

Declaration of Conformity of the Management Board 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 November 29, 2019, the date of its most recent Declaration of Conformity, MorphoSys AG has complied – with the exception described below – with the recommendations of the “Government Commission on the German Corporate Governance Code” in the Code version dated February 7, 2017 (“**GCGC 2017**”):

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 GCGC 2017). 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.

2. Further, 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 December 16, 2019 (“**GCGC 2020**”) from the date of the announcement of the GCGC 2020 in the German Federal Gazette on March 20, 2020:

- MorphoSys AG does not comply with the recommendation C.4 of the GCGC 2020, according to which a Supervisory Board member, who is not a member of any Management Board of a listed company, shall not accept more than five Supervisory Board mandates at non-group listed companies or comparable functions (in a listed or non-listed company), with an appointment as chair of the Supervisory Board being counted twice. The member of the Supervisory Board Dr. George Golumbeski currently holds in aggregate seven comparable functions in pharmaceutical and biotechnological companies in Ireland and the United States of America. Dr. Golumbeski’s positions have at no time in the past affected the fulfilment of his duties as a member of the Supervisory Board of MorphoSys AG. MorphoSys AG continuously ensures that Dr. Golumbeski’s positions will not distract his focus on MorphoSys AG’s business and that Mr. Golumbeski has sufficient time to perform his duties as a member of the Supervisory Board of MorphoSys AG with due regularity and care.
- MorphoSys AG does not comply with the recommendation C.5 of the GCGC 2020, according to which members of the Management Board of a listed company shall not accept the chairmanship of a Supervisory Board in a non-group listed company. The Chief Executive Officer (CEO) of Morphosys AG, Dr. Jean-Paul Kress, holds a position as chairman of the Board of Directors of a French biopharmaceutical company, which he had already accepted prior to his appointment as a member of

the Management Board of MorphoSys AG and which has at no time in the past affected the fulfilment of his duties as CEO of MorphoSys AG. MorphoSys AG continuously ensures that Dr. Kress' position as chairman of the Board of Directors of such company will not distract his focus on MorphoSys AG's business and that Dr. Kress has sufficient time to perform his duties as CEO of MorphoSys AG with due regularity and care.

- Section G.I. of the GCGC 2020 contains new recommendations with regard to the remuneration of the members of the Management Board. In accordance with the rationale of the GCGC 2020 and the transitional provisions of the German Stock Corporation Act regarding the amendments under the Act Implementing the Second Shareholder Rights Directive (*ARUG II*), with which the new recommendations of the GCGC 2020 are interlinked, the new recommendations of the GCGC 2020 have not been taken into account in current Management Board service agreements. The Management Board and the Supervisory Board of MorphoSys AG will propose to the Annual General Meeting 2021 a remuneration system for the members of the Management Board of MorphoSys AG, which complies with the new recommendations of the GCGC 2020, and which will apply to all service agreements with members of the Management Board of MorphoSys AG to be concluded or extended after the Annual General Meeting 2021.
3. MorphoSys AG will continue to comply – with the exceptions described above under item 2 – with the recommendations of the GCGC 2020.

Planegg, this November 29, 2020

MorphoSys AG

For the Management Board:

Dr. Jean-Paul Kress
Chief Executive Officer

For the Supervisory Board:

Dr. Marc Cluzel
Chairman of the Supervisory Board