



**Declaration of Conformity of the Management and Supervisory Board of MorphoSys AG
with regard to the German Corporate Governance Code (“Code”)**

The Management Board and the Supervisory Board of MorphoSys AG declare pursuant to Section 161 of the German Stock Corporation Act:

1. From December 5, 2014, the date of its most recent Declaration of Conformity, MorphoSys AG has complied – with the exceptions described below – with the recommendations of the “Government Commission on the German Corporate Governance Code” in the Code version dated June 24, 2014 and the Code version dated May 5, 2015:
 - a. The amount of compensation of the Management Board members does not provide for a cap, neither overall nor for individual compensation components (see item 4.2.3 para. 2 sentence 6 of the Code). Against the background of already existing means of the Supervisory Board to cap variable compensation components of the Management Board members as well as the annual allocation of such variable components, the Supervisory Board considers an additional cap relating to the overall and individual compensation components as unnecessary.
 - b. Until July 21, 2015 the Supervisory Board had abstained from complying in full with the recommendations of item 5.4.1 para. 2 and para. 3 sentence 1 of the Code. Pursuant to item 5.4.1 para. 2, the Supervisory Board shall specify concrete objectives regarding its composition, which in particular shall stipulate an appropriate degree of female representation. According to item 5.4.1 para. 3 sentence 1, proposals by the Supervisory Board to the competent election bodies shall take these objectives into account. The Supervisory Board had specified concrete objectives regarding its composition and thereby also decided to aim for an adequate representation of women on the Supervisory Board. A concrete quota for female members of the Supervisory Board had however not been defined since the individual qualification and not the gender of Supervisory Board candidates should be the decisive criteria for the composition of the Supervisory Board. As of July 22, 2015 the recommendations of item 5.4.1 para. 2 and para. 3 sentence 1 of the Code are fully applied since the Supervisory Board resolved a respective quota on that day.
2. MorphoSys AG will continue to comply – with the exception described above under item 1.a. – with the recommendations of the “Government Commission on the German Corporate Governance Code” in the Code version dated May 5, 2015.

Martinsried/Planegg, December 3, 2015

MorphoSys AG

For the Management Board:

Dr. Simon Moroney
Chief Executive Officer

For the Supervisory Board:

Dr. Gerald Möller
Chairman of the Supervisory Board