € 1.9 million for the nine-month period ended September 30, 2011, compared to € 1.4 million in the same period of the prior year. Depreciation of property, plant and equipment for first nine months of 2011 accounted for € 1.7 million and slightly increased compared to the first nine months of 2010 (€ 1.5 million).

During the first nine months of 2011, the Company invested € 0.7 million in intangible assets (first nine months of 2010: € 11.3 million). Amortization of intangibles amounted to € 3.0 million and slightly increased compared to the first nine months of 2010 (€ 2.8 million).

## Risk and Opportunity Report

The risks and opportunities as well as the assessment thereof remained unchanged compared to the situation described on pages 36-37 and on page 40 in the Annual Report 2010.

## Subsequent Events

There were no events requiring disclosure.

## Outlook

### EXPECTED DEVELOPMENT IN THE LIFE SCIENCES SECTOR

The overall situation within the sector remains challenging due to the existing imbalance between new product introductions and patent losses. Consequently, the pharmaceutical industry is focusing on fostering its pipelines by in-licensing new programs and technologies or through M&A activities.

Furthermore, the development of promising product candidates and technological innovations will remain essential for biotechnology companies. The biggest challenge for this sector is the elaboration of appropriate business models allowing companies to finance their development activities.

### FINANCIAL GUIDANCE

The Company updated its financial guidance for 2011, re-confirming its operating profit guidance of € 10 to € 13 million despite full-year revenue slightly below the original € 105 to € 110 million range due to currency effects and minor shifts in milestone payments.

The statements on the strategic outlook, expected commercial, personnel and R&D outlook and dividends continue to be valid as published in MorphoSys's Annual Report 2010 on pages 41 to 44.

## Share Price Performance

The MorphoSys share remained remarkably stable throughout the first nine months of 2011, showing a 0.3% decrease year to date, while its major benchmark indices showed a negative development. More specifically, the NASDAQ Biotechnology Index decreased during the first nine months of 2011 by 1.2% and the TecDAX decreased by 23%; the DAXsubsector Biotechnology Performance Index even decreased by 24.4%. By comparison, a basket of international antibody companies (source: BioCentury) decreased by 30%.

**THE MORPHOSYS SHARE** (January 3, 2011 = 100%)



## Consolidated Income Statement (IFRS) – (unaudited)

€	Note	Three Months Ended 09/30/2011	Three Months Ended 09/30/2010	Nine Months Ended 09/30/2011	Nine Months Ended 09/30/2010
<b>Revenues</b>	<b>2</b>	<b>17,102,730</b>	<b>19,317,597</b>	<b>83,711,374</b>	<b>62,760,961</b>
<b>Operating Expenses</b>	<b>2</b>				
Cost of Goods Sold		1,714,377	1,697,264	5,450,952	5,504,902
Research and Development		13,624,455	12,013,338	41,872,966	32,491,733
Sales, General and Administrative		5,282,030	5,957,485	16,776,693	16,827,859
<b>Total Operating Expenses</b>		<b>20,620,862</b>	<b>19,668,087</b>	<b>64,100,611</b>	<b>54,824,494</b>
<b>Other Operating Income</b>		<b>142,795</b>	<b>0</b>	<b>321,182</b>	<b>18,178</b>
<b>Profit / (Loss) from Operations</b>		<b>(3,375,337)</b>	<b>(350,490)</b>	<b>19,931,945</b>	<b>7,954,645</b>
Finance Income		357,576	1,788,974	1,094,062	2,539,588
Finance Expenses		(28,996)	2,068	25,068	11,107
Other Income		(105,711)	239,752	80,248	417,006
Other Expenses		107,247	195,927	2,035,814	701,484
<b>Profit / (Loss) before Taxes</b>		<b>(3,201,723)</b>	<b>1,480,241</b>	<b>19,045,373</b>	<b>10,198,648</b>
Income Tax Expenses		(1,205,838)	127,770	6,031,982	2,981,796
<b>Net Profit / (Loss)</b>		<b>(1,995,885)</b>	<b>1,352,471</b>	<b>13,013,391</b>	<b>7,216,852</b>
Basic Net Profit / (Loss) per Share		(0.09)	0.06	0.57	0.32
Diluted Net Profit / (Loss) per Share		(0.09)	0.06	0.56	0.32
Shares Used in Computing Basic Net Profit / (Loss) per Share		22,881,459	22,694,207	22,878,334	22,627,934
Shares Used in Computing Diluted Net Profit / (Loss) per Share		23,127,975	22,807,024	23,136,081	22,734,648

See accompanying Notes to the Interim Consolidated Financial Statements

## Consolidated Statement of Comprehensive Income (IFRS) – (unaudited)

€	Three Months Ended 09/30/2011	Three Months Ended 09/30/2010	Nine Months Ended 09/30/2011	Nine Months Ended 09/30/2010
<b>Net Profit / (Loss)</b>	<b>(1,995,885)</b>	<b>1,352,471</b>	<b>13,013,391</b>	<b>7,216,852</b>
Change in Unrealized Gains and Losses on Available-for-sale Securities	4,331	(1,637,028)	(252,685)	(2,151,277)
(Thereof Reclassifications of Unrealized Gains and Losses to Profit and Loss)	(235,975)	(1,748,343)	(761,574)	(2,389,747)
Deferred Taxes	(1,140)	431,029	66,532	566,431
Change in Unrealized Gains and Losses on Available-for-sale Securities, Net of Deferred Taxes	3,191	(1,205,999)	(186,153)	(1,584,846)
Effects from Equity-related Recognition of Deferred Taxes	(1,906)	3,925	2,427	(6,200)
Foreign Currency Gains and Losses from Consolidation	(26,682)	(313,019)	(145,238)	490,049
<b>Comprehensive Income</b>	<b>(2,021,282)</b>	<b>(162,622)</b>	<b>12,684,427</b>	<b>6,115,855</b>

## Consolidated Balance Sheet (IFRS)

€	Note	Sept. 30, 2011 [unaudited]	Dec. 31, 2010 [audited]
<b>ASSETS</b>			
<b>Current Assets</b>			
Cash and Cash Equivalents		64,492,286	44,118,451
Available-for-sale Financial Assets		78,531,116	64,304,041
Accounts Receivable		11,570,135	15,009,326
Income Tax Receivables		371,549	499,323
Other Receivables		414,769	522,520
Inventories, Net		3,556,963	4,135,446
Prepaid Expenses and Other Current Assets		3,199,168	3,104,340
Assets Classified as Held for Sale		795,219	813,011
<b>Total Current Assets</b>		<b>162,931,205</b>	<b>132,506,458</b>
<b>Non-current Assets</b>			
Property, Plant and Equipment, Net		6,304,771	6,189,865
Patents, Net		9,645,588	10,285,264
Licenses, Net		10,349,094	12,118,924
Intangible Assets under Development		10,513,100	10,513,100
Software, Net		678,872	505,328
Know-how and Customer Lists, Net		1,378,859	1,685,978
Goodwill		34,091,226	34,099,485
Deferred Tax Asset		2,347,146	2,991,391
Prepaid Expenses and Other Assets, Net of Current Portion		1,427,217	1,658,040
<b>Total Non-current Assets</b>		<b>76,735,873</b>	<b>80,047,375</b>
<b>Total Assets</b>		<b>239,667,078</b>	<b>212,553,833</b>

See accompanying Notes to the Interim Consolidated Financial Statements

€	Note	Sept. 30, 2011 (unaudited)	Dec. 31, 2010 (audited)
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>			
<b>Current Liabilities</b>			
Accounts Payable		16,999,508	15,614,905
Licenses Payable		245,024	134,617
Tax Liabilities		6,660,433	2,144,674
Provisions		275,000	275,000
Current Portion of Deferred Revenue		5,218,305	3,181,605
<b>Total Current Liabilities</b>		<b>29,398,270</b>	<b>21,350,801</b>
<b>Non-current Liabilities</b>			
Provisions, Net of Current Portion		43,344	43,344
Deferred Revenue, Net of Current Portion		6,257,869	690,756
Convertible Bonds Due to Related Parties		159,712	127,593
Deferred Tax Liability		3,646,384	4,419,245
<b>Total Non-current Liabilities</b>		<b>10,107,309</b>	<b>5,280,938</b>
<b>Stockholders' Equity</b>			
Common Stock	3	23,047,541	22,890,252
Ordinary Shares Authorized (41,935,950 and 41,935,950 for 2011 and 2010, respectively)			
Ordinary Shares Issued (23,047,541 and 22,890,252 for 2011 and 2010, respectively)			
Ordinary Shares Outstanding (22,883,626 and 22,810,356 for 2011 and 2010, respectively)			
Treasury Stock (163,915 and 79,896 shares for 2011 and 2010, respectively), at Cost	3	(1,756,841)	(9,774)
Additional Paid-in Capital	3	169,532,839	166,388,083
Reserves		(1,140,927)	(811,963)
Retained Earnings / Accumulated Deficit		10,478,887	(2,534,504)
<b>Total Stockholders' Equity</b>		<b>200,161,499</b>	<b>185,922,094</b>
<b>Total Liabilities and Stockholders' Equity</b>		<b>239,667,078</b>	<b>212,553,833</b>

See accompanying Notes to the Interim Consolidated Financial Statements

## Consolidated Statement of Changes in Stockholders' Equity (IFRS) – (unaudited)

	Common Stock	
	Shares	€
<b>Balance as of January 1, 2010</b>	<b>22,660,557</b>	<b>22,660,557</b>
Compensation Related to the Grant of Stock Options and Convertible Bonds	0	0
Exercise of Options and Convertible Bonds Issued to Related Parties	133,701	133,701
<b>Reserves:</b>		
Change in Unrealized Gains and Losses on Available-for-sale Securities, Net of Deferred Taxes	0	0
Effects from Equity-related Recognition of Deferred Taxes	0	0
Foreign Currency Gains and Losses from Consolidation	0	0
Net Profit for the Period	0	0
Comprehensive Income	0	0
<b>Balance as of September 30, 2010</b>	<b>22,794,258</b>	<b>22,794,258</b>
<b>Balance as of January 1, 2011</b>	<b>22,890,252</b>	<b>22,890,252</b>
Compensation Related to the Grant of Stock Options and Convertible Bonds	0	0
Exercise of Options and Convertible Bonds Issued to Related Parties	157,289	157,289
Repurchase of Treasury Stock	0	0
<b>Reserves:</b>		
Change in Unrealized Gains and Losses on Available-for-sale Securities, Net of Deferred Taxes	0	0
Effects from Equity-related Recognition of Deferred Taxes	0	0
Foreign Currency Gains and Losses from Consolidation	0	0
Net Profit for the Period	0	0
Comprehensive Income	0	0
<b>Balance as of September 30, 2011</b>	<b>23,047,541</b>	<b>23,047,541</b>

See accompanying Notes to the Interim Consolidated Financial Statements

Treasury Stock		Additional Paid-in Capital €	Revaluation Reserve €	Translation Reserve €	Retained Earnings/ Accumulated Deficit €	Total Stockholders' Equity €
Shares	€					
79,896	(9,774)	161,631,268	3,371,195	(1,988,077)	(11,730,804)	173,934,365
0	0	1,598,605	0	0	0	1,598,605
0	0	1,312,219	0	0	0	1,445,920
0	0	0	(1,584,846)	0	0	(1,584,846)
0	0	0	(6,200)	0	0	(6,200)
0	0	0	0	490,049	0	490,049
0	0	0	0	0	7,216,852	7,216,852
0	0	0	(1,591,046)	490,049	7,216,852	6,115,855
79,896	(9,774)	164,542,092	1,780,149	(1,498,028)	(4,513,952)	183,094,745
79,896	(9,774)	166,388,083	727,669	(1,539,632)	(2,534,504)	185,922,094
0	0	1,009,516	0	0	0	1,009,516
0	0	2,135,240	0	0	0	2,292,529
84,019	(1,747,067)	0	0	0	0	(1,747,067)
0	0	0	(186,153)	0	0	(186,153)
0	0	0	2,427	0	0	2,427
0	0	0	0	(145,238)	0	(145,238)
0	0	0	0	0	13,013,391	13,013,391
0	0	0	(183,726)	(145,238)	13,013,391	12,684,427
163,915	(1,756,841)	169,532,839	543,943	(1,684,870)	10,478,887	200,161,499

## Consolidated Statement of Cash Flows (IFRS) – (unaudited)

For the Period Ended September 30, (in €)	Note	2011	2010
<b>Operating Activities</b>			
Net Profit		13,013,391	7,216,852
<b>Adjustments to Reconcile Net Profit to Net Cash Provided by Operating Activities:</b>			
Impairment of Assets		193,901	0
Depreciation and Amortization of Tangible and Intangible Assets		4,751,142	4,318,449
Net Gain on Sales of Financial Assets		(846,427)	(2,432,660)
Unrealized Net (Gain) / Loss on Derivative Financial Instruments		(47,113)	156,478
Loss on Sale of Property, Plant and Equipment		8,364	3,953
Recognition of Deferred Revenue		(15,550,732)	(28,907,799)
Stock-based Compensation		1,052,526	1,556,910
Income Tax Expenses		6,032,726	2,985,447
<b>Changes in Operating Assets and Liabilities:</b>			
Accounts Receivable		3,418,914	877,416
Prepaid Expenses, Other Assets and Tax Receivables		507,677	726,045
Accounts Payable and Provisions		(2,310,372)	(1,856,533)
Licenses Payable		110,406	177,170
Other Liabilities		3,541,407	(1,551,340)
Deferred Revenue		23,154,545	25,605,060
<b>Cash Generated from Operations</b>		<b>37,030,355</b>	<b>8,875,448</b>
Interest Paid		(3,459)	(7,295)
Interest Received		250,072	106,882
Income Taxes Paid		(1,367,645)	(946,374)
<b>Net Cash Provided by Operating Activities</b>		<b>35,909,323</b>	<b>8,028,661</b>

See accompanying Notes to the Interim Consolidated Financial Statements

For the Period Ended September 30, (in €)	Note	2011	2010
<b>Investing Activities:</b>			
Purchases of Financial Assets		(38,003,770)	(20,783,313)
Proceeds from Sales of Financial Assets		24,370,439	24,039,351
Purchases of Property, Plant and Equipment		(1,887,533)	(1,422,025)
Proceeds from Disposals of Property, Plant and Equipment		2,082	0
Additions to Intangibles		(706,946)	(11,335,123)
<b>Net Cash Used in Investing Activities</b>		<b>(16,225,728)</b>	<b>(9,501,110)</b>
<b>Financing Activities:</b>			
Repurchase of Treasury Stock		(1,747,066)	0
Proceeds from the Exercise of Options and Convertible Bonds Granted to Related Parties		2,308,045	1,461,366
Net of Proceeds and Payments from the Issuance of Convertible Bonds Granted to Related Parties		(10,890)	81,774
Purchases of Derivative Financial Instruments		(220,922)	(175,900)
Proceeds from Disposals of Derivative Financial Instruments		386,208	9,176
Cost of Share Issuance		(15,500)	(15,500)
<b>Net Cash Provided by Financing Activities</b>		<b>699,875</b>	<b>1,360,916</b>
Effect of Exchange Rate Differences on Cash		(9,635)	77,147
Increase / (Decrease) in Cash and Cash Equivalents		20,373,835	(34,386)
<b>Cash and Cash Equivalents at the Beginning of the Period</b>		<b>44,118,451</b>	<b>41,255,316</b>
<b>Cash and Cash Equivalents at the End of the Period</b>		<b>64,492,286</b>	<b>41,220,930</b>

See accompanying Notes to the Interim Consolidated Financial Statements

# Notes to the Interim Consolidated Financial Statements (unaudited)

The accompanying consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS), the International Accounting Standards (IAS), in consideration of the interpretations of the Standing Interpretations Committee (SIC), and the International Financial Reporting Interpretations Committee (IFRIC) as adopted by the European Commission. These interim consolidated financial statements comply with IAS 34 “Interim Financial Reporting”.

The consolidated financial statements for the period ended September 30, 2011, include MorphoSys AG, MorphoSys IP GmbH, Sloning BioTechnology GmbH, MorphoSys USA, Inc., MorphoSys UK Ltd. (former Serotec Ltd.), MorphoSys US, Inc. (former Serotec, Inc.), MorphoSys AbD GmbH (former Serotec GmbH) and Poole Real Estate Ltd. (former Biogenesis UK Ltd.), together referred to as the “Group”.

## 1 Accounting Policies

The accounting policies applied for the financial statements as of December 31, 2010, have been used throughout the first nine months of 2011 and can be viewed at [www.morphosys.com](http://www.morphosys.com). In addition, MorphoSys applied IFRS 2 to the accounting for a long-term incentive plan offered to the Management Board and Senior Management (for details, please see section 5 of the notes to the interim consolidated financial statements). Amendments to IAS 24 and IFRIC 14 are effective as of January 01, 2011. Additional improvements regarding IFRS 1, IAS 34 and IFRIC 13 are effective as of January 01, 2011. No major effects on the interim consolidated financial statements as of September 30, 2011, arose from these amendments.

## 2 Segment Reporting

An operating segment is a component of an entity that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the entity’s chief operating decision maker and for which discrete financial information is available.

Segment information is presented in respect of the Group’s operating segments. The operating segments are based on the Group’s management and internal reporting structure. Segment results and assets include items directly attributable to a segment and those that can be allocated on a reasonable basis. Intersegment pricing is determined on an arm’s length basis according to the Group transfer pricing policy.

The Group consists of the following three operating segments:

**PARTNERED DISCOVERY**

MorphoSys possesses one of the leading technologies for the generation of human antibody therapeutics. The Company commercially exploits this technology via partnerships with pharmaceutical and biotechnology companies. All activities related to these collaborations and the major part of technology development are reflected in this segment.

**PROPRIETARY DEVELOPMENT**

This segment involves all activities relating to proprietary therapeutic antibody development. Presently, this includes the Company's three lead compounds in its proprietary product portfolio, MOR103, MOR202 and MOR208, as well as four programs in the discovery phase and two pre-development programs with Novartis. The Company currently plans to out-license proprietary compounds after clinical proof of concept.

**ABD SEROTEC**

The AbD Serotec segment leverages MorphoSys's core technological capabilities in the design and manufacture of antibodies for research and diagnostic purposes. It commercializes the HuCAL technology, focusing on the generation of bespoke research antibodies for its customers. The AbD Serotec segment also generates sales from catalog antibodies and bulk/industrial production of antibodies.

**ENTITY-WIDE DISCLOSURE**

In presenting entity-wide disclosures, segment revenues are based on the geographical location of the customers and segment assets on the geographical location of the assets.

**For the Nine Months Period  
Ended September 30,**

(in 000's €)	Partnered Discovery		Proprietary Development	
	2011	2010	2011	2010
<b>Revenues, total</b>	<b>67,936</b>	<b>47,404</b>	<b>1,869</b>	<b>1,119</b>
External Revenues	67,936	47,404	1,869	1,119
Inter-segment Revenues	0	0	0	0
<b>Total Operating Expenses</b>	<b>17,099</b>	<b>16,001</b>	<b>25,030</b>	<b>18,376</b>
Cost of Goods Sold	0	0	0	0
Other Operating Expenses	16,907	15,308	25,005	18,308
Inter-segment Costs	192	693	25	68
<b>Other Operating Income</b>	<b>52</b>	<b>0</b>	<b>269</b>	<b>0</b>
<b>Segment Result</b>	<b>50,889</b>	<b>31,403</b>	<b>(22,892)</b>	<b>(17,257)</b>
Finance Income	0	0	0	0
Finance Expenses	0	0	0	0
Other Income	0	0	0	0
Other Expense	0	0	0	0
<b>Profit before Taxes</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Income Tax Expenses	0	0	0	0
<b>Net Profit</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**For the Three Months Period  
Ended September 30,**

(in 000's €)	Partnered Discovery		Proprietary Development	
	2011	2010	2011	2010
<b>Revenues, total</b>	<b>11,791</b>	<b>14,609</b>	<b>645</b>	<b>486</b>
External Revenues	11,791	14,609	645	486
Inter-segment Revenues	0	0	0	0
<b>Total Operating Expenses</b>	<b>5,130</b>	<b>5,414</b>	<b>8,719</b>	<b>7,275</b>
Cost of Goods Sold	0	0	0	0
Other Operating Expenses	5,066	5,183	8,719	7,275
Inter-segment Costs	64	231	0	0
<b>Other Operating Income</b>	<b>17</b>	<b>0</b>	<b>126</b>	<b>0</b>
<b>Segment Result</b>	<b>6,678</b>	<b>9,195</b>	<b>(7,948)</b>	<b>(6,789)</b>
Finance Income	0	0	0	0
Finance Expenses	0	0	0	0
Other Income	0	0	0	0
Other Expense	0	0	0	0
<b>Profit / (Loss) before Taxes</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
Income Tax Expenses	0	0	0	0
<b>Net Profit / (Loss)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

AbD Serotec		Unallocated		Elimination		Group	
2011	2010	2011	2010	2011	2010	2011	2010
<b>14,123</b>	<b>14,999</b>	<b>0</b>	<b>0</b>	<b>(217)</b>	<b>(761)</b>	<b>83,711</b>	<b>62,761</b>
13,906	14,238	0	0	0	0	83,711	62,761
217	761	0	0	(217)	(761)	0	0
<b>13,768</b>	<b>14,356</b>	<b>8,420</b>	<b>6,853</b>	<b>(217)</b>	<b>(761)</b>	<b>64,100</b>	<b>54,825</b>
5,451	5,505	0	0	0	0	5,451	5,505
8,317	8,851	8,420	6,853	0	0	58,649	49,320
0	0	0	0	(217)	(761)	0	0
<b>0</b>	<b>18</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>321</b>	<b>18</b>
<b>355</b>	<b>661</b>	<b>(8,420)</b>	<b>(6,853)</b>	<b>0</b>	<b>0</b>	<b>19,932</b>	<b>7,954</b>
0	0	0	0	0	0	1,094	2,540
0	0	0	0	0	0	25	11
0	0	0	0	0	0	80	417
0	0	0	0	0	0	2,036	701
<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>19,045</b>	<b>10,199</b>
0	0	0	0	0	0	6,032	2,982
<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>13,013</b>	<b>7,217</b>

AbD Serotec		Unallocated		Elimination		Group	
2011	2010	2011	2010	2011	2010	2011	2010
<b>4,730</b>	<b>4,455</b>	<b>0</b>	<b>0</b>	<b>(64)</b>	<b>(231)</b>	<b>17,102</b>	<b>19,319</b>
4,666	4,224	0	0	0	0	17,102	19,319
64	231	0	0	(64)	(231)	0	0
<b>4,426</b>	<b>4,654</b>	<b>2,410</b>	<b>2,557</b>	<b>(64)</b>	<b>(231)</b>	<b>20,621</b>	<b>19,669</b>
1,714	1,697	0	0	0	0	1,714	1,697
2,712	2,957	2,410	2,557	0	0	18,907	17,972
0	0	0	0	(64)	(231)	0	0
<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>143</b>	<b>0</b>
<b>304</b>	<b>(199)</b>	<b>(2,410)</b>	<b>(2,557)</b>	<b>0</b>	<b>0</b>	<b>(3,376)</b>	<b>(350)</b>
0	0	0	0	0	0	358	1,789
0	0	0	0	0	0	(29)	2
0	0	0	0	0	0	(106)	240
0	0	0	0	0	0	107	196
<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>(3,202)</b>	<b>1,481</b>
0	0	0	0	0	0	(1,206)	128
<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>(1,996)</b>	<b>1,353</b>

A segment result is defined as segment revenues less operating segment expenses. As compensation for Partnered Discovery revenues generated from contracts that had originally been initiated by the AbD Serotec segment, the Partnered Discovery segment granted a compensatory fee of € 0.2 million to the AbD Serotec segment for the first nine months of 2011 (first nine months of 2010: € 0.7 million) as a result of the revenue-sharing agreement established between the two segments in 2007.

The following table shows the split of the Company's consolidated revenues by geographical market:

For the Period Ended September 30, (in 000's €)	2011	2010
Germany	2,845	2,956
Other Europe and Asia	70,448	47,101
USA and Canada	9,318	11,691
Other	1,100	1,013
<b>Total</b>	<b>83,711</b>	<b>62,761</b>

### 3 Changes in Stockholders' Equity

#### COMMON STOCK

On September 30, 2011, the common stock of the Company amounted to € 23,047,541 (December 31, 2010: € 22,890,252). Through the exercise of 157,289 stock options and convertible bonds issued to management and employees, common stock increased by € 157,289 in the first nine months of 2011. Treasury stock increased to € 1,756,841 as of September 30, 2011, compared to € 9,774 as of December 31, 2010, due to the repurchase of 84,019 MorphoSys shares on the stock market for the Company's long-term incentive plan for management.

#### ADDITIONAL PAID-IN CAPITAL

On September 30, 2011, additional paid-in capital amounted to € 169,532,839 (December 31, 2010: € 166,388,083). The total increase of € 3,144,756 is due to stock-based compensation in the amount of € 1,009,516. A further increase of € 2,135,240 arose from the exercise of issued stock options and convertible bonds.

### 4 Changes in Convertible Bonds and Stock Options

As of September 30, 2011, no further stock options or convertible bonds have been granted to members of the Management Board and to employees compared to December 31, 2010.

### 5 Long-term Incentive Plan

On June 01, 2011, MorphoSys established a long-term incentive plan (LTI plan) for the Management Board and Senior Management. The plan qualifies as an equity-settled share-based payment transaction under IFRS 2 and is accounted for accordingly. The LTI plan is a performance share plan and will be paid out in common shares of MorphoSys AG, provided that defined key performance indicators as annually approved by the Supervisory Board are achieved. The grant date is June 01, 2011, and the vesting period

comprises four years. 25% of the granted performance shares are vested in each year of the 4-year vesting period, provided that the key performance indicators of that period are achieved by 100%. The number of vested shares in each single year will be reduced to the extent that the key performance indicators of that period are achieved by 50%-99% only or increased if the key performance indicators are achieved by more than 100% (110% in a maximum). In any case, the maximum payout at the end of the 4-year period is capped by a company factor which generally amounts to "1". The Supervisory Board may deviate from this company factor, e.g. in the case that the payout level seems inadequate compared to the overall development of the Company. In the event that the repurchased shares do not suffice to serve the LTI plan, MorphoSys reserves the right to pay out a specific amount of cash from the LTI plan equivalent to the value of the performance shares at the end of the vesting period, provided that such cash amount shall not exceed 200% of the fair market value of the performance shares as at grant date.

If a member of the Management Board ceases to hold an office within the MorphoSys Group by reason of termination, resigning from office, death, injury, disability or retirement (receipt of a normal retirement pension, an early retirement pension as well as a disability pension as long as the requirements for the disability pension entitlement are met) or – subject to the Supervisory Board's discretion – under other circumstances, the member of the Management Board (or his/her inheritor) will be entitled to a pro-rated number of performance shares. In such case the member of the Management Board will receive the number of performance shares already vested on the date on which the member of the Management Board ceases to hold office within the MorphoSys Group.

If a member of the Management Board ceases to hold an office within the MorphoSys Group for good reason in the meaning of § 626 para. 2 German Civil Code and/or within the meaning of § 84 para 3 German Stock Corporation Act or if notice to cease to hold office is given by the member of the Management Board, the beneficiary shall not be entitled to any performance share allocation.

In the event of a change in control during the 4-year period, all performance shares shall become fully vested.

In June 2011, the Company repurchased 84,019 MorphoSys shares for the LTI plan on the stock market with an average share price of € 20.79 per share. As of June 01, 2011, 84,019 shares were granted to the beneficiaries, thereof 53,997 shares to the Management Board (for details, please see the table in section 7 "Directors' Dealings") and 30,022 shares to Senior Management. The fair value of the performance shares as of the grant date (June 01, 2011) amounted to € 21.34 per share. No dividends were incorporated in the measurement of the fair value of the repurchased shares, because the Company does not anticipate paying a dividend in the foreseeable future. No beneficiaries of the LTI plan left MorphoSys and no performance shares forfeited from the grant date until September 30, 2011.

## 6 Stock-based Compensation

As of September 30, 2011, stock-based compensation in the total amount of € 1.05 million was recorded as personnel expenses in the statement of income. This amount comprised € 1.01 million from equity-settled share-based payment transactions as well as € 0.04 million from cash-settled share-based payment transactions.

## 7 Directors' Dealings

The Group has related party transactions with its management and with members of the Supervisory Board. In addition to cash remuneration, the Company has issued stock options and convertible bonds to the Management Board.

The table below shows the shares, stock options, convertible bonds and performance shares as well as the changes of ownership of the same which were held by members of the Management Board and the Supervisory Board during the first nine months of 2011:

SHARES	01/01/11	Additions	Forfeitures	Sales	09/30/11
<b>Management Board</b>					
Dr. Simon E. Moroney	416,385	0	0	0	416,385
Dave Lemus*	5,400	0	0	0	-
Jens Holstein**	-	1,000	0	0	5,000
Dr. Arndt Schottelius	1,500	500	0	0	2,000
Dr. Marlies Sproll	3,105	0	0	0	3,105
<b>Total</b>	<b>426,390</b>	<b>1,500</b>	<b>0</b>	<b>0</b>	<b>426,490</b>
<b>Supervisory Board</b>					
Dr. Gerald Möller	7,500	0	0	0	7,500
Prof. Dr. Jürgen Drews	7,290	0	0	0	7,290
Dr. Walter Blättler	2,019	0	0	0	2,019
Dr. Daniel Camus	0	0	0	0	0
Dr. Metin Colpan	0	0	0	0	0
Dr. Geoffrey N. Vernon	0	0	0	0	0
<b>Total</b>	<b>16,809</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>16,809</b>

\*) Mr. Lemus left MorphoSys' Management Board in Q1 /2011

\*\*) 4,000 shares were bought by Mr. Holstein prior to election to the Management Board

**STOCK OPTIONS**

	01/01/11	Additions	Forfeitures	Exercises	09/30/11
<b>Management Board</b>					
Dr. Simon E. Moroney	191,445	0	0	0	191,445
Dave Lemus*	102,867	0	0	0	-
Jens Holstein	-	0	0	0	0
Dr. Arndt Schottelius	90,000	0	0	0	90,000
Dr. Marlies Sproll	102,867	0	0	0	102,867
<b>Total</b>	<b>487,179</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>384,312</b>
<b>Supervisory Board</b>					
Dr. Gerald Möller	0	0	0	0	0
Prof. Dr. Jürgen Drews	0	0	0	0	0
Dr. Walter Blättler	0	0	0	0	0
Dr. Daniel Camus	0	0	0	0	0
Dr. Metin Colpan	0	0	0	0	0
Dr. Geoffrey N. Vernon	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

\*) Mr. Lemus left MorphoSys' Management Board in Q1/2011

**CONVERTIBLE BONDS**

	01/01/11	Additions	Forfeitures	Exercises	09/30/11
<b>Management Board</b>					
Dr. Simon E. Moroney	88,800	0	0	0	88,800
Dave Lemus*	63,000	0	0	0	-
Jens Holstein	-	0	0	0	0
Dr. Arndt Schottelius	33,000	0	0	0	33,000
Dr. Marlies Sproll	63,000	0	0	0	63,000
<b>Total</b>	<b>247,800</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>184,800</b>
<b>Supervisory Board</b>					
Dr. Gerald Möller	0	0	0	0	0
Prof. Dr. Jürgen Drews	0	0	0	0	0
Dr. Walter Blättler	0	0	0	0	0
Dr. Daniel Camus	0	0	0	0	0
Dr. Metin Colpan	0	0	0	0	0
Dr. Geoffrey N. Vernon	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

\*) Mr. Lemus left MorphoSys' Management Board in Q1/2011

**PERFORMANCE SHARES**

	01/01/11	Additions	Forfeitures	Exercises	09/30/11
<b>Management Board</b>					
Dr. Simon E. Moroney	0	17,676	0	0	17,676
Jens Holstein	0	12,107	0	0	12,107
Dr. Arndt Schottelius	0	12,107	0	0	12,107
Dr. Marlies Sproll	0	12,107	0	0	12,107
<b>Total</b>	<b>0</b>	<b>53,997</b>	<b>0</b>	<b>0</b>	<b>53,997</b>
<b>Supervisory Board</b>					
Dr. Gerald Möller	0	0	0	0	0
Prof. Dr. Jürgen Drews	0	0	0	0	0
Dr. Walter Blättler	0	0	0	0	0
Dr. Daniel Camus	0	0	0	0	0
Dr. Metin Colpan	0	0	0	0	0
Dr. Geoffrey N. Vernon	0	0	0	0	0
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>

**8 Transactions with Related Parties**

Except for the transactions described in “Directors’ Dealings”, no other transactions with related parties have been entered into in the first nine months of 2011.

# Imprint

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## **Concept and Design**

3st kommunikation GmbH, Mainz

## **Translation**

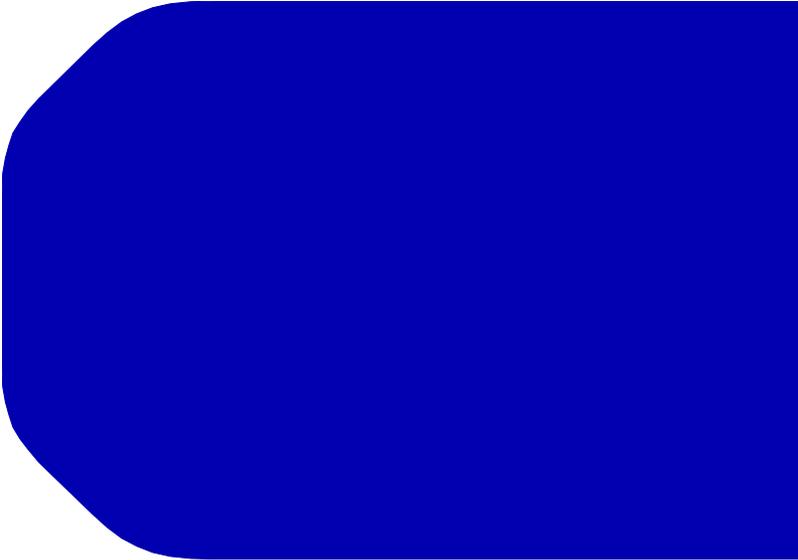
FinKom Gesellschaft für Finanzkommunikation mbH, Usingen

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## Financial Calendar 2011

<b>FEBRUARY 24, 2011</b>	PUBLICATION OF 2010 YEAR END RESULTS
<b>APRIL 29, 2011</b>	PUBLICATION OF THREE MONTHS' REPORT 2011
<b>MAY 19, 2011</b>	ANNUAL SHAREHOLDERS' MEETING 2011 IN MUNICH
<b>JULY 29, 2011</b>	PUBLICATION OF SIX MONTHS' REPORT 2011
<b>OCTOBER 28, 2011</b>	PUBLICATION OF NINE MONTHS' REPORT 2011



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