

MorphoSys AG

Planegg

Security identification number: 663200

ISIN: DE0006632003

Unique identification of the event: MOR082024oHV

Convenience translation: The text decisive for the invitation to the Annual General Meeting of MorphoSys AG is the one written in German language.

Invitation to the 2024 Virtual Annual General Meeting of MorphoSys AG

We hereby invite our shareholders to the **Annual General Meeting** of MorphoSys AG, Planegg (hereinafter the "**Company**" or "**MorphoSys**"), to be held on **Tuesday, 27 August 2024, at 10:00 a.m. (CEST) as a virtual general meeting without the physical presence of the shareholders or their proxies**, with the exception of the proxies appointed by the Company.

The venue of the Annual General Meeting within the meaning of the German Stock Corporation Act (*Aktiengesetz*, "**AktG**") is the registered office of the Company, Semmelweisstraße 7, 82152 Planegg. Shareholders or their proxies (with the exception of the proxies appointed by the Company) have **no right or opportunity to be physically present at the location of the Annual General Meeting**. The entire Annual General Meeting will be broadcast live for duly registered shareholders via the password-protected internet service. Section III of this invitation sets forth in detail how shareholders can access the password-protected internet service.

Duly registered shareholders or their proxies will be able to electronically connect to the Annual General Meeting by means of electronic communication via the Company's website at

www.morphosys.com/agm

in the password-protected internet service and thereby participate in the Annual General Meeting and exercise their respective shareholders' rights, in particular the right to information and the right to speak. It is not possible to submit questions in advance of the Annual General Meeting pursuant to section 131 (1a) AktG. Shareholders' voting rights will be exercised – including by authorization of third parties – exclusively by means of electronic communication, namely by electronic postal vote, or by issuing a power of attorney and instructions to the proxies appointed by the Company. For further details, please refer to the additional information and notes at the end of the invitation under section III.

I.

Agenda

- 1. Presentation of the adopted annual financial statements and the approved consolidated financial statements for the year ended 31 December 2023, together with the management reports, including the report of the Supervisory Board for the financial year 2023 and the explanatory report of the Management Board on the disclosures pursuant to sections 289a and 315a of the German Commercial Code (HGB).**

The documents mentioned in this agenda item are available for download on MorphoSys' website at www.morphosys.com/agm. The Supervisory Board has approved the annual financial statements and consolidated financial statements prepared by the Management Board; the annual financial statements are thus adopted. Therefore, and in accordance with legal requirements, no resolution is required on this agenda item.

- 2. Resolution on the approval of the actions of the members of the Management Board for the financial year 2023**

The Management Board and the Supervisory Board propose that:

- a) the actions of Jean-Paul Kress, Ph.D., as a member of the Management Board in the financial year 2023 be not approved;
- b) the actions of Lucinda Crabtree, Ph.D., as a member of the Management Board from 8 August 2023 until the end of 31 December 2023 be not approved;
- c) the actions of Sung Lee as a member of the Management Board until the end of 17 March 2023 be approved, and
- d) the actions of Eva Charlotte Lohmann as a member of the Management Board from 1 March 2023 until the end of 31 August 2023 be approved.

The approval of the actions shall be resolved upon on an individual basis, i.e., separately for each member of the Management Board.

- 3. Resolution on the approval of the actions of the members of the Supervisory Board for the financial year 2023**

The Management Board and the Supervisory Board propose that the acts of the following members of the Supervisory Board in office during the financial year 2023 be approved each for this period:

- a) Marc Cluzel, Ph.D.,
- b) Michael Brosnan
- c) George Golumbeski, Ph.D.,

- d) Krisja Vermeyleen
- e) Sharon Curran
- f) Andrew Cheng, Ph.D.

The approval of the actions shall be resolved upon on an individual basis, i.e., separately for each member of the Supervisory Board.

4. Resolution on the election of the auditor for the financial year 2024

On the recommendation of its Audit Committee, the Supervisory Board proposes that KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, be elected as auditors of the financial statements and consolidated financial statements for the financial year 2024 and as auditors for the review of the condensed financial statements and the interim management report for the first half of the financial year 2024.

The recommendation of the Audit Committee was preceded by a selection procedure in accordance with Article 16 (3) of Regulation (EU) No. 537/2014 carried out in accordance with the requirements of Regulation (EU) No. 537/2014. Based on this, the Audit Committee recommended to the Supervisory Board, stating the reasons, that either KPMG AG Wirtschaftsprüfungsgesellschaft, Munich, or Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, be proposed to the Annual General Meeting as auditors of the annual financial statements of MorphoSys and the consolidated financial statements of the MorphoSys Group for the financial year 2024 and for the review of the condensed financial statements and the interim management report for the first half of the financial year 2024. The Audit Committee has expressed a reasoned preference for KPMG AG Wirtschaftsprüfungsgesellschaft, Munich. The change of the auditor for the annual financial statements and the consolidated financial statements is necessary as the mandate of PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, has reached the statutory maximum term.

In accordance with Article 16 (2) of Regulation (EU) No. 537/2014 of the European Parliament and of the Council dated 16 April 2014, the Audit Committee has declared that its recommendation is free from undue influence by third parties and that no contractual clauses restricting the selection options of the Annual General Meeting within the meaning of Article 16 (6) of Regulation (EU) No. 537/2014 have been imposed on it.

5. Resolution on the election of members of the Supervisory Board

The Supervisory Board consists of six members in accordance with sections 95, 96 (1), 101 AktG and section 8 (1) of the Articles of Association of the Company. The Company is not subject to co-determination. Thus, the Supervisory Board is composed exclusively of shareholder representatives.

In accordance with section 102 (1) AktG and section 8 (2) of the Articles of Association of the Company, the members of the Supervisory Board are appointed for a maximum period up to the end of the Annual General Meeting which resolves on the formal approval of the actions of the Supervisory Board for the fourth financial year after the beginning of the term of office. The financial year in which the term of office begins is not included.

As of the end of the Annual General Meeting on 27 August 2024 the office of Sharron Curran ends. Marc Cluzel, M.D., Ph.D., George Golumbeski, Ph.D., Krisja Vermeyleen, Michael Brosnan and Andrew Cheng, M.D., Ph.D. have each declared their resignations from the Supervisory Board on 23 May 2024 with immediate effect and thus before the end of the specified term of office. There were no elected substitute members of the Supervisory Board. By resolution dated 4 June 2024, the Munich Local Court (*Amtsgericht*) appointed Heinrich Moisa, Romain Lege and Silke Mainka as members of the Supervisory Board in accordance with section 104 (1) sentence 1 AktG until the next Annual General Meeting which resolves upon the discharge of the Supervisory Board for the financial year 2023. Thus, the term of office of the court appointed members of the Supervisory Board ends upon the end of the Annual General Meeting on 27 August 2024 which is hereby convened.

Against the background that a reduction in the size of the Supervisory Board to four members will be proposed to the Annual General Meeting on 27 August 2024 under agenda item 6, a total of only four instead of six members of the Supervisory Board are to be newly elected.

Heinrich Moisa, Romain Lege und Silke Mainka are available for the election as member of the Supervisory Board and shall be elected as members of the Supervisory Board with effect as of 27 August 2024. Further, Christian Diehl shall be newly elected to the Supervisory Board.

Having said this, the Supervisory Board proposes, in accordance with the proposal of its Compensation and Nomination Committee, that the persons named below under lit. a) to and including d) be elected as members of the Supervisory Board, each with effect from the end of the Annual General Meeting on 27 August 2024 for the period until the end of the General Meeting which resolves on the approval of the acts of the Supervisory Board for the financial year 2024 (i.e., presumably until the end of the Annual General Meeting in 2025):

Name	Profession	Residence
a) Heinrich Moisa	Country President & Managing Director, Novartis Pharma GmbH	Nürnberg, Germany
b) Romain Lege	Country Chief Financial Officer Germany, Novartis Pharma GmbH	Göttingen, Germany

c) Silke Mainka	Country and Innovative Medicines Ethics, Risk & Compliance Head and Prokuristin, Novartis Pharma GmbH	Neukirch, Germany
d) Christian Diehl	SVP & Global Head of data42 R&D data lake, Novartis Pharma AG	Bad Krozingen, Germany

The election is to be conducted as an individual election in accordance with the recommendation C.15 of the DCGC.

None of the candidates proposed for election is a member of another supervisory board required by law members of a comparable domestic or foreign supervisory body of a business enterprise.

Resumes of the proposed candidates are set forth under section II.1 of this invitation and will be published on the Company's website under

www.morphosys.com/agm

In accordance with the German Corporate Governance Code, the proposed candidates will ensure that they have sufficient time to perform their duties; in addition, the Supervisory Board has satisfied itself that the proposed candidates can devote the expected amount of time.

The proposed candidates do not have any personal or business relationship with MorphoSys and its Management Board and Supervisory Board which would have to be disclosed pursuant to recommendation C.13 of the German Corporate Governance Code. The proposed candidates do further not have any personal relationship with a shareholder with a material interest in MorphoSys that must be disclosed in accordance with the German Corporate Governance Code. In the opinion of the Supervisory Board, the four Supervisory Board members Heinrich Moisa in his capacity as Country President & Managing Director, Novartis Pharma GmbH, Romain Lege in his capacity as Country Chief Financial Officer Germany, Novartis Pharma GmbH, Silke Mainka in her capacity as Country and Innovative Medicines Ethics, Risk & Compliance Head and authorized signatory, Novartis Pharma GmbH and Christian Diehl in his capacity as SVP & Global Head of data42 R&D data lake, Novartis Pharma AG have a business relationship with Novartis BidCo Germany AG being a shareholder with a material interest in MorphoSys that must be disclosed in accordance with the German Corporate Governance Code.

None of the proposed candidates has been active as a member of the Supervisory Board for more than twelve years.

The election proposals take into account the objectives resolved by the Supervisory Board for its composition and aims to fulfill the competence profile and diversity concept developed by the Supervisory Board for the entire Board. These targets were last updated by the Supervisory Board on 15 November 2022 and are published, including the status of implementation, in the Corporate

Governance Statement for the financial year 2023. This is included in the Annual Report 2023 and is available on the Company's website at www.morphosys.com/en/investors/corporate-governance.

The proposed candidates as well as the Supervisory Board members are, as a whole, familiar with the sector in which the Company operates. Romain Lege has expertise in the field of accounting in accordance with section 100 (5) AktG.

It is noted that Heinrich Moisa will be proposed as candidate for the position of chairman of the Supervisory Board if he is elected by the Annual General Meeting.

6. Resolution on the reduction of the Supervisory Board to four members and corresponding amendment of the Articles of Association in section 8 (composition, term of office)

Pursuant to section 8 (1) of the Articles of Association of the Company in conjunction with sections 95, 96 (1), 101 AktG, the Supervisory Board currently comprises of six members who are elected by the General Meeting.

The size of the Supervisory Board shall be reduced from currently six members to four members.

Management Board and Supervisory Board therefore propose to resolve as follows:

Section 8 (1) of the Articles of Association of the Company shall be amended and restated as follows:

“(1) The Supervisory Board consists of four members who are elected by the shareholders in accordance with the stock corporation act.”

7. Resolution on the approval of the Remuneration Report 2023

Pursuant to section 162 (1) sentence 1 AktG, the management board and the supervisory board of a listed company shall annually prepare a clear and comprehensible report on the remuneration awarded and due to each individual or former member of the management board and the supervisory board in the last financial year. Pursuant to section 120a (4) AktG, the general meeting of a listed company shall resolve on the approval of the remuneration report. Management Board and Supervisory Board therefore submit to the Annual General Meeting the following remuneration report of MorphoSys for the financial year 2023, prepared in accordance with section 162 AktG and audited by the Company's auditor, PricewaterhouseCoopers GmbH Wirtschaftsprüfungsgesellschaft, Munich, pursuant to section 162 (3) AktG, for which also an audit report has been issued.

The audited remuneration report for the financial year 2023 is set forth under section II.2 of this invitation.

The Management Board and the Supervisory Board propose that the remuneration report of MorphoSys for the financial year 2023, prepared and audited in accordance with section 162 AktG, be approved.

8. Resolution on the transfer of the shares of the minority shareholders to Novartis BidCo Germany AG as main shareholder against payment of an adequate cash compensation pursuant to section 62 (5) UmwG in conjunction with sections 327a et. seqq. AktG (merger squeeze-out)

If, in the case of a merger of two stock corporations by absorption pursuant to sections 2 no. 1, sections 60 et seqq. of the German Transformation Act (*Umwandlungsgesetz*, “**UmwG**”), at least nine tenths of the share capital of the transferring company are directly owned by the acquiring stock corporation (main shareholder), the general meeting of the transferring stock corporation may, pursuant to section 62 (1) in conjunction with section 62 (5) UmwG in conjunction with sections 327a et seqq. AktG, within three months after the conclusion of the merger agreement, adopt a resolution pursuant to section 327a (1) sentence 1 AktG on the transfer of the shares of the remaining shareholders (minority shareholders) to the main shareholder against payment of an adequate cash compensation (merger squeeze-out).

At the time of publication of this invitation, Novartis BidCo Germany AG, registered with the commercial register of the local court (*Amtsgericht*) of Munich under HRB 283042, (hereinafter “**Novartis BidCo Germany**” or also “**Main Shareholder**”) directly holds 34,337,809 of the total number of 37,716,423 shares in MorphoSys. This corresponds to approximately 91.04% of the share capital and – after deducting the number of treasury shares held by MorphoSys in accordance with section 62 (1) sentence 2 UmwG – around 91.17 % of the outstanding share capital of MorphoSys and therefore to more than nine tenths of the share capital of MorphoSys. Accordingly, Novartis BidCo Germany is the main shareholder of MorphoSys within the meaning of section 62 (5) sentence 1 UmwG. Novartis BidCo Germany has proven its shareholding of more than nine tenths of the share capital of MorphoSys by means of a deposit certificate issued by UBS Switzerland AG.

Novartis BidCo Germany intends to make use of the possibility of a merger squeeze-out with regard to MorphoSys. To this end, by letter dated 20 June 2024, Novartis BidCo Germany notified the Management Board of MorphoSys of its intention to merge MorphoSys into Novartis BidCo Germany, and made a request pursuant to section 62 (5) sentence 1 UmwG in conjunction with section 327a (1) AktG to the Management Board of MorphoSys that the General Meeting of MorphoSys should resolve within three months after the conclusion of the merger agreement to transfer the shares of the minority shareholders of MorphoSys to Novartis BidCo Germany as main shareholder against payment of an adequate cash compensation (hereinafter the “**Squeeze-Out Resolution**”).

On 12 July 2024, Novartis BidCo Germany determined the adequate cash compensation to be paid to the minority shareholders of MorphoSys in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327b (1) sentence 1 AktG in return for the transfer of their shares to

Novartis BidCo Germany as main shareholder to be EUR 68.00 per no-par value bearer share of MorphoSys.

Novartis BidCo Germany as main shareholder of MorphoSys has prepared a written report in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327c (2) sentence 1 AktG setting out the requirements for the transfer of the shares of the minority shareholders from MorphoSys to Novartis BidCo Germany and explaining and justifying the adequacy of the determined cash compensation (hereinafter "**Transfer Report**"). According to the Transfer Report, Novartis BidCo Germany determined the amount of the cash compensation on the basis of a valuation report on the company value of MorphoSys issued by ValueTrust Financial Advisors SE, Munich (hereinafter „**ValueTrust**“). The valuation report of ValueTrust on the determination of the company value as of 27 August 2024 and on the amount of the adequate cash compensation pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327b (1) AktG dated 12 July 2024 is an integral part of the Transfer Report and is attached thereto in its entirety.

By specification letter dated 12 July 2024 to the Management Board of MorphoSys, Novartis BidCo Germany confirmed and specified its intention to achieve a squeeze-out of the minority shareholders of MorphoSys in connection with the merger, and also informed the Management Board of the amount of the determined cash compensation. Novartis BidCo Germany also requested that a General Meeting be convened for a date no later than three months after the date of conclusion of the merger agreement and that the present agenda item be placed on the agenda of this General Meeting. Together with the specific squeeze-out request, and thus prior to the convening of the General Meeting, Novartis BidCo Germany submitted to the Management Board of MorphoSys a guarantee declaration dated 11 July 2024 issued by Deutsche Bank AG with registered office in Frankfurt am Main in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327b (3) AktG, in which Deutsche Bank AG unconditionally and irrevocably guaranteed the fulfilment of Novartis BidCo Germany's obligation to pay the determined cash compensation for the transferred shares to the minority shareholders of MorphoSys, together with statutory interest (if any), in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327b (2) AktG without undue delay after registration of both the Squeeze-Out Resolution to be adopted by the General Meeting of MorphoSys with the commercial register at the place of the registered office of MorphoSys in accordance with section 327a (1) AktG and the merger with the commercial register at the place of the registered office of Novartis BidCo Germany and, accordingly, after the Squeeze-Out Resolution has become effective. From the date of publication of the registration of the Squeeze-Out Resolution with the commercial register, interest will accrue on the cash compensation in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327b (2) AktG at a rate of 5 percentage points p.a. above the applicable basic rate of interest pursuant to section 247 of the German Civil Code (*Bürgerliches Gesetzbuch*, "**BGB**").

On 19 July 2024, Novartis BidCo Germany and MorphoSys entered into a merger agreement in the form of a notarial deed according to which MorphoSys shall transfer its entire assets, including all rights and obligations, by way of dissolution without liquidation (*Auflösung ohne Abwicklung*)

pursuant to section 2 no. 1, sections 60 et seqq. UmwG to Novartis BidCo Germany. The merger agreement contains the information pursuant to section 62 (5) sentence 2 UmwG that a squeeze-out of the minority shareholders of MorphoSys is intended. The effectiveness of the merger agreement will be subject to the condition precedent that the resolution of the General Meeting of MorphoSys pursuant to section 62 (5) sentence 1 UmwG in conjunction with section 327a (1) sentence 1 AktG on the transfer of the shares of the minority shareholders of MorphoSys to Novartis BidCo Germany as main shareholder, as proposed below, is registered with the commercial register at the place of the registered office of MorphoSys with the note pursuant to section 62 (5) sentence 7 UmwG that this Squeeze-Out Resolution will only become effective concurrently with the registration of the merger with the commercial register at the place of the registered office of Novartis BidCo Germany.

The Management Board of MorphoSys and the Management Board of Novartis BidCo Germany have jointly prepared, as a precautionary measure, a detailed written report on the merger of MorphoSys into Novartis BidCo Germany in accordance with section 8 UmwG.

The adequacy of the cash compensation determined by Novartis BidCo Germany has been audited by ADKL AG Wirtschaftsprüfungsgesellschaft, Wolfram Wagner, Wirtschaftsprüfer, Düsseldorf (hereinafter “**ADKL**”), which was selected and appointed by the Regional Court of Munich I (*Landgericht München I*) by decision dated 21 June 2024 (file no.: 5 HK O 7165/24), upon application of Novartis BidCo Germany, as transfer auditor of the adequacy of the cash compensation and, upon joint application of Novartis BidCo Germany and MorphoSys, also as joint merger auditor. In light of the proposed resolution on the transfer of the shares of the remaining shareholders of MorphoSys to Novartis BidCo Germany, ADKL has prepared a written report on the results of the audit of the adequacy of the cash compensation in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327c (2) sentences 2 to 4 AktG. In its audit report on the audit of the cash compensation, ADKL concludes that the cash compensation determined by the main shareholder is adequate. In addition, ADKL has prepared, as a precautionary measure, an audit report on the audit of the merger agreement between Novartis BidCo Germany as acquiring company and MorphoSys as transferring company in accordance with section 60 in conjunction with section 12 UmwG.

If the General Meeting resolves to transfer the shares of the minority shareholders to the main shareholder against payment of an adequate cash compensation, the Management Board of MorphoSys must apply for registration of the Squeeze-Out Resolution with the commercial register at the place of the registered office of MorphoSys in accordance with section 62 (5) sentence 8 UmwG in conjunction with sections 327e (1) sentence 1 AktG. Pursuant to section 62 (5) sentence 7 UmwG, the registration of the Squeeze-Out Resolution must contain a note that the Squeeze-Out Resolution will only become effective concurrently with the registration of the merger with the commercial register at the place of the registered office of the acquiring company.

The Management Board and Supervisory Board propose to resolve as follows:

"The no-par value bearer shares of the remaining shareholders of MorphoSys AG (Minority Shareholders) shall be transferred to Novartis BidCo Germany AG with registered office in Munich ("Main Shareholder") in accordance with section 62 (5) of the German Transformation Act (*Umwandlungsgesetz, UmwG*) in conjunction with sections 327a et seqq. of the German Stock Corporation Act (*Aktiengesetz, AktG*) against payment of an adequate cash compensation by the Main Shareholder, in the amount of EUR 68.00 per no-par value bearer share of MorphoSys AG."

As from the date the General Meeting of MorphoSys is convened, the following documents on agenda item 8 are made available on the website of the Company at www.morphosys.com/agm in accordance with section 62 (5) sentence 3, section 62 (3) sentence 1, section 63 (1) UmwG and in accordance with section 62 (5) sentences 5 and 8 UmwG in conjunction with section 327c (3) AktG:

- the draft Squeeze-Out Resolution;
- the annual financial statement and consolidated annual financial statement as well as the management report and group management report of MorphoSys for each of the financial years 2021, 2022 and 2023 and the interim balance sheet of MorphoSys as of 30 June 2024;
- the written report dated 12 July 2024 on the requirements for the transfer of the shares of the minority shareholders of MorphoSys to Novartis BidCo Germany and to explain and justify the adequacy of the determined cash compensation, which has been prepared by Novartis BidCo Germany as main shareholder in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327c (2) sentence 1 AktG, including its annexes;
- the guarantee declaration dated 11 July 2024 issued by Deutsche Bank AG with its registered office in Frankfurt am Main pursuant to section 62 (5) sentence 8 UmwG in conjunction with section 327b (3) AktG;
- the audit report dated 12 July 2024 on the audit of the adequacy of the cash compensation, which has been prepared in accordance with section 62 (5) sentence 8 UmwG in conjunction with section 327c (2) sentences 2 to 4, section 293e AktG by the expert auditor, ADKL, selected and appointed by the Regional Court of Munich I (*Landgericht München I*) in light of the proposed resolution on the transfer of the shares of the minority shareholders of MorphoSys to Novartis BidCo Germany;
- the merger agreement dated 19 July 2024 between Novartis BidCo Germany as acquiring company and MorphoSys as transferring company;
- the annual financial statements of Novartis BidCo Germany for the (short) financial year 2023 and the interim balance sheet of Novartis BidCo Germany as of 30 June 2024;
- the joint merger report dated 12 July 2024, which has been prepared as a precautionary measure in accordance with section 8 UmwG by the Management Board of Novartis BidCo Germany and the Management Board of MorphoSys, including its annexes; and

- the audit report dated 12 July 2024 on the audit of the merger agreement between Novartis BidCo Germany as acquiring company and MorphoSys as transferring company, which has been prepared as a precautionary measure in accordance with section 60 in conjunction with section 12 UmwG by the expert auditor, ADKL, selected and appointed by the Regional Court of Munich I (*Landgericht München I*), for both legal entities involved in the merger.

These documents will also be made available during the General Meeting of MorphoSys on 27 August 2024 on the website of MorphoSys at www.morphosys.com/agm.

II.

Further information on the agenda

1. Information on agenda item 5 (information on the candidates proposed for election to the Supervisory Board)

CV

Heinrich V. Moisa

Year of birth: 1974

Nationality: German & U.S.-American

Place of residence: Nürnberg, Germany

Professional Development:

Since 2022	Country President & Managing Director, Novartis Pharma GmbH, Germany
2019 - 2022	Country President & General Manager Oncology, Novartis, Germany
2017 - 2019	Country President & General Manager Oncology, Novartis, Netherlands
2016 - 2017	General Manager & Head Market Access Nordics, Novartis Oncology, Sweden
2013 - 2016	General Manager Oncology, Novartis, Norway
2012 - 2013	Senior Director, Global Product Strategy Oncology, Novartis, USA
2010 - 2012	Director, Global Product Strategy Oncology, Novartis USA
2009 - 2010	Brand Director, Neuroendocrine Tumors (NET), Novartis, USA
2008 - 2009	Associate Brand Director, Sandostatin LAR/SOM230, Novartis USA
2007 - 2008	Director, Business Planning & Analysis, GPC Biotech Inc., USA

2006 - 2007	Project Leader, Monitor Group, Germany
2002 - 2005	Director, Financial Planning & Controlling GPC Biotech Inc., USA
2001 – 2002	Senior Manager, Finance, GPC Biotech Inc., USA
2000 – 2001	Analyst, Finance, GPC Biotech AG, Germany

Education:

1995 - 2000	European Business School, Oestrich-Winkel, Degree: business graduate
-------------	--

CV

Romain Lege

Year of birth: 1973

Nationality: French

Place of residence Göttingen, Germany

Professional development

Since 2022 Country CFO Germany, Novartis Pharma GmbH

2019 - 2022 Head of Group Planning and Management Reporting, Novartis Group

2016 - 2019 CFO East and Central Europe, Novartis Pharma AG

2014 - 2016 Global Head Finance Technical R&D, Novartis Pharma Switzerland

2011 - 2014 Country CFO, Novartis Pharma NV, Belgium

2008 - 2011 Executive Director Corporate Planning, Novartis Pharma US

2007 Head Financial Reporting and Accounting, Novartis Pharma Switzerland

2006 Head Business Planning Northern & Central Europe, Region Europe Finance, Novartis

2004 - 2005 Group Strategic Planning, Novartis

1997 - 2003 Project Leader, The Boston Consulting Group, France

1995 - 1996 Paribas Capital Markets, Great Britain

Education:

2000 - 2001

INSEAD, France, MBA

1992 - 1995

Ecole Centrale Paris, France,
Degree: Master of Science in Engineering

CV

Silke Mainka, M.B.L.-HSG

Year of birth: 1970

Nationality German

Place of residence Neukirch, Germany

Professional development:

Since 2022 Country and Innovative Medicines Ethics, Risk & Compliance
Head / authorized signatory of Novartis Pharma GmbH
Novartis, Deutschland

2018 - 2022 Head Legal, Ethics, Risk & Compliance / authorized signatory
Novartis Pharma GmbH
Novartis Oncology, Deutschland

2017 - 2018 General Counsel Global Nutritional Health Business,
Head Legal Export Markets, UK & Ireland
Eli Lilly & Company/Elanco Animal Health, USA

2015 - 2017 General Counsel Global Emerging Businesses
Eli Lilly & Company/Elanco Animal Health, USA

2015 Head Legal DACH, BeNeLux & Nordics
Eli Lilly & Company/Elanco Animal Health, Germany

2013 - 2014 Head Legal & Compliance Germany & Austria
Data Privacy Officer
Novartis Animal Health, Germany

2012 - 2015 Legal Advisor, Corporate Legal Biopharma / Strategic Alliances &
Transaction
Boehringer Ingelheim Pharma, Germany

2000 - 2012 Legal Advisor, Trustees & Management Team Vetter Pharma,
Deutschland

Since 1997 Partner and owner
Law Firm Bott, Eber & Mainka / Law firm Mainka, Germany

1995 Legal Counsel
Law Firm Radon & Ishizumi N.Y., USA

Education:

2007 - 2009 Master of European and International Business Law University of
St. Gallen (HSG), Switzerland

1998 - 1999 Specialist Lawyer Degree for social law
German Lawyers' Institute, Germany

1997 Second State Examination in law Regional Court Ravensburg /
Higher Regional Court Stuttgart / Law firm Bongen, Renaud &
Partner, Germany

1994 First State Examination in law Eberhard-Kars-University of
Tübingen, Germany

1990 A-levels
Montfort-Gymnasium Tettnang, Germany

CV

Christian Diehl

Year of birth: 1975

Nationality: German

Place of residence: Bad Krozingen, Deutschland

Professional development:

Since 2024 Senior Vice President, Global Head of data42 R&D data lake, Member of the Biomedical Research Executive Committee, Novartis Pharma AG, Basel, Switzerland

2021 - 2023 Senior Vice President, Enterprise projects – CEO Office (led the Sandoz Spin-off), Novartis, Basel, Switzerland

2019 - 2021 Vice President, Head Operations & Partnerships data42 R&D data lake, Novartis, Basel, Switzerland

2018 - 2019 Vice President Corporate Finance, Enterprise projects (led the Alcon Spin-off), Novartis, Basel, Switzerland

2016 - 2018 Strategic Assistant to Head Global Drug Development & Chief Medical Officer (led the development transformation), Novartis, Basel, Switzerland

2014 - 2016 Region Head Asia-Pacific, Biopharmaceuticals & Oncology Injectables, Sandoz – at the time a Novartis Division, Singapore, Singapore

2012 - 2014 Head of Strategic Planning, Biopharmaceuticals & Oncology Injectables, Sandoz – at the time a Novartis Division, Holzkirchen, Germany

2009 - 2012 Engagement Manager, EMEA Operations Practice, McKinsey & Company, Munich, Germany

2002 - 2008
Various roles in Finance, Operations and Commercial Management, Unilever Germany/Unilever Supply Chain Company, Switzerland

Education:

2017 - 2019
Diploma of Advanced Studies Pharmaceutical Medicine, European Center of Pharmaceutical Medicine, University of Basel, Basel, Switzerland

2008
MBA with distinction, Insead, Fontainebleau, France

1996 -2001
Diploma Industrial Engineering & Management, Karlsruhe Institut of Technology (KIT), Karlsruhe, Germany

2. Remuneration Report for the financial year 2023 (agenda item 7)

Remuneration Report 2023

The following Remuneration Report provides an explanation and a clear and comprehensible presentation of the remuneration individually awarded and due to the current and former members of the Management Board and the Supervisory Board of MorphoSys AG (“the **Company**”) in the 2023 financial year.

Beyond the requirements of Section 162 (3) sentence 1 and 2 of the German Stock Corporation Act (Aktiengesetz, “**AktG**”), the Management Board and the Supervisory Board decided to have the Remuneration Report audited not only formally but also materially by the appointed auditor. The audit opinion is attached to the Remuneration Report 2023. The Remuneration Report will be submitted to the Annual General Meeting 2024 for approval.

The masculine form is used in this Remuneration Report for convenience purposes only, and refers equally to all genders.

A. Review of the 2023 Financial Year

I. Economic Environment in the 2023 Financial Year

In fiscal year 2023, MorphoSys AG and its employees focused on achieving its long-term goals and defined priorities. At the beginning of the year, the company announced the termination of its preclinical research programs in order to optimize its cost structure and focus on the most important strategic priorities. A repurchase of approximately 19% of the outstanding aggregate principal amount of MorphoSys's convertible bonds was completed on financially attractive terms in March 2023. Major progress was made in the development of the clinical pipeline in 2023. In early April, the completion of patient recruitment for both the pivotal Phase 3 MANIFEST-2 trial and the Phase 3 trials frontMIND in DLBCL in first-line treatment was announced. In August 2023, the Phase 3 inMIND trial examining tafasitamab in relapsed or refractory follicular or marginal zone lymphoma, conducted by Incyte, also completed recruitment. At the end of November 2023, the first topline data from the MANIFEST-2 trial for the treatment of myelofibrosis became available, earlier than initially expected. Pelabresib in combination with ruxolitinib in the first-line treatment of myelofibrosis showed convincing results with clinical improvements in all key endpoints and a clinically meaningful improvement in anemia. Detailed results from the MANIFEST-2 study were presented in an oral presentation at the ASH Annual Meeting in December 2023. Throughout the year, the latest clinical data for pelabresib, tafasitamab and tulmimetostat were presented at various scientific conferences, including new preliminary results from an arm of the MANIFEST study evaluating pelabresib as monotherapy in patients with high-risk essential thrombocythemia (ET). In September, tulmimetostat received Fast Track designation from the FDA for the treatment of ARID1A-mutated endometrial cancer. On December 14, 2023, MorphoSys

announced the completion of a share capital increase from € 34,231,943 by € 3,423,194 to € 37,655,137 through a full utilization of its authorized capital 2023-II, resulting in gross proceeds of approximately € 102.7 million. In the 2023 financial year, the company was able to slightly increase sales figures from Monjuvi® in the USA as planned despite a stronger competitive environment. The key partner programs, developed via MorphoSys' legacy antibody technology platform, also made good progress in 2023.

Thus, from the Company's perspective, important goals were achieved in 2023 to keep MorphoSys on the path to a leading position in the fields of hematology and oncology in order to create sustainable long-term value.

The intention announced by Novartis on February 5, 2024, to make a voluntary public takeover offer for all shares of MorphoSys at an equity value of € 2.7 billion and the Business Combination Agreement entered into with Novartis underscores the value created by the company and the progress made in MorphoSys's development pipeline.

The remuneration of the members of the Management Board of MorphoSys AG shall appropriately reward the performance of the Management Board members and decrease significantly if targets are not achieved ("Pay for Performance"). For this reason, the success and milestones achieved in the 2023 financial year were also reflected in the Management Board members' variable remuneration.

For further detailed information on the business environment during the 2023 financial year, please refer to the MorphoSys AG Annual Report.

II. Resolution on the Remuneration Report for the 2022 Financial Year

For the 2022 financial year, a remuneration report was prepared in accordance with Section 162 AktG, audited also materially. The remuneration report for the 2022 financial year was approved by the 2023 Annual General Meeting with a majority of over 94%. Given the high approval rate of the remuneration report for the 2022 financial year, there was no reason to change the method of reporting.

III. Remuneration System for the Members of the Management Board

The currently applicable remuneration system for the members of the Management Board (the "**Remuneration System 2022**") has been approved by the Company's Annual General Meeting on May 18, 2022 with a majority of 86.95%. The Remuneration System 2022 applies to the service agreements of the current members of the Management Board, Jean-Paul Kress, M.D., and Lucinda Crabtree, Ph.D. Further, the Remuneration System 2022 applied to the service agreement of the former member of the Management Board Charlotte Lohmann, who was a member of the Management Board from March 1, 2023, until the end of August 31, 2023. The service agreement of Sung Lee, who left the Company during the reporting year, did not fall under any remuneration system since it was already concluded before the implementation of the first remuneration system. To the extent the Remuneration System 2022 applied during the 2023 financial year, there were no deviations thereof within the meaning of Section 162 (1) no. 5 AktG.

The Remuneration System 2022 is published on the Company's website at www.morphosys.com/en/investors/corporate-governance. The main elements of the Remuneration System 2022 are summarized in this remuneration report.

The Supervisory Board has decided to further develop and revise the Remuneration System 2022 and to submit a new remuneration system 2024 to the Annual General Meeting 2024 for approval.

IV. Remuneration System for Members of the Supervisory Board

The remuneration system resolved for the members of the Company's Supervisory Board by the Annual General Meeting of the Company on May 19, 2021, continued to apply unchanged in the 2023 financial year. The remuneration system for the members of the Supervisory Board is published on the Company's website at www.morphosys.com/en/investors/corporate-governance.

Management Board and Supervisory Board will propose a revised remuneration system for the members of the Supervisory Board to the Annual General Meeting 2024 for approval.

V. Changes in the Composition of the Management Board and Supervisory Board

In the 2023 financial year, the following changes occurred in the composition of the Management Board: With effect as of the end of March 17, 2023, Sung Lee resigned from his position as member of the Management Board and Chief Financial Officer of the Company. Concurrently, his service agreement has been terminated with effect as of the end of March 31, 2023. Further, Charlotte Lohmann was appointed as member of the Management Board and Chief Legal Officer for the time period from March 1, 2023, to the end of August 31, 2023 on an interim basis. As of August 8, 2023, Lucinda Crabtree, Ph.D., was appointed as member of the Management Board and Chief Financial Officer for a term of three years until the end of August 6, 2026.

The following changes in the composition of the Supervisory Board occurred in the 2023 financial year: Michael Brosnan and George Golumbeski, Ph.D. were re-elected as members of the Supervisory Board. Michael Brosnan was re-elected until the end of the General Meeting that resolves upon the discharge of the Supervisory Board for the second financial year following the beginning of the term of office (i.e., presumably until the end of the Annual General Meeting 2026). George Golumbeski, Ph.D., was re-elected until the end of the General Meeting that resolves upon the discharge of the Supervisory Board for the 2023 financial year 2023 (i.e., presumably until the end of the Annual General Meeting 2024).

B. Remuneration of the Members of the Management Board of MorphoSys AG

I. Remuneration System 2022 and 2023

1. Overview

The Remuneration System 2022 consists of fixed remuneration components (annual base salary, fringe benefits and pension contributions), an annual bonus (short-term incentive (STI)) and a performance-related, long-term variable remuneration (long-term incentive, (LTI)) in the form of a Performance Share Unit Program ("**PSUP**").

The annual bonus depends on the achievement of a financial and a commercial target (each weighted at 25%), as well as on a development and business development and licensing (BD&L) target (weighted between 30% and 40%) and a research and BD&L target (weighted between 10% and 20%). The payout amount is capped at 160% of the annual base salary for the CEO and at 140% for all other Management Board members.

The long-term variable remuneration is granted in the form of performance share units under a performance share unit program. The performance share units will be settled after a four-year waiting period at the discretion of the Supervisory Board either in cash, treasury shares, or a combination of both. The payout amount depends on the achievement of a performance target linked to MorphoSys AG's share price performance, defined as the relative share price performance of MorphoSys AG's share price versus the performance of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index, as well as on the achievement of a strategic development milestone and an ESG target during the four-year waiting period. The payout amount is capped at 250% of the original (individual) grant amount.

2. Target Total Remuneration

When determining the target total remuneration, the Supervisory Board ensures that the remuneration is commensurate with the tasks and performance of the respective Management Board member and the Company's situation. The Supervisory Board also ensures that the remuneration is appropriate and in line with market practices. For this purpose, the Supervisory Board first compares the remuneration of the members of the Management Board of MorphoSys AG to the remuneration of management board members of comparable companies (horizontal comparison), generally taking a group of comparable European¹ and American² healthcare companies in addition to a group of German healthcare

¹ Abcam plc; ADC Therapeutics SA; Alkermes plc; Amiral S.A. ; Amarin Corporation plc; argenx SE; CureVac N.V. ; Dechra Pharmaceuticals plc; Galapagos N.V. ; Jazz Pharmaceuticals plc; and Orion Oyj; QIAGEN N.V. ; Swedish Orphan Biovitrum AB (publ).

² Agios Pharmaceuticals, Inc; Alnylam Pharmaceuticals, Inc; Amicus Therapeutics, Inc; Biohaven Pharmaceutical Holding Company Ltd; bluebird bio, Inc; Denali Therapeutics Inc; FibroGen, Inc; Insmid, Inc; Ligand Pharmaceuticals, Inc; Sage Therapeutics, Inc; Sarepta Therapeutics, Inc; and Xencor, Inc.

companies³. The Supervisory Board also conducts a comparison of the average remuneration of the first two management levels below the Company's Management Board (vertical comparison).

The target total remuneration for all Management Board members is as follows:

The annual base salary corresponds to a share of approximately 17% to 30% of the target total remuneration. Short-term variable remuneration (annual bonus, STI) corresponds to approximately 15% to 20% of the target total remuneration, while long-term variable remuneration (LTI) corresponds to approximately 40% to 65% of the target total remuneration. Fringe benefits are granted in the average amount of approximately 3% to 9% of the target total remuneration, while the share of pension expenses is approximately 4% to 7% of the target total remuneration.

3. Caps and Maximum Remuneration

Both the annual bonus and the Performance Share Unit Program provide for maximum payout limits and were further designed in a manner that allows for a payout to fall to zero.

In accordance with Section 87a (1) sentence 2 no. 1 AktG, the Supervisory Board has further defined a maximum remuneration for the members of the Management Board. The maximum remuneration includes all fixed remuneration components, including fringe benefits and pension contributions, as well as the variable remuneration. In this regard, it is not decisive when the respective remuneration component is paid out, but for which financial year it has been promised. The maximum remuneration for the Chief Executive Officer for a financial year is € 9,000,000, and for each of the other members of the Management Board, it is € 3,700,000. The maximum remuneration does not represent the remuneration level targeted or deemed appropriate by the Supervisory Board but merely an absolute maximum limit that can be reached, if at all, if the targets were fully achieved and there was an increase in the MorphoSys AG share price. The maximum remuneration for a member of the Management Board may increase in exceptional cases in the year of appointment or in the second year after appointment, provided that the respective Management Board member has been granted remuneration payments, for example, as compensation for payments from a previous service agreement lost due to the acceptance of the new position at MorphoSys AG. In this case, the maximum remuneration may increase by up to 25% for the financial year in which the compensation payment is granted.

The Remuneration System 2022 is available on the Company's website at www.morphosys.com/de/investoren/corporate-governance.

³ Carl Zeiss Meditec AG, CompuGroup Medical SE & Co KGaA, CureVac SE, Drägerwerk AG & Co. KGaA, Eckert- und Ziegler Strahlen- und Medizintechnik AG, Evotec SE, QIAGEN N.V., Sartorius AG, Siemens Healthineers AG, Stratec SE und SYNLAB AG.

Fixed remuneration	Base salary	Annual fixed salary	
	Pension benefits	<ul style="list-style-type: none"> Individual retirement contribution: Monthly contribution of 10% of the annual base salary Monthly contribution to a pension plan 	
	Fringe benefits	Company Car, allowance for health, social, accident and occupational disability insurance policies, and reimbursement for tax advice and double housing, as well as other expense allowances	
Performance related remuneration	Annual Bonus (STI)	Structure	Annual Bonus payment depending on the achievement of financial and non-financial targets
		Performance targets	Composition of one financial target (25%), one commercial target (25%), one development and BD&L-target (30% - 40%) and one research and BD&L-target (10% - 20%)
		Cap	Payout cap at 160% of the annual base salary (CEO) / 140% of the annual base salary (OBM)
	LTI	Structure	Share-based remuneration component consisting of performance share units with waiting period of four years, which will generally be settled by cash
		Performance targets	<ul style="list-style-type: none"> Relative share price performance Development milestones target ESG-target
		Cap	Payout cap at 250% of the initial grant amount
Further provisions	Maximum remuneration	Maximum remuneration for one financial year of € 9,000,000 (CEO) / € 3,700,000 (OBM)	
	Malus and clawback	Right of the Supervisory Board to retain or reclaim variable remuneration in particular in case of breach of internal conduct policies of statutory duties by a member of the Management Board	
	Severance cap	Severance payments shall not exceed twice the annual remuneration and shall not constitute remuneration for more than the remaining term of the service agreement	
	Change of control	Termination right in case of (i) a change of control and (ii) a material reduction of the Management Board member's responsibilities	

II. Remuneration of the Management Board in the 2023 Financial Year

1. Overview of the Main Remuneration Components

In the 2023 financial year, the remuneration of the Management Board members consisted of a fixed, non-performance-related remuneration, the annual base salary, market-standard fringe benefits and pension contributions, a short-term variable, performance-related remuneration, the annual bonus, and a long-term, share-based variable remuneration.

The level of remuneration of Management Board members depends to a large extent on the area of responsibility of the respective Management Board member, the member's individual performance, the performance of the Management Board as a whole, as well as on the economic and financial success of MorphoSys AG. The intention is to provide an incentive for long-term and sustainable corporate governance, while at the same time linking the interests of the Management Board members with those of the Company's shareholders.

2. Non-Performance-Related Remuneration Components

Base Salary

The members of the Management Board receive a contractually agreed fixed base salary, which is paid out monthly. In May 2023, the Remuneration Committee reviewed the compensation package of the CEO against the market data for this role in Germany, Europe and the US, and recommended a new salary level effective 1 September 2023. The CEO's salary was increased by 5% to € 892,500. The

MorphoSys AG, Invitation to the 2024 Annual General Meeting

annual base salary in the 2023 financial year for the individual members of the Management Board was as follows:

Name of Management Board member	Role	Fixed base remuneration in €*
Jean-Paul Kress, M.D.	Chief Executive Officer	864,167
Lucinda Crabtree, Ph.D.**	Chief Financial Officer	180,242
Sung Lee***	Chief Financial Officer	121,769
Charlotte Lohmann****	Chief Legal Officer	169,900

* The table shows the pro-rata base salary in case a Management Board member joins or leaves the Company during a financial year.

** Lucinda Crabtree, Ph.D. was appointed as member of the Management Board of MorphoSys AG with effect as of August 8, 2023.

*** Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement entered into between the Company and Sung Lee has been terminated with effect as of the end of March 31, 2023.

**** Charlotte Lohmann was appointed as member of the Management Board of the Company for the time period from March 1, 2023, to the end of August 31, 2023.

Fringe Benefits

In addition to the fixed base salary, Management Board members receive market-standard fringe benefits, which mainly include the professional and private use of company cars, contributions to or reimbursement of costs for health, social and accident insurance, reimbursement of costs for legal advice related to the service agreement and dual residences.

In addition, in exceptional cases, a compensation payment (sign-on bonus) may be granted to Management Board members when they join the Management Board of MorphoSys AG (e.g., to compensate for lost benefits from a previous service relationship). In the 2023 financial year, no such compensation payment was granted to Management Board members.

Company Pension Scheme and other pension benefits

The Management Board members generally participate in a pension plan in form of a provident fund. The provident fund takes out a reinsurance policy that funds the pension benefits. In addition, the Management Board members also receive an amount equal to up to 10% of their fixed annual (gross) base salary, which is intended to be used by the Management Board members for their individual retirement plans. This amount may also be invested in a pension plan. Jean-Paul Kress, M.D., also has the option to use both payments, however, up to a maximum of 10% of his fixed annual (gross) base salary, for his individual retirement plans. The 10%-payment is not shown in the below table.

Management Board members who also have a company pension plan as part of their deferred remuneration (direct insurance) also receive an allowance for this Company pension plan. The pension scheme for individual Management Board members may be differently structured in exceptional cases, e.g., in case a Management Board member is resident abroad.

MorphoSys AG, Invitation to the 2024 Annual General Meeting

	Jean-Paul Kress, M.D. Chief Executive Officer		Sung Lee* Chief Financial Officer	
	2023	2022	2023	2022
	in € thousands	in € thousands	in € thousands	in € thousands
Contribution to the provident fund	130.34	127.73	18.14	83.46
Employer subsidy for deferred compensation	0.48	0.48	0.12	0.48
Total	130.82	128.21	18.26	83.94

	Charlotte Lohman** Chief Legal Officer		Lucinda Crabtree, Ph.D.*** Chief Financial Officer	
	2023	2022	2023	2022
	in € thousands	in € thousands	in € thousands	in € thousands
Contribution to the provident fund	18.69	—	33.67	—
Employer subsidy for deferred compensation	0.48	—	—	—
Total	19.17	—	33.67	—

* Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement entered into between him and the Company has been terminated with effect as of end of March 31, 2023.

** Charlotte Lohmann was appointed as member of the management board of the Company for the time period from March 1, 2023, to August 31, 2023.

***Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of August 8, 2023.

3. Performance-Related Remuneration Components

Annual Bonus (Short-Term Incentive, STI)

The Management Board members receive a short-term variable remuneration in the form of an annual bonus (STI), which rewards the operational implementation of the Company's corporate strategy to support the long-term positive development of the Company and the MorphoSys Group in the respective financial year. The amount of the annual bonus is defined by the Supervisory Board for the upcoming financial year and measured on the basis of various financial and non-financial performance criteria ("Company Goals") that are set uniformly for all Management Board members.

For this purpose, a target amount determining the payout amount in case of a 100% target achievement is set for each Management Board member. For the Chief Executive Officer, the target amount is 80% of the annual base salary, and for all other Management Board members, it is 70%.

At the beginning of the subsequent financial year, the Supervisory Board assesses the degree of achievement of the set targets and determines the amount of the annual bonus. The maximum payout amount is limited to 160% of the annual base salary for the Chief Executive Officer and to 140% for the other Management Board members.

The target achievement is measured as follows:

For each Company Goal, the Supervisory Board determines the percentage of target achievement, which may range between 0% and 125%. The percentage target achievement is converted into a target achievement level (the "Score"), which lies between 0% and 200%, with the target achievement and the corresponding Score increasing linearly between the defined percentage points.

Target achievement of performance targets (0%–125%)	Corresponding Score (0%–200%)
125%	200%
112.5%	150%
100%	100%
85%	75%
70%	50%
under 70%	0%

On the basis of the so-calculated target achievement for each performance target and the relative weighting of each performance target as defined by the Supervisory Board, the Supervisory Board calculates the overall target achievement for the respective financial year as follows:

Weighted average of target achievement (Score) (0% – 200%)



As the annual bonus 2022 was paid out to the members of the Management Board in the 2023 financial year, the annual bonus 2022 is attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year and thus disclosed in this remuneration report. Accordingly, the amount of the annual bonus (STI) for the 2023 financial year will not be determined and paid out until the 2024 financial year and will therefore be attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2024 financial year. In order to ensure the transparent and comprehensive disclosure of the remuneration granted to Management Board members for a financial year, MorphoSys has voluntarily disclosed the annual bonus for the 2023 financial year in this remuneration report.

Annual Bonus 2022

For the 2022 financial year, the Supervisory Board has defined the following performance criteria and their weighting uniformly for all Management Board members:

Performance criteria	Evaluation criteria	Weighting
TARGET 1: COMMERCIAL TARGET		25%
	● Achieve Monjuvi U.S. net product sales as communicated in Company's financial guidance	
TARGET 2: FINANCIAL TARGET		25%
	● Manage operating expenses within budget as communicated in Company's financial guidance	
TARGET 3: DEVELOPMENT & BD&L- TARGET		30%
	● Advance clinical development of phase 3 programs:	
	• Pelabresib - Accelerate recruitment of MANIFEST-2: Achieve enrollment of 50%	
	• Pelabresib - Complete recruitment of MF patients in MANIFEST-1: 100%	
	• Tafasitamab - Achieve frontMIND enrollment of 75%	
	• Tafasitamab - Achieve First Patient First Visit for MINDway study	
TARGET 4: RESEARCH & BD&L-TARGET		20%
	● Execute at least one partnership for early or mid-stage MorphoSys program while advancing the pipeline	

From the perspective of the Supervisory Board, the 2022 financial year was a successful and formative year for MorphoSys AG. The clinical development of Phase 3 programs continued successfully in 2022 and patient recruitment for the key clinical studies, MANIFEST-2 and FrontMIND, was accelerated.

MorphoSys AG, Invitation to the 2024 Annual General Meeting

Monjuvi sales grew year-over-year despite the increasing competition, but the results did not meet the 2022 target. The out-licensing of products in earlier stages of development and collaborations the Company entered into with HI-Bio, Pfizer and Novartis helped to streamline the product pipeline, reduce costs and provide cash. The significant cost reduction efforts resulted in the Company achieving operating expenses below the financial guidance published at the beginning of the year.

In the 2022 financial year, the target achievement for the annual bonus was as follows:

Performance criteria	Evaluation	Weighting	Target achievement
TARGET 1: COMMERCIAL TARGET	● Achieve Monjuvi U.S. net product sales as communicated in Company's financial guidance	25%	77.7%
TARGET 2: FINANCIAL TARGET	● Manage operating expenses within budget as communicated in Company's financial guidance	25%	125%
TARGET 3: DEVELOPMENT & BD&L- TARGET	● Advance clinical development of phase 3 programs:	30%	120%
TARGET 4: RESEARCH & BD&L-TARGET	● Execute at least one partnership for early or mid-stage MorphoSys program while advancing the pipeline	20%	125%

On the basis of the conversion table shown above, the target achievement of the individual performance criteria is converted into a respective target achievement level (Score). Taking into account the defined weighting of the individual performance criteria, the resulting overall target achievement amounts to 159.71%,

In the context of the payment amounts for the annual bonus 2022, the payment for the annual bonus 2021 has been corrected as follows:

On March 10, 2022, a one-time non-cash impairment charge was announced based on the Company's decision to consolidate all research activities on the most advanced programs following the acquisition of Constellation Pharmaceuticals and to centralize all laboratory activities at the German research site in Planegg. This negatively impacted the target achievement and the payout amounts of the annual bonus 2021. However, as the annual bonus 2021 had already been paid out at this time, the impact of

this effect should be taken into account by means of a corresponding deduction when the annual bonus 2022 is paid out, as already explained in the remuneration report for the 2021 financial year.

The following table discloses the calculation of the payout amount for the annual bonus 2022 as well as the correction to be made to the payout of the annual bonus 2021 and the actual amounts paid out to the members of the Management Board:

In € thousands	Target amount based on 100% target achievement (Score)	Maximum payout (160% of annual base salary)	Maximum payout (140% of annual base salary)	Total target achievement (Score)		STI payout	Correction STI payout 2021	Final STI payout
Jean-Paul Kress, M.D.	637.3	1,274.7	—	159.71	%	1,017.9	-77.0	940.9
Sung Lee	333.6	—	667.2	159.71	%	532.8	-37.3	495.5
Malte Peters, M.D.*	360.5	—	721.1	159.71	%	575.8	-44.2	531.6

*Malte Peters M.D. resigned from his position as member of the Management Board with effect as of the end of September 30, 2022, and was released from his activities for the Company for the remaining term of his service agreement until the end of December 31, 2022 under continued payment of his remuneration.

The annual bonus 2022 has been paid out to the Management Board members in March 2023 and is therefore attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year. Charlotte Lohmann and Lucinda Crabtree have not yet been members of the Management Board during the 2022 financial year and thus have not received an annual bonus for the 2022 financial year in this function.

Annual Bonus 2023

For the 2023 financial year, the Supervisory Board has defined the following performance criteria for the annual bonus and their weighting uniformly for all Management Board members:

Performance criteria	Evaluation criteria	Weighting
TARGET 1: COMMERCIAL TARGET	● Achieve Monjuvi U.S. net product sales as communicated in the company's financial guidance	25%
TARGET 2: FINANCIAL TARGET	● Manage operating expenses within budget as communicated in the company's financial guidance	25%
TARGET 3: DEVELOPMENT & BD&L-TARGET	● Advance Pelabresib clinical program: • Complete recruitment of MANIFEST-2 by Q2 2023 • Explore additional indications	40%
TARGET 4: RESEARCH & BD&L-TARGET	● Advance further research and development programs: • Tafasitamab – complete recruitment of frontMIND by Q2 2023 • Evaluate strategic options for Tulumimotostat and discovery programs and execute accordingly	10%

From the Supervisory Board's perspective, the fiscal year 2023 was a very successful year for MorphoSys AG. Large progress was made in the development of the clinical pipeline. Patient recruitment was completed in all ongoing Phase 3 trials, in the case of MANIFEST-2 also earlier than initially planned. In addition, the first topline data from the MANIFEST-2 study for the treatment of myelofibrosis were announced at the end of November 2023. The pelabresib and ruxolitinib combination achieved its primary endpoint and the key secondary endpoints showed a strong positive trend in reducing symptom burden in the overall patient population by improved measures of anemia, improved

bone marrow fibrosis and biomarker improvements that suggest disease modification. The study randomized 430 patients, making it one of the largest myelofibrosis studies conducted to date, and it delivered important data for patients with myelofibrosis – underscoring that pelabresib has the potential to shift the treatment paradigm for this debilitating disease. Detailed results from the MANIFEST-2 study were presented in an oral presentation at the ASH Annual Meeting in December 2023. New preliminary results from an arm of the MANIFEST study investigating pelabresib as monotherapy in patients with high-risk essential thrombocythemia (ET) open the possibility to further investigate pelabresib in this indication. Throughout the year, the latest clinical data for pelabresib, tafasitamab and tulmimetostat were presented at various scientific conferences. Tulmimetostat received fast track status from the FDA for the treatment of ARID1A-mutated endometrial cancer. During the year, several agreements were signed with academic institutions for further preclinical and clinical investigation of tulmimetostat. As planned, the company was able to slightly increase sales figures from the distribution of Monjuvi® in the USA despite a stronger competitive environment. Cost-cutting efforts at the beginning of the year helped to keep the company's operating costs in line with the financial guidance published at the beginning of the year.

In the 2023 financial year, the target achievement for the annual bonus was as follows:

Performance criteria	Evaluation	Weighting	Target achievement
TARGET 1: COMMERCIAL TARGET	● Achieve Monjuvi U.S. net product sales as communicated in the company's financial guidance	25%	114.83%
TARGET 2: FINANCIAL TARGET	● Manage operating expenses within budget as communicated in the company's financial guidance	25%	125 %
TARGET 3: DEVELOPMENT & BD&L-TARGET	● Advance Pelabresib clinical program: <ul style="list-style-type: none"> • Complete recruitment of MANIFEST-2 by Q2 2023 • Explore additional indications 	40 %	125 %
TARGET 4: RESEARCH & BD&L-TARGET	● Advance further research and development programs: <ul style="list-style-type: none"> • Tafasitamab – complete recruitment of frontMIND by Q2 2023 • Evaluate strategic options for Tulmimetostat and discovery programs and execute accordingly 	10%	125 %

On the basis of the conversion table shown above, the target achievement of the individual performance criteria is converted into a respective target achievement level (Score). Taking into account the defined weighting of the individual performance criteria, the resulting overall target achievement amounts to 189.83%. The following table sets out the target achievement as well as the corresponding payout amounts:

MorphoSys AG, Invitation to the 2024 Annual General Meeting

in € thousands	Target amount based on 100% target achievement (Score)	Maximum payout (160% of annual base salary)	Maximum payout (140% of annual base salary)	Total target achievement (Score)*	STI payout*
Jean-Paul Kress, M.D.	691.3	1,382.7	—	189.83%	1,312.4
Lucinda Crabtree, Ph.D.**	126.2	—	252.3	189.83%	239.5
Sung Lee***	85.2	—	170.5	189.83%	121.3
Charlotte Lohmann****	118.9	—	237.9	189.83%	225.8

*This is an overall degree of target achievement (score) or a deferred amount based on a pre-final target evaluation.

**With resolution of the supervisory board dated August 8, 2023, Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of the same day until August 6, 2026.

***Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement between the Company and Sung Lee has been terminated with effect as of the end of March 31, 2023. The pro-rata STI payout for 2023 has been agreed upon in the corresponding termination agreement and paid out with the STI Bonus 2022.

****With resolution of the supervisory board dated February 28, 2023, Charlotte Lohmann was appointed as member of the management board of the Company for the time period from March 1, 2023, to August 31, 2023.

The annual bonus 2023 will be paid out to the Management Board members in March 2024 and is therefore attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2024 financial year. For reasons of transparency and better comprehensibility, the annual bonus 2023 is however voluntarily disclosed in this remuneration report.

Long-Term Incentive (LTI)

The members of the Management Board also receive a long-term variable remuneration in the form of the participation in the Company's various long-term remuneration programs. The participation in the long-term share-based remuneration programs provides an incentive to the respective Management Board members to contribute to the long-term sustainable development of the Company, while linking the interests of the Management Board members to those of the shareholders.

In the 2023 financial year, stock options granted in the 2019 financial year under the Stock Option Program 2019 (April) and the Stock Option Program 2019 (October) as well as performance shares granted under the Performance Share Plan 2019 became exercisable. The relevant performance criteria under both the Stock Option Program 2019 and the Performance Share Plan 2019 were the absolute and relative share price performance of MorphoSys AG. In addition, performance share units were granted to the Management Board members in the 2023 financial year under the Performance Share Unit Program 2023.

The inflow from the Stock Option Program 2019 and the Performance Share Plan 2019 in the 2023 financial year is allocated to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year.

The performance share units are subject to a waiting period of four years and the achievement of the defined performance targets. The payout of the final number of performance share units granted to the members of the Management Board in the 2023 financial year thus depends on the achievement of the performance targets and will occur after the end of the waiting period. It will therefore only be disclosed in the remuneration report for the 2027 financial year.

Settlement of the Stock Option Programs 2019

In the 2023 financial year, stock options granted under the Stock Option Programs 2019 for the 2019 financial year to the members of the Management Board, at that time Simon Moroney, Ph.D., Jens Holstein, Markus Enzelberger, Ph.D., and Malte Peters, M.D., (each with effect as of April 1, 2019) (the "**Stock Option Program 2019 (April)**"), and Jean-Paul Kress, M.D., (with effect as of October 1, 2019) (the "**Stock Option Program 2019 (October)**") became exercisable for a duration of three years following both the approval of the Company's consolidated annual financial statements for the financial year immediately prior to the expiry of the waiting period as well as the expiry of the waiting period.

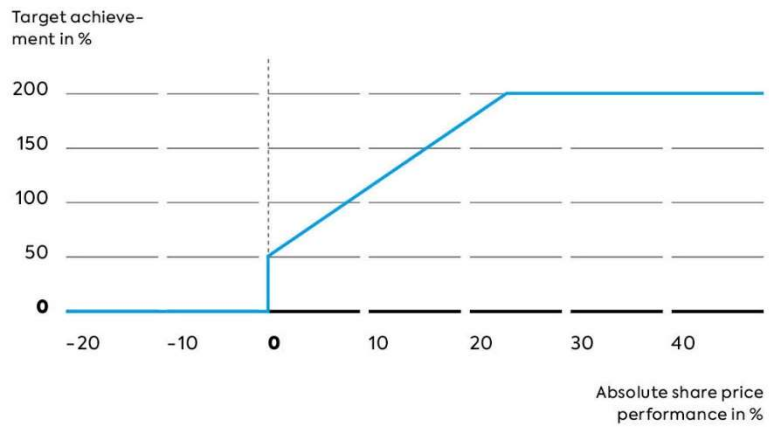
The performance targets for the Stock Option Plan 2019 were defined as the absolute share price performance of the share of MorphoSys AG and the relative share price performance of the share of MorphoSys AG compared to a benchmark index, consisting in equal parts of the NASDAQ Biotechnology Index and the TecDAX Index. Each performance target was weighted with 50% within the overall target achievement.

To determine the degree of target achievement for each performance target, the waiting period was divided into four equal periods of one year each. The arithmetic mean of the target achievement of each of the annual periods determines the percentage target achievement for each performance target. The percentage target achievements for each of the two performance targets were then added up and divided by two. The result forms the overall target achievement, which determines the final number of exercisable stock options, whereby, depending on the degree of target achievement, the final number of stock options may be up to 200% of the initial number of stock options, whereby one stock options grants one subscription right for one share in the Company.

Absolute Share Price Performance

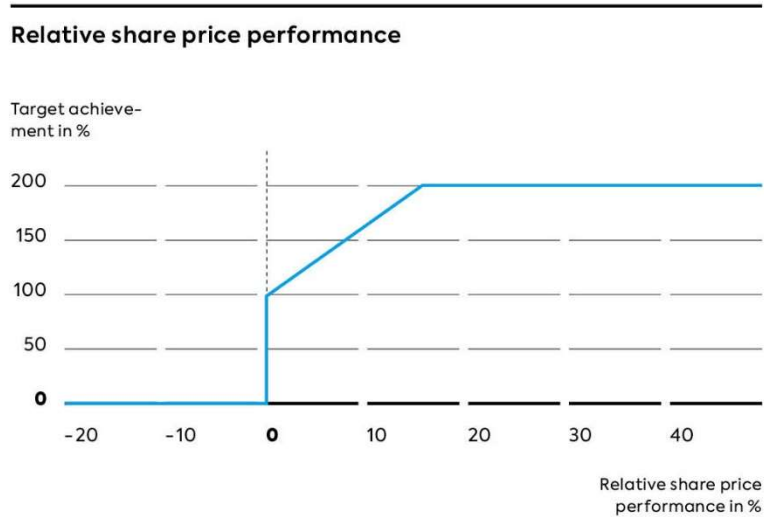
The absolute share price performance of the share of MorphoSys AG during an annual period is measured by comparing the average closing price of MorphoSys AG's shares in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning and prior to the end of the respective annual period. If the share price decreases during the respective annual period, the degree of the absolute share price performance target achievement is 0%. If the share price performance of the share of MorphoSys AG is 0%, the performance target achievement is 50%. Thereafter, the performance target achievement increases linearly. If the MorphoSys AG share price increases by 8% during an annual period, the performance target achievement is 100%. If the share price increases by 16% during an annual period, the performance target achievement is 150%. If the share price increases by 24%, the performance target achievement is 200%. Any further increase in the performance target achievement is not possible (cap).

Absolute share price performance



Relative Share Price Performance

To determine the performance target of relative share price performance, the performance of the MorphoSys share price is compared with and set into relation to the development of the NASDAQ Biotech Index and the TecDAX Index (collectively the "**Benchmark Index**") during each annual period. The Benchmark Index consists of the NASDAQ Biotech Index and the TecDAX Index, each weighted at 50%, i.e., the percentage share price performance of each index is added up and divided by two. The relevant MorphoSys share price is the average closing price of MorphoSys shares in Xetra trading during the last 30 trading days on the Frankfurt Stock Exchange prior to the beginning and the end of the respective annual period. The relevant price of the NASDAQ Biotech Index and the TecDAX Index is the average closing price of the NASDAQ Biotech Index and the TecDAX Index on the NASDAQ Stock Exchange and Frankfurt Stock Exchange, respectively, during the last 30 trading days prior to the beginning and the end of the respective annual period. If the MorphoSys share price decreases compared to the Benchmark Index during an annual period, the degree of performance target achievement of the relative share price performance is 0%. If the MorphoSys share price performance is 0% compared to the Benchmark Index, the performance target achievement is 100%. Thereafter, the performance target achievement increases linearly. If the MorphoSys share price increases by 8% compared to the Benchmark Index, the performance target achievement is 150%, if it increases by 16% compared to the Benchmark Index, the performance target is 200%. Any further increase in the performance target achievement is not possible (cap).



MorphoSys AG, Invitation to the 2024 Annual General Meeting

The performance target achievement during the waiting period of the Stock Option Program 2019 (April) was as follows:

	Average price in € at the beginning of the annual period*	Average price in € at the end of the annual period*	Share price development	Target achievement after the end of the waiting period
Absolute share price performance**				
MorphoSys AG				+22.75%
First annual period	87.86	93.66	+6.61%	
Second annual period	93.66	81.02	(13.49%)	
Third annual period	81.02	23.84	(70.57%)	
Fourth annual period	23.84	15.55	(34.78%)	
Relative share price performance***				
MorphoSys AG				+35.25%
First annual period	87.86	93.66	+6.61%	
Second annual period	93.66	81.02	(13.49%)	
Third annual period	81.02	23.84	(70.57%)	
Fourth annual period	23.84	15.55	(34.78%)	
TecDAX Index				
First annual period	2,644.62	2,689.41	+1.69%	
Second annual period	2,689.41	3,368.42	+25.25%	
Third annual period	3,368.42	3,183.70	(5.48%)	
Fourth annual period	3,183.70	3,242.39	+1.84%	
NASDAQ Biotechnology Index				
First annual period	3,509.60	3,458.14	(1.47%)	
Second annual period	3,458.14	4,853.42	+40.35%	
Third annual period	4,853.42	4,016.63	(17.24%)	
Fourth annual period	4,016.63	4,055.68	+0.97%	
Overall target achievement				+29.00%

* Average price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning or end of the respective annual period (data source: Bloomberg).

** The target achievement for the absolute share price performance on the basis of the above values amounted during the respective annual periods as follows: +91,00 % during the first annual period, +0,00 % during the second annual period, +0,00 % during the third annual period and +0,00 % during the fourth annual period.

*** The target achievement for the relative share price performance on the basis of the above values amounted during the respective annual periods as follows: +141,00 % during the first annual period, +0,00 % during the second annual period, +0,00 % during the third annual period and +0,00 % during the fourth annual period.

The performance target achievement during the waiting period of the Stock Option Program 2019 (October) was as follows:

	Average price in € at the beginning of the annual period*	Average price in € at the end of the annual period*	Share price development	Target achievement after the end of the waiting period
Absolute share price performance**				
MorphoSys AG				+64.25%
First annual period	106.16	107.40	+1.17%	
Second annual period	107.40	44.90	(58.19%)	
Third annual period	44.90	18.78	(58.17%)	
Fourth annual period	18.78	28.70	+52.81%	
Relative share price performance***				
MorphoSys AG				+50.00%
First annual period	106.16	107.40	+1.17%	
Second annual period	107.40	44.90	(58.19%)	
Third annual period	44.90	18.78	(58.17%)	
Fourth annual period	18.78	28.70	+52.81%	
TecDAX Index				
First annual period	2,754.02	3,087.34	+12.10%	
Second annual period	3,087.34	3,900.16	+26.33%	
Third annual period	3,900.16	2,873.70	(26.32%)	
Fourth annual period	2,873.70	3,085.08	+7.36%	
NASDAQ Biotechnology Index				
First annual period	3,337.17	4,171.00	+24.99%	
Second annual period	4,171.00	5,307.74	+27.25%	
Third annual period	5,307.74	3,893.65	(26.64%)	
Fourth annual period	3,893.65	4,054.45	+4.13%	
Overall target achievement				+57.13%

* Average price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning or end of the respective annual period (data source: Bloomberg).

** The target achievement for the absolute share price performance on the basis of the above values amounted during the respective annual periods as follows: +57,00 % during the first annual period, +0,00 % during the second annual period, +0,00 % during the third annual period and +200,00 % during the fourth annual period.

*** The target achievement for the relative share price performance on the basis of the above values amounted during the respective annual periods as follows: +0,00 % during the first annual period, +0,00 % during the second annual period, +0,00 % during the third annual period and +200,00 % during the fourth annual period.

The following is the final number of exercisable stock options based on the overall degree of target achievement of 29% achieved under the Stock Option Program 2019 (April) and of 57% achieved under the Stock Option Program 2019 (October), whereby the final number is calculated by multiplying the overall degree of target achievement with the initial number of stock options:

Management Board member	Exercise price* (in €)	Initial number of stock options	Final number of stock options	Quantitative Change
Simon Moroney, Ph.D.	87.86	10,587	3,071	(7,516)
Malte Peters, M.D.	87.86	6,936	2,012	(4,924)
Jens Holstein	87.86	6,936	2,012	(4,924)
Markus Enzelberger, Ph.D.	87.86	6,936	2,012	(4,924)
Jean-Paul Kress, M.D.	106.16	57,078	32,535	(24,543)

*The exercise price differs based on the actual grant date, i.e. €87.86 on April 1, 2019 and €106.16 on October 1, 2019, respectively.

In the 2023 financial year, neither Jean-Paul Kress, M.D., nor any former member of the Management Board who was granted stock options under the Stock Option Plan 2019 exercised these stock options. Charlotte Lohmann has received stock options under the Stock Option Plan 2019 only in her function as employee of the Company. Lucinda Crabtree, Ph.D., has not been a member of the Company's Management Board at the time the stock options under the Stock Option Program 2019 were issued.

[Settlement of the Performance Share Plan 2019](#)

In the 2023 financial year, performance shares granted under the Performance Share Plan 2019 for the 2019 financial year to the members of the Management Board, at that time Simon Moroney, Ph.D., Jens Holstein, Markus Enzelberger, Ph.D., and Malte Peters, M.D., became exercisable for a period of six months following the expiry of the waiting period.

The performance targets for the Performance Share Plan 2019 are the absolute MorphoSys share price performance and the relative MorphoSys share price performance compared to a benchmark index, consisting in equal parts of the NASDAQ Biotechnology Index and the TecDAX Index. Each performance target has a weighting of 50% for the overall degree of target achievement.

To determine the degree of the performance target achievement for each performance target, the waiting period is divided into four equal periods of one year each. The arithmetic mean of the target achievement of each of the annual periods determines the percentage performance target achievement for each performance target. The percentage performance target achievements for each of the two performance targets is then added together and divided by two. The result forms the overall degree of performance target achievement, which determines the number of performance shares that can be exercised. Depending on the performance target achievement, the final number of performance shares may be up to 200% of the initial number of performance shares, whereby one performance share entitles to one share in the Company.

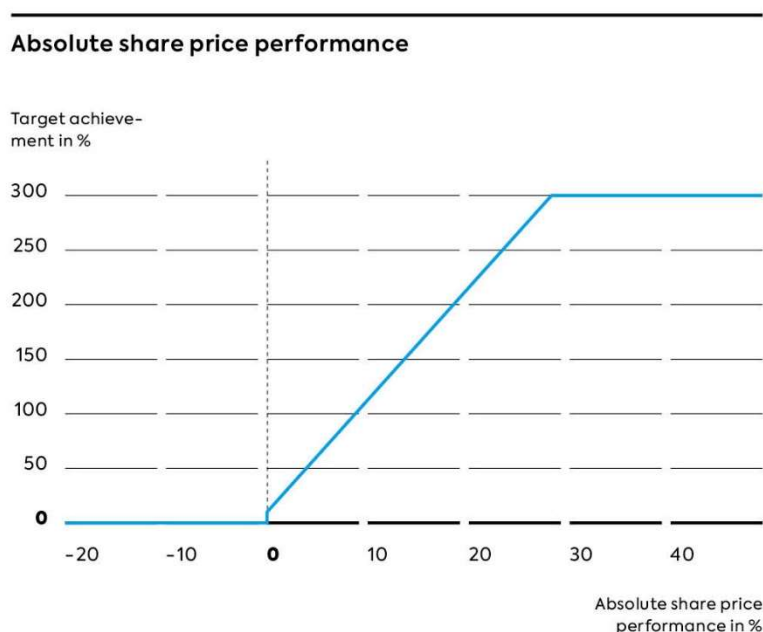
The number of exercisable performance shares is then multiplied by a company factor between 0 and 2 as determined by the Supervisory Board. For the Performance Share Plan 2019, the Supervisory Board set the company factor at 1.

At the discretion of the Company, performance shares are settled either in cash or in treasury shares of the Company.

Absolute Share Price Performance

The absolute MorphoSys AG's share price performance during an annual period is measured by comparing the average closing prices of MorphoSys AG's shares in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days before the beginning and before the end of the respective annual period. If the share price decreases during an annual period, the degree of performance target achievement of the absolute share price performance target is 0%. If the MorphoSys share price increases by 0% to less than 1% during an annual period, the performance target achievement of the absolute share price performance target for that annual period is 10%. For each full percentage hurdle

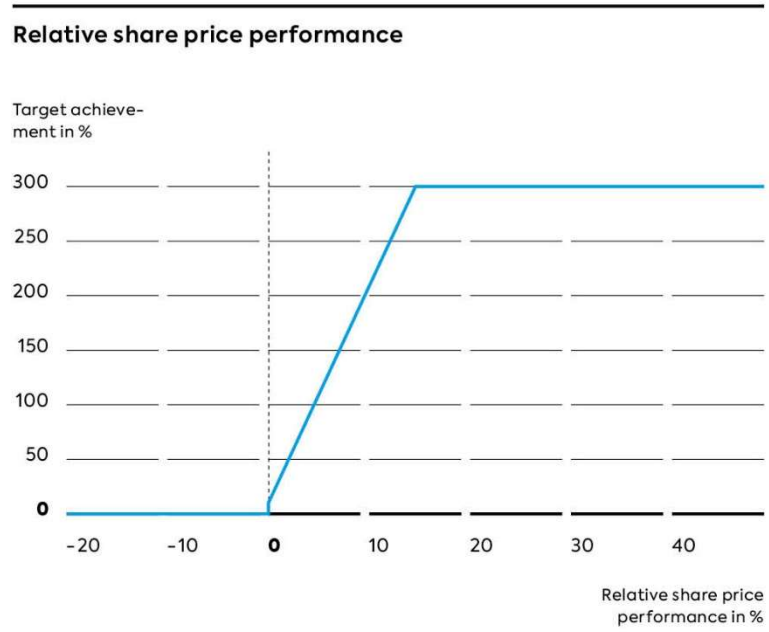
that the share price development during an annual period meets or exceeds, the performance target achievement increases by another 10%. If the share price increases 29% in the respective annual period, the performance target achievement is 300%. Any further increase of the performance target achievement is not possible (cap).



Relative Share Price Performance

For the relative performance target, for each annual period, the MorphoSys share price at the beginning of the annual period is compared to the performance of the NASDAQ Biotech Index and the TecDAX Index (collectively the “**Benchmark Index**”) and the respective values are put into relation. The Benchmark Index consists of the NASDAQ Biotech Index and the TecDAX Index, each weighted at 50%, i.e., the percentage share price performance of each index is added up and divided by two. The relevant MorphoSys share price is the average closing price of the MorphoSys shares in Xetra trading during the last 30 trading days on the Frankfurt Stock Exchange prior to the beginning and the end of the respective annual period. The relevant closing price of the NASDAQ Biotech Index and the TecDAX Index is the average closing price of the NASDAQ Biotech Index and the TecDAX Index on the NASDAQ Stock Exchange and Frankfurt Stock Exchange, respectively, during the last 30 trading days prior to the beginning and the end of the respective annual period. If during an annual period the share price declines compared to the Benchmark Index, the achievement of the performance target is 0%. If the MorphoSys share price increases by 0% to less than 0.5 % compared to the Benchmark Index, the performance target achievement of the relative share price performance target for the respective annual period is 10%. For each half-percentage hurdle that the share price development during an annual period meets or exceeds, the performance target achievement increases by another 10%. If the MorphoSys share price increases 14.5% during an annual period compared to the Benchmark Index, the performance target achievement is 300%. Any further increase in the MorphoSys share price

compared to the Benchmark Index does not result in a further increase of the performance target achievement (cap).



MorphoSys AG, Invitation to the 2024 Annual General Meeting

The following performance targets were achieved during the waiting period:

	Average price in € at the beginning of the annual period*	Average price in € at the end of the annual period*	Share price development	Target achievement after the end of the waiting period
Absolute share price performance**				
MorphoSys AG				+17.50%
First annual period	87.86	93.66	+6.60%	
Second annual period	93.66	81.02	(13.50%)	
Third annual period	81.02	23.84	(70.58%)	
Fourth annual period	23.84	15.55	(34.77%)	
Relative share price performance***				
MorphoSys AG				+32.50%
First annual period	87.86	93.66	+6.60%	
Second annual period	93.66	81.02	(13.50%)	
Third annual period	81.02	23.84	(70.58%)	
Fourth annual period	23.84	15.55	(34.77%)	
TecDAX Index				
First annual period	2,644.62	2,689.41	+1.69%	
Second annual period	2,689.41	3,368.42	+25.25%	
Third annual period	3,368.42	3,183.70	(5.48%)	
Fourth annual period	3,183.70	3,242.38	+1.84%	
NASDAQ Biotechnology Index				
First annual period	3,509.60	3,458.14	(1.47%)	
Second annual period	3,458.14	4,853.42	+40.35%	
Third annual period	4,853.42	4,016.63	(17.24%)	
Fourth annual period	4,016.63	4,055.68	+0.97%	
Overall target achievement				+25.00%

* Average price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning or end of the respective annual period (data source: Bloomberg).

** The target achievement for the absolute share price performance on the basis of the above values amounted during the respective annual periods as follows: +70,00% during the first annual period, +70,00% during the second annual period, +0,00% during the third annual period and +0,00% during the fourth annual period.

*** The target achievement for the relative share price performance on the basis of the above values amounted during the respective annual periods as follows: +130,00% during the first annual period, +0,00% during the second annual period, +0,00% during the third annual period and +0,00% during the fourth annual period.

In accordance with the terms & conditions of the Performance Share Plan 2019, the overall degree of target achievement for Management Board members who left the Company prematurely is calculated on the basis of the target achievement of annual periods completed prior to the departure of such Management Board members. Since all Management Board members who have received performance shares under the Performance Share Plan 2019 have left the Company prior to the expiry of the waiting period, the final number of performance shares is in each case calculated based on the individual target achievement as follows (whereby the final number of performance shares is calculated by multiplying the initial number of performance shares with the overall degree of target achievement):

Management Board member	Initial number of performance shares	Target achievement*	Final number of performance shares	Quantitative change
Malte Peters, M.D.	2,065	33.33%	688 0	1,377
Simon Moroney, Ph.D.	3,152	100.00%	3,152 1	—
Jens Holstein	2,065	100.00%	2,065 1	—
Markus Enzelberger, Ph.D.	2,065	100.00%	2,065 1	—

*Target achievement is dependent on date of exit.

All former members of the Management Board who were granted performance shares under the Performance Share Plan 2019, exercised the performance shares granted to them within the mandatory six-month exercise period following the expiry of the waiting period from May 4, 2023, to November 3, 2023. The performance shares were settled in treasury shares. Jean-Paul Kress, M.D., Lucinda Crabtree, Ph.D., and Charlotte Lohmann were not yet a member of the Company's Management Board at the time the performance shares under the Performance Share Plan 2019 were issued.

Performance Share Unit Program 2023

With effect as of April 1, 2023, Jean-Paul Kress, M.D., as well as the then-current member of the Management Board Charlotte Lohmann have been granted performance share units under the Company's Performance Share Unit Program 2023. Further, with effect as of October 1, 2023, Lucinda Crabtree has also been granted performance share units under the Performance Share Unit Program 2023. After the expiry of the four-year waiting period and subject to the achievement of the defined performance criteria, the performance share units will be settled at the Company's discretion in cash, by transfer of Company treasury shares, or a combination of both, whereby the payout is limited to 250% of the initial grant amount granted to each Management Board member.

The following table lists the performance share units granted to Management Board members in the 2023 financial year.

Management Board member	Allocation amount (in € thousands)	Allocation price (in €)	Number of allocated PSUs	Maximum number of final PSUs
Jean-Paul Kress, M.D.	3,000.0	15.00	200,000	400,000
Lucinda Crabtree, Ph.D.*	800.0	28.00	28,571	57,142
Charlotte Lohmann**	625.0	15.00	20,833	41,666

* Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of August 8, 2023.

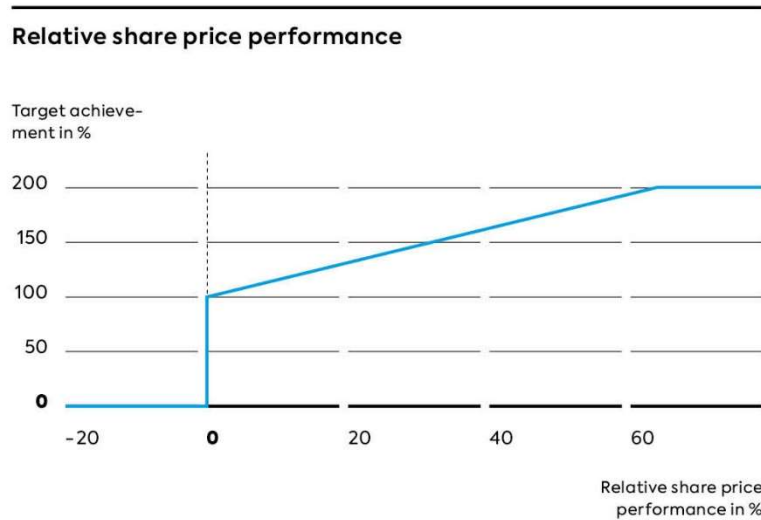
** Charlotte Lohmann was appointed as member of the management board for the time period from March 1, 2023, to August 31, 2023. € 312.5 of the allocation amount have been granted to her for her activity as member of the Management Board. Further € 312.5k have been granted to her for her activity as employee of the Company and will not count towards the maximum remuneration.

In accordance with the provisions of the Remuneration System 2022, the performance targets for the Performance Share Unit Program 2023 are the relative performance of the MorphoSys share price compared to the performance of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index as well as an ESG target, the performance of the employee engagement within the MorphoSys Group compared to a benchmark set by the Supervisory Board. Development milestones have been defined as a further performance target, the achievement of which depends on the number of NDA/BLA or SBLA approvals received. For the overall target achievement after the end of the waiting period, the relative share price performance target is weighted at 40% and the ESG target at 20%. The performance milestones are also weighted at 40%.

In the event of a premature departure of a Management Board member, the waiting period and the assessment of the overall performance target achievement remain unaffected.

Relative Share Price Performance

The relative performance of the MorphoSys AG share is measured by comparing the performance of the MorphoSys AG share price during the waiting period with the performance of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index as the benchmark index. The relevant MorphoSys AG share price is the average closing price of the MorphoSys AG share in Xetra trading on the Frankfurt Stock Exchange during the 30 trading days prior to the beginning of the four-year waiting period and during the three months prior to the end of the four-year waiting period. The relevant share price of the EURO STOXX Total Market Pharmaceuticals & Biotechnology Index is its average closing price during the 30 trading days prior to the beginning of the four-year waiting period and during the three months prior to the end of the four-year waiting period. If the share price decreases compared to the benchmark index during the four-year waiting period, the degree of achievement of the relative share price performance target is 0%. If the MorphoSys AG share price performance is 0% compared to the benchmark index, the performance target achievement is 100%. If the MorphoSys AG share price increases by 32% compared to the benchmark index, the performance target achievement is 150%. If the share price of MorphoSys AG increases by 64% compared to the benchmark index, the performance target achievement is 200%. Any further increase in the performance target achievement is not possible (cap). Between the percentage points, the share price development and the corresponding performance target achievement increase linearly. Within the overall performance target achievement, the relative share price performance is weighted at 40%.

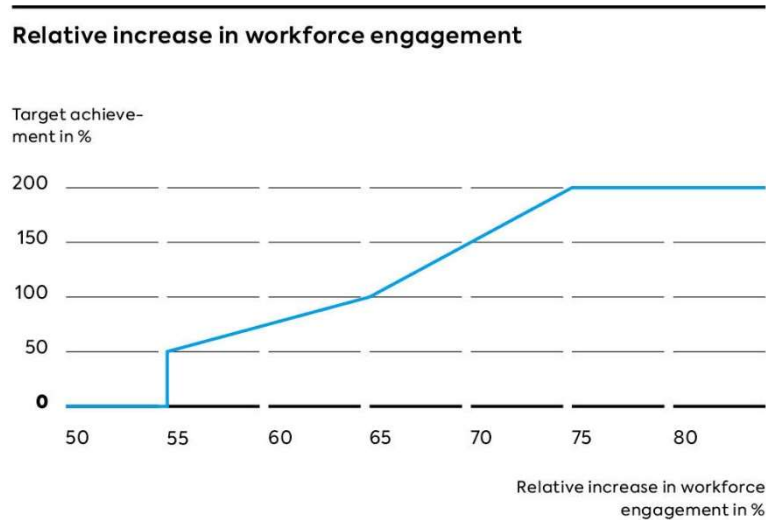


Development of the Workforce Engagement within the MorphoSys Group

In addition to the performance target relative share price performance, the Supervisory Board has also defined the development of the workforce engagement within the MorphoSys Group during the waiting period as a non-financial (ESG) target. This target has a weighting of 20% within the overall degree of target achievement. The target achievement is evaluated as follows:

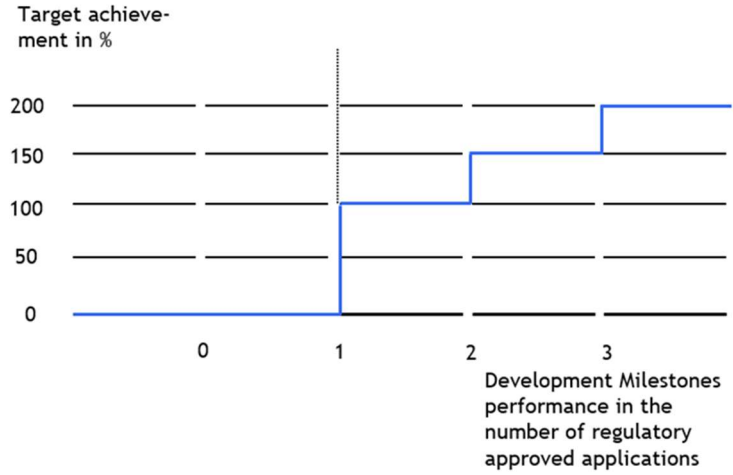
For the workforce engagement performance target, the workforce engagement at the MorphoSys Group at the end of the four-year waiting period is compared to a benchmark of 55% set by the Supervisory Board. If the workforce engagement at the end of the waiting period is below 55%, the target

achievement for the workforce engagement is 0%. If the workforce engagement at the end of the waiting period is 55%, the target achievement for the workforce engagement is 50%. If the workforce engagement at the end of the waiting period is 65%, the target achievement for the workforce engagement is 100%. If the workforce engagement at the end of the waiting period is 75%, the target achievement for the workforce engagement is 200%. Any further increase in the degree of the performance target achievement is not possible (cap). Between the percentage points, the target achievement increases linearly.



Development Milestones

The performance target of development milestones is based on the number of regulatory approvals of one or more NDAs/BLAs and/or SBLAs submitted by the Company in the U.S. If no application is approved, the target achievement for the development milestones performance target is 0%. If one application is approved, the target achievement for this performance target is 100%. Two approved applications correspond to a target achievement of 150%. Three approved applications correspond to a target achievement of 200%. Any further increase in the degree of performance target achievement is not possible (cap). The performance target of the development milestones is weighted at 40% within the overall target achievement.



The overall target achievement of the Performance Share Unit Program 2023, as well as the resulting final number of performance share units and the payout amount, will be disclosed in the remuneration report for the 2027 financial year.

4. Further Remuneration Provisions

Compliance with the Maximum Remuneration

The service agreement of the former Management Board member Sung Lee did not fall under any remuneration system and thus, no maximum remuneration applied to the service agreement of Sung Lee. For the Chief Executive Officer, Jean-Paul Kress, M.D., the Chief Legal Officer, Charlotte Lohmann, who left the Management Board in the reporting period, as well as the Chief Financial Officer Lucinda Crabtree, Ph.D., the maximum remuneration as set out in the Remuneration System 2022 applies. If a Management Board member joins or leaves during the year, the maximum remuneration applies pro rata.

As the inflow from the Performance Share Unit Program allocated in the 2023 financial year can only be determined after the end of the four-year waiting period, i.e., in the 2027 financial year, compliance with the maximum remuneration for the 2023 financial year can be conclusively reported only as part of the remuneration report for the 2027 financial year.

Malus and Clawback Provisions

The service agreement of the Chief Executive Officer, Jean-Paul Kress, M.D., the service agreement of the Chief Legal Officer Charlotte Lohmann, who has left the Management Board in the reporting period, as well as the service agreement of the Chief Financial Officer Lucinda Crabtree, Ph.D., contain and contained, respectively, malus and clawback provisions entitling the Company to withhold or reclaim variable remuneration, particularly in the event of compliance violations or breaches of statutory obligations. Malus and clawback provisions are further included in all Performance Share Unit Programs since 2021. Further, the Company has implemented a Clawback Policy for the members of the Management Board in accordance with the corresponding provisions of the SEC, on the basis of which the Company has the right to reclaim incorrectly granted variable remuneration in case of a subsequent adjustment to the annual financial statements.

The Company had no reason to make use of these rights in the 2023 financial year.

Benefits upon Termination of the Service Agreements

Severance Provisions

The service agreements of the Management Board members contain severance payment provisions that comply with the requirements of the German Corporate Governance Code. In the event of the premature termination of a Management Board member's service agreement, payments made by the Company to the Management Board member, including fringe benefits, shall not exceed the value of two years' remuneration (severance cap) and shall compensate no more than the remaining term of the service agreement. If the service agreement is terminated for good cause for which the Management Board member is responsible, no payments will be made to the Management Board member. The

severance cap is calculated on the basis of the total remuneration for the previous full financial year and, where appropriate, is also based on the expected total remuneration for the current financial year.

From the time of his resignation from his position as member of the Management Board with effect as of the end of March 17, 2023, Sung Lee was released from his duties as a member of the Management Board until the end of March 31, 2023, with continued payment of his remuneration. In addition, all performance share units allocated to him became fully vested.

Change of Control

The service agreements of the current members of the Management Board provide for the following provisions in case of a change of control:

The service agreements of Jean-Paul Kress, M.D., and Lucinda Crabtree, Ph.D., provide for the following: In the event of a change of control and in the event that the area of responsibility of the respective member of the Management Board is significantly reduced within one year following the occurrence of the change of control, such Management Board member has the right to resign from the position as a member of the Management Board within three months of the reduction of the area of responsibility, by providing three months' notice to the end of a calendar month. The service agreement will also end at the same time. In this case, the respective Management Board member would be entitled to a severance payment in the amount of the annual base remuneration and the annual bonus until the regular expiry of the service agreement, not exceeding the value of two years' remuneration and compensating no more than the remaining term of the service agreement. The service agreement of Charlotte Lohmann, who has left the Management Board during the reporting year, provided for a corresponding provision.

The service agreement of Sung Lee, who left the Company during the reporting year, provided for a right of the Management Board member for the change of control to resign from the position as a member of the Management Board within three months following the change of control, by providing three months' notice to the end of a calendar month. The service agreement will also end at the same time. In this case, the respective Management Board member would have been entitled to a severance payment in the amount of the annual base remuneration and the annual bonus until the regular expiry of his service agreement, not exceeding the value of two years' remuneration and compensating no more than the remaining term of the service agreement.

In the event of a change of control in connection with a public takeover offer, the terms and conditions of the Performance Share Unit Program 2022 and the Performance Share Unit Program 2023 provide for a right of the Management Board and the Company, respectively, to cancel all performance share units in return for a compensation payment, with the remuneration payment corresponding to the amount of the offer price of the takeover offer. The maximum payout amount of 250% of the individual grant amount as well as the maximum remuneration remain unaffected.

Non-Compete Clause

The service agreements of the members of the Management Board provide for a non-compete clause for a period of six months after their departure. In return, MorphoSys AG will make a compensation payment in the amount of 100% of the annual base salary after termination of the service agreement for the duration of the non-competition clause. The service agreement of Sung Lee originally also provided for a non-compete clause, which however has been waived by the Company. The service agreement of the former Management Board member Charlotte Lohmann, entered into with effect as of March 1, 2023, did not provide for a post-contractual non-compete provision, as Charlotte Lohmann remained as employee of the Company after having left the Management Board.

5. Individual Disclosure of Management Board Remuneration for the 2023 Financial Year

Target Remuneration of the Current Management Board Members for the 2023 Financial Year

The following table shows the respective target total remuneration for Management Board members for the 2023 financial year. This includes the target total remuneration defined for the 2023 financial year, which will be granted in the case of a 100% target achievement. The target total remuneration is based on the assumption of continued service of all members of the Management Board throughout the entire 2023 financial year.

MorphoSys AG, Invitation to the 2024 Annual General Meeting

		Jean-Paul Kress, M.D. Chief Executive Officer				Sung Lee* Chief Financial Officer			
		2023		2022		2023		2022	
		in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total
Fixed remuneration	Base compensation	864.2	18.1 %	796.7	17.1 %	121.8	48.0 %	476.6	22.2 %
	Fringe benefits****	190.1	4.0 %	211.6	4.6 %	46.9	18.5 %	536.0	25.0 %
	Private provision	19.3	0.4 %	—	— %	—	— %	—	— %
	Total	1,073.6	22.5 %	1,008.2	9%	168.7	66.4 %	1,012.6	47.2 %
Variable remuneration	Short-term incentive (STI)								
	Bonus	691.3	14.5 %	637.3	13.7 %	85.2	33.6 %	333.6	15.5 %
	Long-term incentive (LTI)								
	PSUP	3,000.0	63.0 %	3,000.0	64.6 %	—	— %	800.0	37.3 %
	SOP	—	— %	—	— %	—	— %	—	— %
	Total	3,691.3	77.5 %	3,637.3	9%	85.2	33.6 %	1,133.6	52.8 %
Total target remuneration	Total remuneration	4,765.0	100.0 %	4,645.6	100.0 %	253.9	100.0 %	2,146.2	100.0 %

		Charlotte Lohmann** Chief Legal Officer				Lucinda Crabtree, Ph.D.*** Chief Financial Officer			
		2023		2022		2023		2022	
		in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total	in € thou- sands	share of total
Fixed remuneration	Base compensation	169.9	18.3 %	—	— %	180.2	14.6 %	—	— %
	Fringe benefits****	15.4	1.7 %	—	— %	126.6	10.3 %	—	— %
	Private provision	—	— %	—	— %	—	— %	—	— %
	Total	185.3	19.9 %	—	— %	306.9	24.9 %	—	— %
Variable remuneration	Short-term incentive (STI)								
	Bonus	118.9	12.8 %	—	— %	126.2	10.2 %	—	— %
	Long-term incentive (LTI)							—	— %
	PSUP	625.0	67.3 %	—	— %	800.0	64.9 %	—	— %
	SOP	—	— %	—	— %	—	— %	—	— %
	Total	743.9	80.1 %	—	— %	926.2	75.1 %	—	— %
Total target remuneration	Total remuneration	929.2	100.0 %	—	— %	1,233.0	100.0 %	—	— %

* Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement entered into between the Company and Sung Lee has been terminated with effect as of the end of March 31, 2023.

** Charlotte Lohmann was appointed as member of the management board of the Company for the time period from March 1, 2023, to August 31, 2023.

*** Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of August 8, 2023.

****In addition to the fringe benefits mentioned here, contributions were also made to the pension scheme. For details see table Company pension plan.

Remuneration Awarded and Due to Current Management Board Members in the 2023 Financial Year Pursuant to Section 162 AktG

The following tables present the fixed and variable remuneration components awarded and due within the meaning of Section 162 (1) sentence 1 AktG to the in the 2023 financial year current Management Board members in the 2022 and 2023 financial years. The tables include all remuneration amounts

actually received by the individual Management Board members in these financial years (“**awarded**”) and all remuneration amounts legally due but not yet received (“**due**”). To present the remuneration awarded for the 2023 fiscal year in a complete and transparent manner, the table further also voluntarily discloses the individual grant amount granted under the PSUP 2023 to each member of the Management Board. The actual inflow value under the PSUP 2023 will be disclosed in the remuneration report for the financial year 2027.

The amount of the annual bonus (STI) for the 2023 financial year will be determined and paid out during the 2024 financial year and will therefore be included in the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2024 financial year. In contrast, the remuneration awarded and due pursuant to Section 162 (1) sentence 1 AktG in the 2023 financial year also includes the annual bonus for the 2022 financial year, which was paid out in March 2023. The previous year's figures have been adjusted in accordance with this definition.

Furthermore, the stock options and performance shares granted in the 2019 financial year vested in the 2023 financial year. The value (in €) of the change in quantity of the stock options, i.e., the difference between the final and the originally granted number of stock options, is thereby attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year, based on the fair value of the stock options at the time they were granted in the 2019 financial year. Furthermore, the value of the MorphoSys shares transferred to fulfill the performance shares exercisable and exercised in the 2023 financial year shall be attributed to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in the 2023 financial year, based on the share price of the MorphoSys AG share at the time of exercise.

In addition to the remuneration amounts, the relative proportion of all fixed and variable remuneration components in total remuneration is also disclosed. For the sake of transparency and comprehensibility, the relative proportions are not linked to the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG but to the actual remuneration received during the 2023 financial year including the value of the performance share units issued during the 2023 financial year.

MorphoSys AG, Invitation to the 2024 Annual General Meeting

		Jean-Paul Kress, M.D. Chief Executive Officer				Sung Lee* Chief Financial Officer			
		2023		2022		2023		2022	
		in € thou- sands	share of total acc. to §162 AktG (168.1%)	in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG
Fixed remuneration	Base compensation	864.2		796.7	39.8%	121.8	17.4%	476.6	47.1%
	Fringe benefits****	190.1	(37.0%)	211.6	10.6%	46.9	6.7%	536.0	52.9%
	Private provision	19.3	(3.8%)	—	—%	—	—%	—	—%
	Total	1,073.6	(208.9%)	1,008.2	50.3%	168.7	24.0%	1,012.6	100.0%
Variable remuneration	Short-term incentive (STI)								
			(198.1%)						
	Bonus	1,017.9		995.3	49.7%	532.8	76.0%	—	—%
	Long-term incentive (LTI)								
	PSUP*****	3,000.0		3,000.0		—		800.0	
	SOP	—	—%	—	—%	—	—%	—	—%
	PSP (close-out value)	—	—%	—	—%	—	—%	—	—%
	SOP (close-out value)*****	(2,605.5)	506.9%	—	—%	—	—%	—	—%
					49.7%				
	Total	1,412.4	308.9%	3,995.3		532.8	76.0%	800.0	—%
Others	Severance payment	—	—%	—	—%	—	—%	—	—%
Total remuneration	Total remuneration	2,486.0		5,003.5		701.5		1,812.6	
	Total remuneration as defined by Section 162 AktG*****	(514.0)	100.0%	2,003.5	100.0%	701.5	100.0%	1,012.6	100.0%

MorphoSys AG, Invitation to the 2024 Annual General Meeting

		Charlotte Lohmann** Chief Legal Officer				Lucinda Crabtree, Ph.D.*** Chief Financial Officer			
		2023		2022		2023		2022	
		in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG	in € thou- sands	share of total acc. to §162 AktG
Fixed remuneration	Base compensation	169.9	91.7%	—	—%	180.2	58.7%	—	—%
	Fringe benefits****	15.4	8.3%	—	—%	126.6	41.3%	—	—%
	private provision	—	—%	—	—%	—	—%	—	—%
	Total	185.3	100.0%	—	—%	306.9	100.0%	—	—%
Variable remuneration	Short-term incentive (STI)								
	Bonus	—	—%	—	—%	—	—%	—	—%
	Long-term incentive (LTI)								
	PSUP*****	625.0		—		800.0		—	
	SOP	—	—%	—	—%	—	—%	—	—%
	PSP (close-out value)	—	—%	—	—%	—	—%	—	—%
	SOP (close-out value)*****	—	—%	—	—%	—	—%	—	—%
	Total	625.0	—%	—	—%	800.0	—%	—	—%
Others	Severance payment	—	—%	—	—%	—	—%	—	—%
Total remuneration	Total remuneration	810.3		—		1,106.9		—	
	Total remuneration as defined by Section 162 AktG*****	185.3	100.0%	—	—%	306.9	100.0%	—	—%

*Sung Lee resigned from his position as member of the Management Board with effect as of the end of March 17, 2023. The service agreement entered into between the Company and Sung Lee has been terminated with effect as of the end of March 31, 2023.

**Charlotte Lohmann was appointed as member of the management board of the Company for the time period from March 1, 2023, to August 31, 2023.

***Lucinda Crabtree, Ph.D. was appointed as member of the management board of MorphoSys AG with effect as of August 8, 2023.

****In addition to the fringe benefits mentioned here, contributions were also made to the pension scheme. For details see table Company pension plan.

*****The CEO Jean-Paul Krest, M.D., was granted 57,078 stock options (initial number of stock options) under the Stock Option Program 2019 at a fair value of € 106.16. At the end of the four-year term and based on a target achievement of 57%, the final number was 32,535 stock options. The specified value represents the quantitative development of the stock options on the basis of the fair value of € 106.16, since the stock options have not yet been exercised.

*****This amount corresponds to the remuneration awarded and due within the meaning of Section 162 AktG to the members of the Management Board during the financial year 2023. The disclosed amounts amongst others include the quantitative development of the stock options compared to the financial year during which they have been granted, which can also be negative. The amount does not include the value of the Performance Share Units granted to the members of the Management Board during the financial year 2023 under the Company's Performance Share Unit Program, since this value will be allocated to the remuneration awarded and due within the meaning of section 162 AktG of the financial year during which the waiting period expires. Against this background, the remuneration value disclosed for individual Management Board members can also be negative as it is only awarded and due once the waiting period has expired.

Remuneration Awarded and Due to Former Management Board Members in the 2023 Financial Year Pursuant to Section 162 AktG

The following table shows the remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG to former Management Board members in the 2023 financial year. In accordance with Section 162 (5) AktG, personal details are omitted for former Management Board members if they left the Management Board prior to December 31, 2013.

MorphoSys AG, Invitation to the 2024 Annual General Meeting

	Malte Peters, M.D. (until December 31, 2022)		Roland Wandeler Ph.D. (until 12/31/2021)		Simon Moroney Ph.D. (until 8/31/2019)		Jens Holstein (until 11/13/2020)		Markus Enzelberger, Ph.D. (until 2/29/2020)		Marlies Sproll, Ph.D.* (until 10/31/2017)		
	In € thou- sands	share of total acc. to §162 AktG	In € thou- sands	share of total acc. to §162 AktG	In € thou- sands	share of total acc. to §162 AktG	In € thou- sands	share of total acc. to §162 AktG	In € thou- sands	share of total acc. to §162 AktG	In € thou- sands	share of total acc. to §162 AktG	
Fixed and variable remuneration	Bonus	575.8	367.5%	—	—%	—	—%	—	—%	—	—%	—	—%
	Other	—	—%	290.4	100.0%	—	—%	—	—%	—	—%	—	—%
	PSP	13.5	8.6%	—	—%	78.8	(13.5%)	38.5	(9.8%)	50.9	(13.3%)	—	—%
	LTI												
	SOP**	(432.6)	(276)%	—	—%	(660.4)	113.5%	(432.6)	113.3%	(432.6)	113.3%	—	—%
	Capital Payments	—	—	—	—	—	—	—	—	—	—	259.0	100.0%
	Sub Total	156.7	100.0%	290.4	100.0%	(581.6)	100.0%	(394.1)	100.0%	(381.8)	100.0%	259.0	100.0%
Total according to §162 AktG	156.7	100.0%	290.4	100.0%	(581.6)	100.0%	(394.1)	100.0%	(381.8)	100.0%	259.0	100.0%	

*The position as Management Board member of Marlies Sproll, Ph.D., was suspended during the period 04/15/2017 to 10/31/2017.

**Former CEO Simon Moroney, Ph.D., was granted 10,987 stock options under the Stock Option Program 2019 at a fair value of € 87.86. At the end of the four-year waiting period and based on a target achievement of 29%, the final number of stock options amounted to 10,987. The former Management Board members Dr. Malte Peters, Dr. Markus Enzelberger and Jens Holstein were each granted 6,936 stock options under the Stock Option Program 2019 at a fair value of € 87.86. At the end of the four-year waiting period and based on a target achievement of 29%, the final number of stock options for each of them amounted to 6,936. The specified values represent the quantitative development of the stock options on the basis of the fair value of € 87.86, since the stock options have not yet been exercised.

C. Remuneration of the Members of the Supervisory Board

The Company's Annual General Meeting on May 19, 2021, adopted a remuneration system for the Supervisory Board.

In addition to reimbursement of their expenses, Supervisory Board members receive an annual fixed base remuneration amounting to € 98,210.00 for the chair of the Supervisory Board, € 58,926.00 for the deputy chair, and € 39,284.00 for all other members of the Supervisory Board.

In addition, the chair of the Supervisory Board receives € 4,000.00 for each Supervisory Board meeting chaired, and the other Supervisory Board members receive € 2,000.00 for each Supervisory Board meeting attended. For committee work, the chair of the Audit Committee receives € 18,000.00, the chair of another committee receives € 12,000.00, and the other committee members each receive € 6,000.00. Committee members also receive € 1,200.00 for each committee meeting attended. Depending on the domicile of the Supervisory Board member and the location of the Supervisory Board meeting, a lump-sum expense allowance of € 2,000.00 may be paid in addition.

In the 2023 financial year, the members of the Supervisory Board received a total of € 622,672.

The fixed annual base remuneration and the remuneration for work on committees are due and payable to Supervisory Board members in equal quarterly installments. Attendance fees and expense allowances for participation in Supervisory Board meetings are due and payable at the end of each calendar quarter in which the respective meetings took place.

MorphoSys AG, Invitation to the 2024 Annual General Meeting

		Base compensation		Committee compensation		Attendance fee		Total remuneration
		in €	share of total	in €	share of total	in €	share of total	in € thousands
		thousands		thousands		thousands		
Marc Cluzel, M.D., Ph.D	2023	98.2	61.3 %	6.0	3.7%	56.0	35.0 %	160.2
	2022	98.2	65.7%	6.0	4.0 %	45.2	30.3 %	149.4
George Golumbeski, Ph.D.*	2023	57.3	57.2%	12.0	12.0%	30.8	30.8 %	100.1
	2022	58.9	58.8 %	12.0	12.0%	29.2	29.2%	100.1
Krisja Vermeylen	2023	39.3	40.7 %	18.0	18.7 %	39.2	40.6 %	96.5
	2022	39.3	44.0 %	18.0	20.2 %	32.0	35.8%	89.3
Michael Brosnan	2023	39.3	33.6%	27.7	23.7%	49.9	42.7%	117.0
	2022	39.3	43.0 %	18.0	19.7 %	34.0	37.3 %	91.3
Sharon Curran*	2023	40.9	44.2%	15.7	17.0 %	36.0	38.9 %	92.7
	2022	39.3	54.2%	6.0	8.3%	27.2	37.5%	72.5
Andrew Cheng, M.D., Ph.D.	2023	39.3	49.1 %	6.0	7.5%	34.8	43.5 %	80.1
	2022	24.5	60.3 %	3.7	9.2%	12.4	30.5 %	40.6
Wendy Johnson	2023	0.0	0.0 %	0.0	0.0 %	0.0	0.0 %	0.0
	2022	14.8	37.2%	4.5	11.4 %	20.4	51.4 %	39.7

*Sharon Curran has been elected as Vice-Chair of the Supervisory Board for the month of December 2023 on an interim basis.

D. Comparison of Remuneration and Earnings Development

Pursuant to Section 162 (1) sentence 2 no. 2 AktG, the following table presents the earnings development of MorphoSys AG, the annual change in the remuneration of the members of the Management Board and the Supervisory Board, and the annual change in the average remuneration of the employees of MorphoSys AG on a full-time equivalent basis over the last five financial years. With regard to the financial years 2018 through 2020, the average remuneration of the Management Board and the Supervisory Board members is based on the remuneration disclosed in the remuneration report for the respective financial year, whereas for the financial years 2022 to 2023, the remuneration awarded and due pursuant to Section 162 (1) sentence 1 AktG in the respective financial year was used. The value of the performance share units issued to the members of the Management Board in the 2021, 2022 and 2023 financial years under the Company's respective Performance Share Unit Programs is not included in the table, as the performance share units issued in the respective financial year are not attributable to the remuneration awarded or due in the respective financial year within the meaning of Section 162 AktG.

The development of earnings is presented by using the net profit/loss of MorphoSys AG for the year as performance indicator.

The average employee remuneration is calculated based on MorphoSys AG's workforce in Germany, which had an average of 371 active employees (headcount, excluding trainees) in the 2023 financial year.

The average employee remuneration includes personnel expenses for wages and salaries, fringe benefits, employer contributions to social security, any short-term variable remuneration components attributable to the financial year, as well as amounts of share-based remuneration.

The employee remuneration therefore corresponds, in principle, to remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in accordance with the remuneration of the Management Board and the Supervisory Board.

The average employee remuneration includes personnel expenses for wages and salaries, fringe benefits, employer contributions to social security, any short-term variable remuneration components attributable to the financial year, as well as amounts of share-based remuneration.

The employee remuneration therefore corresponds, in principle, to remuneration awarded and due within the meaning of Section 162 (1) sentence 1 AktG in accordance with the remuneration of the Management Board and the Supervisory Board.

MorphoSys AG, Invitation to the 2024 Annual General Meeting

Financial year	2018	change	2019	change	2020	change	2021	change	2022	change	2023
Company earnings performance (in € thousands)											
Net profit/loss*	(67,033.8)	(23.9%)	(83,078.5)	(30.7%)	(108,622.3)	(185.8%)	(310,482.2)	232.4%	411,013.3	(97.1%)	11,805.1
Average employee remuneration (in € thousands)											
Average remuneration	105.7	(3.3%)	102.3	10.8%	113.3	17.6%	133.2	(2.0%)	130.6	7.3%	140.1
Management Board remuneration (in € thousands)**											
Jean-Paul Kress, M.D.	—	—%	3,567.9	(14.9%)	3,035.6	(36.2%)	1,935.3	3.5%	2,003.5	(125.7%)	-514.0
Sung Lee	—	—%	—	—%	—	****	488.6	107.2%	1,012.6	(30.7%)	701.5
Charlotte Lohmann	—	—%	—	—%	—	—%	—	—%	—	****	185.3
Lucinda Crabtree, Ph.D.	—	—%	—	—%	—	—%	—	—%	—	****	306.9
Former Management Board members (in € thousands)**											
Malte Peters, M.D. (until December 31, 2022)	1,592.2	13.9%	1,813.2	(0.3%)	1,808.0	(16.5%)	1,510.2	(24.4%)	1,141.3	(86.3%)	156.7
Roland Wandeler, Ph.D. (until December 31, 2021)	—	—%	—	—%	676.0	64.9%	1,115.0	35.7%	1,513.0	(80.8%)	290.4
Simon Moroney, Ph.D. (until August 31, 2019)	2,280.8	13.9%	2,596.7	(14.9%)	2,209.8	(65.2%)	768.3	(108.2%)	(62.8)	826.0%	(581.6)
Jens Holstein (until November 13, 2020)	1,655.5	12.9%	1,869.3	83.6%	3,432.7	(2.8%)	3,335.8	(101.0%)	(34.2)	1052.5%	(394.1)
Markus Enzelberger, Ph.D. (until February 29, 2020)	1,376.1	6.2%	1,461.8	(55.7%)	647.6	(58.5%)	268.6	(115.8%)	(42.5)	798.3%	(381.8)
Marlies Sproll, Ph.D. (until October 31, 2017)***	280.8	129.8%	645.3	107.9%	1,341.6	(83.3%)	224.4	(100.0%)	—	-	259.0
Arndt Schottelius M.D., Ph.D. (until February 28, 2017)	46.5	377.3%	222.1	(16.9%)	184.5	(100.0%)	—	—%	—	-	—

* The improvement in results of operations in 2022 was mainly due to the reduction in other provisions to Incyte due to updated planning assumptions regarding expected net cash flows from future Monjuvi sales and the pro rata reversal of deferred income related to Royalty Pharma for otilimab and gantenerumab due to the updates published in Q4 2022 by GlaxoSmithKline and Roche, respectively.

** The disclosed values include, amongst others, the quantitative development of the stock options compared to the financial year during which they have been granted. The value of the performance share units issued to the members of the Management Board during the financial years 2021, 2022 and 2023 is not included, since this value will be allocated to the remuneration awarded and due within the meaning of section 162 AktG of the financial year during which the waiting period expires. Against this background, the remuneration values shown in this table may be negative in case of individual Management Board members. For a detailed disclosure of the remuneration components granted to the Management Board members during the respective financial year reference is made to the remuneration report for such financial year.

*** The Management Board activities of Dr. Marlies Sproll were suspended in the period from April 15, 2017 to October 31, 2017.

**** The display of a change to the previous fiscal year is not possible due to the entry date of the respective member of the Management Board.

MorphoSys AG, Invitation to the 2024 Annual General Meeting

Financial year	2018	change	2019	change	2020	change	2021	change	2022	change	2023
Company earnings development (in € thousands)											
Net profit/loss*	(67,033.8)	(23.9%)	(83,078.5)	(30.7%)	(108,622.3)	(185.8%)	(310,482.2)	232.4%	411,013.3	(97.1%)	11,805.1
Average employee remuneration (in € thousands)											
Average remuneration	105.7	(3.3%)	102.3	10.8%	113.3	17.6%	133.2	(2.0%)	130.6	7.3%	140.1
Supervisory Board remuneration (in € thousands)											
Marc Cluzel, M.D., Ph.D.	109.1	36.2%	148.6	8.1%	160.6	2.7%	165.0	(9.5)%	149.4	7.2%	160.2
George Golumbeski, Ph.D.	54.2	53.0%	82.9	16.0%	96.1	6.2%	102.1	(2.0)%	100.1	—%	100.1
Krisja Vermeylen	74.3	20.7%	89.7	6.7%	95.7	3.3%	98.9	(9.7)%	89.3	8.1%	96.5
Michael Brosnan	47.6	79.3%	85.3	0.5%	85.7	4.0%	89.1	2.5%	91.3	28.1%	117.0
Sharon Curran	—	—%	39.4	91.1%	75.3	(0.8)%	74.7	(2.9)%	72.5	27.8%	92.7
Andrew Cheng M.D., Ph.D.	—	—%	—	—%	—	—%	—	—%	40.6	97.1%	80.1
Former Supervisory Board members (in € thousands)											
Wendy Johnson (until 05/2022)	83.6	(0.4%)	83.2	6.7%	88.8	8.2%	96.1	(58.7)%	39.7	(100.0%)	—
Dr. Frank Morich (until 04/2020)	84.2	24.1%	104.5	(68.8)%	32.6	(100.0)%	—	—%	—	—	—
Dr. Gerald Möller (bis 05/2018)	48.4	(100.0)%	—	—%	—	—%	—	—%	—	—	—
Karin Eastham (bis 05/2017)	24.1	(100.0)%	—	—%	—	—%	—	—%	—	—	—
Klaus Kühn (bis 05/2018)	—	—%	—	—%	—	—%	—	—%	—	—	—
Dr. Walter Blättler (until 08/2015)	—	—%	—	—%	—	—%	—	—%	—	—	—
Dr. Daniel Camus (until 08/2015)	—	—%	—	—%	—	—%	—	—%	—	—	—
Dr. Geoffrey Vernon (until 08/2015)	—	—%	—	—%	—	—%	—	—%	—	—	—

* The improvement in results of operations in 2022 was mainly due to the reduction in other provisions to Incyte due to updated planning assumptions regarding expected net cash flows from future Monjuvi sales and the pro rata reversal of deferred income related to Royalty Pharma for otilimab and gantenerumab due to the updates published in Q4 2022 by GlaxoSmithKline and Roche, respectively.

E. Other Disclosures

MorphoSys maintains directors and officers liability insurance for Management Board members. This insurance covers the personal liability risk in the event that claims are made against members of the Management Board for pecuniary loss in the course of their duties. The insurance includes a deductible for Management Board members that complies with the requirements of the German Stock Corporation Act.

F. Supplementary Notes

This report is also available in German. In the event of any discrepancies, the German version shall be the authoritative version.

III.

Further information and details

1. Company website and documents and information accessible there

This invitation to the virtual Annual General Meeting, the documents to be made available to the Annual General Meeting and further information in connection with the Annual General Meeting are available on the website of MorphoSys at www.morphosys.com/agm from the time the Annual General Meeting is convened.

Any counter motions, election proposals and/or requests for supplements from shareholders received by MorphoSys and subject to publication will also be made available on the above-mentioned website. There, the determined voting results will also be published after the Annual General Meeting.

The website also provides access to the password-protected internet service for the virtual Annual General Meeting, which allows shareholders who have duly registered or their proxies to exercise their voting rights by electronic postal vote during the Annual General Meeting. Via the password-protected internet service, duly registered shareholders or their proxies can participate in the Annual General Meeting on **27 August 2024** from **10:00 a.m.** (CEST) in full length live via electronic connection to the Annual General Meeting.

2. Total number of shares and voting rights at the time of convening the Annual General Meeting

At the time of convening this Annual General Meeting, the Company's share capital amounts to EUR 37,716,423 divided into 37,716,423 no-par value bearer shares. Each share grants one vote. At the time of convening the Annual General Meeting, the Company holds 53,685 treasury shares. It is not entitled to any rights from these. The total number of shares with participation and voting rights at the time of convening the Annual General Meeting is therefore 37.662.738.

3. Holding of the Annual General Meeting as a virtual Annual General Meeting without the physical presence of the shareholders and their proxies, transmission in video and audio

The Management Board has resolved that the Annual General Meeting pursuant to section 18 (6) of the Company's Articles of Association in conjunction with section 118a (1) AktG will be held as a virtual Annual General Meeting without the physical presence of the shareholders or their proxies at the venue of the Annual General Meeting, with the exception of the proxies appointed by the Company.

The Annual General Meeting will be held in the presence of the chairman of the Annual General Meeting, the notary public engaged to record the minutes of the Annual General Meeting and the proxies appointed by the Company at the Company's premises at Semmelweisstraße 7,

82152 Planegg. This is the venue of the Annual General Meeting pursuant to the German Stock Corporation Act. Shareholders and their proxies (with the exception of proxies appointed by the Company pursuant to section 118a (2) sentence 4 in conjunction with section 134 (3) sentence 5 AktG) may therefore not physically attend the Annual General Meeting.

The virtual meeting format of the Annual General Meeting 2024 will lead to modifications in the procedures of the Annual General Meeting and in the possibilities of the exercise of shareholder rights compared to Annual General Meetings with physical presence. We therefore ask you to give your attention in particular to the following information on the participation in the virtual Annual General Meeting as well as on the exercise of voting rights and other shareholder rights.

Shareholders duly registered for the Annual General Meeting, or their proxies, will be able to follow the entire Annual General Meeting live via broadcast by video and audio transmission on the website of MorphoSys at www.morphosys.com/agm via the password-protected internet service and will be able to electronically connect to the virtual Annual General Meeting to exercise their shareholder rights, in particular, their voting rights. Following the Annual General Meeting via the password-protected internet service does not enable participation in the Annual General Meeting within the meaning of section 118 (1) sentence 2 AktG or the exercise of voting rights by way of electronic participation within the meaning of section 118a (1) sentence 2 no. 2 AktG.

Instead of the conventional admission ticket, shareholders who have duly registered for the Annual General Meeting will be sent an admission ticket (the "GM Ticket") including individual access data to the password-protected internet service with which they or their proxies can use the password-protected internet service accessible on the website of MorphoSys at www.morphosys.com/agm.

4. Password-protected internet service for the Annual General Meeting

A password-protected internet service will be available on the website of MorphoSys at www.morphosys.com/agm from 6 August 2024. Via this password-protected internet service, duly registered shareholders (and, if applicable, their proxies) may, among other things, follow the Annual General Meeting via video and audio, exercise their voting rights, grant powers of attorney, exercise their right to information pursuant to section 131 AktG, submit comments pursuant to section 130a (1) to (4) AktG and thereby exercise their right to speak by way of video and audio transmission and ask questions, propose motions and nominations, or declare an objection to a resolution of the Annual General Meeting for the record, in accordance with the procedures provided for this purpose. In order to use the password-protected internet service, duly registered shareholders must log in using the individual access data they receive after registering and providing proof of shareholding.

The individual access data for using the password-protected internet service at www.morphosys.com/agm will be sent after the timely registration, including receipt by the

Company of proof of shareholding (see section 5 ("Requirements for attending the Annual General Meeting and exercising shareholder rights, in particular voting rights")).

The use of the password-protected internet service by a proxy requires that the proxy receives the corresponding access data. Authorized intermediaries, shareholders' associations, proxy advisors and other persons treated as such by section 135 (8) AktG may also use the password-protected internet service. The Company will provide them with electronic access upon request.

By using the password-protected internet service and clicking the button "Enter the General Meeting" during the Annual General Meeting on 27 August 2024, shareholders or their proxies will be electronically connected to the virtual Annual General Meeting.

5. Requirements for attending the Annual General Meeting and exercising shareholder rights, in particular voting rights

Pursuant to section 17 (1) of the Company's Articles of Association, shareholders who register for the virtual Annual General Meeting and provide evidence of their entitlement (duly registered shareholders) are entitled to electronically connect (via the password-protected internet service on MorphoSys' website) to the virtual Annual General Meeting and exercise their shareholder rights, in particular their voting rights. The registration and proof of entitlement must be received by the Company no later than at the end of

20 August 2024

(24:00 CEST)

at the following address, fax number or e-mail address (e.g. as a scanned file in pdf format):

MorphoSys AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

Fax: +49 (0)89 / 889 690 633

E-mail: anmeldung@linkmarketservices.eu

Proof of shareholding in text form (section 126b of the German Civil Code (BGB)) from the custodian bank or financial services provider or the ultimate intermediary pursuant to section 67c (3) AktG according to which the shareholder was a shareholder in the Company at close of business of the 22nd day before the Annual General Meeting, i.e., on

5 August 2024

(24:00 CEST (record date)),

shall be sufficient evidence of entitlement. It should be noted that section 17 (2) sentence 2 of the Company's Articles of Association currently stipulates that proof of shareholding must relate to the date stipulated in the AktG. As with the registration, the proof of shareholding must be received by the Company at the aforementioned address, telefax number or e-mail address no later than by 20 August 2024 (24:00 CEST).

The General Meeting service provider Better Orange IR & HV AG is the Company's authorized recipient for registration and proof of shareholding.

Following timely registration, including receipt by the Company of proof of shareholding, shareholders will be sent individual access data for use of the password-protected internet service via mail. We ask shareholders to ensure that they register and send proof of their shareholding to the Company in good time.

Registered holders of American Depositary Shares (ADSs) may obtain information and documents relating to the Annual General Meeting from The Bank of New York Mellon, P.O. Box 43006, Providence RI 02940-3078, USA or for Overnight Correspondence: BNY Mellon Shareowner Services, 150 Royall St., Suite 101, Canton, MA 02021, USA. If you have any questions, please contact BNY Mellon Shareowner Services (shrrelations@cpushareownerservices.com; phone: +1-201-680-6825 or toll-free from within the U.S.: +1-888-269-2377).

6. Meaning of the record date

The record date is the decisive date for the scope and exercise of participation and voting rights at the Annual General Meeting. In relation to the Company, only persons who have provided proof of shareholding on the record date are deemed to be shareholders for the purpose of attending the Annual General Meeting or exercising voting rights. Persons who do not yet hold any shares on the record date and only become shareholders thereafter are not entitled to attend or vote at the Annual General Meeting unless they have been authorized or empowered to exercise their rights by the previous shareholder (see section III.9. "Authorization of a third party to exercise voting rights and other rights"). Shareholders who have duly registered and provided proof of shareholding are entitled to attend the Annual General Meeting and exercise their voting rights even if they sell their shares after the record date. The record date does not entail any block on the salability of the shareholding. The record date is not a relevant date for any dividend entitlement.

7. Exercise of voting rights by electronic postal vote

Properly registered shareholders may cast, change or revoke their votes, even without attending the Annual General Meeting, by means of electronic communication (electronic postal vote) using the password-protected internet service accessible at the internet address www.morphosys.com/agm in accordance with the procedures provided for this purpose as of 6 August 2024. This option of electronic postal voting will be available until the closing of the vote

by the chairman of the virtual Annual General Meeting on 27 August 2024. The same applies to revoking or changing votes by electronic postal vote.

Authorized intermediaries, shareholders' associations, proxy advisors and other persons treated as such by section 135 (8) of the AktG may also use electronic voting.

8. Exercise of voting rights by granting power of attorney and issuing instructions to proxies appointed by the Company

The Company offers duly registered shareholders the opportunity to authorize a proxy appointed by the Company and bound by instructions. Shareholders who wish to make use of this option must register for the virtual Annual General Meeting in due time and provide proof of shareholding in accordance with the above provisions.

A proxy and instruction form will be sent to these shareholders together with the access data to the password-protected internet service accessible at the internet address www.morphosys.com/agm, where it is also available for download.

Powers of attorney with instructions to the proxies appointed by the Company may be issued by

26 August 2024

(24:00 CEST (date of receipt))

sent to the following address, fax number or e-mail address, amended or revoked:

MorphoSys AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Fax: +49 (0)89 889 690 655
E-mail: morphosys@linkmarketservices.eu

or using the password-protected internet service accessible at the internet address www.morphosys.com/agm as of 6 August 2024 in accordance with the procedures provided for this purpose. The time of receipt by the Company shall be decisive.

On the day of the virtual Annual General Meeting, powers of attorney with instructions to the proxies appointed by the Company may also be issued, amended or revoked until the closing of the vote by the chairman of the virtual Annual General Meeting on 27 August 2024 via the password-protected internet service at www.morphosys.com/agm in accordance with the procedures provided for this purpose.

If proxies appointed by the Company are authorized, they must in any case be given instructions on how to exercise voting rights. The proxies are obliged to vote in accordance with the instructions. Without such express instructions, the proxies will not exercise the voting right. The proxies appointed by the Company will not accept instructions to submit objections.

9. Authorization of a third party to exercise voting rights and other rights

Shareholders may also exercise their voting rights and other rights at the Annual General Meeting after granting the respective power of attorney by proxy, e.g. by an intermediary, a shareholders' association, a voting advisor or another person of their choice. In this case, timely registration of the respective shareholding with the corresponding proof is required, too. Authorized third parties may in turn exercise their voting rights by electronic postal vote or by granting power of attorney and issuing instructions to the proxies appointed by the Company (see above). If the shareholder authorizes more than one person, the Company may reject one or more of them in accordance with section 134 (3) sentence 2 AktG.

The granting of the proxy, its revocation and the proof of authorization vis-à-vis the Company require text form (section 126b BGB) under section 134 (3) sentence 3 AktG in conjunction with section 18 (2) of the Company's Articles of Association if no proxy is granted pursuant to section 135 AktG.

A proxy form will be sent to duly registered shareholders as part of the GM-Ticket and together with the access data to the password-protected internet service accessible at the internet address www.morphosys.com/agm, where it is also available for download.

In the case of authorization of intermediaries, shareholders' associations, proxy advisors or persons or institutions equivalent to these pursuant to section 135 (8) AktG, the special provisions of section 135 AktG apply, which require, among other things, that the authorization be recorded in a verifiable manner. Exceptions to the general text form requirement may therefore apply here. The relevant proxy recipients may set out special rules for their own authorization. Shareholders are therefore requested to consult with the relevant proxy recipients in good time on the respective form and procedure of the authorization.

The powers of attorney may be granted to the proxy or to the Company. Proof of authorization may be submitted to the Company by

26 August 2024

(24:00 CEST (date of receipt))

sent to the following address, fax number or e-mail address, amended or revoked:

MorphoSys AG
c/o Better Orange IR & HV AG
Haidelweg 48

MorphoSys AG, Invitation to the 2024 Annual General Meeting

81241 Munich

Fax: +49 (0)89 889 690 655

E-mail: morphosys@linkmarketservices.eu

or using the password-protected internet service accessible at the internet address www.morphosys.com/agm as of 6 August 2024 in accordance with the procedures provided for this purpose. The time of receipt by the Company shall be decisive.

On the day of the virtual Annual General Meeting, proxies may be issued, amended or revoked exclusively using the password-protected internet service accessible at the internet address www.morphosys.com/agm by a time determined by the chairman at the General Meeting in accordance with the procedures provided for this purpose.

The participation of the proxy by way of electronic connection via the password-protected internet service requires that the proxy receives the corresponding access data to the password-protected internet service.

Proxy advisors, shareholder's associations and other intermediaries or equivalent persons as defined by section 135 (8) AktG who represent a majority of shareholders are recommended contacting the following address, fax number or e-mail address in advance of the Annual General Meeting with regard to the exercise of the voting rights:

MorphoSys AG

c/o Better Orange IR & HV AG

Haidelweg 48

81241 Munich

Fax: +49 (0)89 889 690 655

E-mail: morphosys@linkmarketservices.eu

10. Motions for additions to the agenda at the request of a minority pursuant to section 122 (2) AktG

Shareholders whose shares together amount to one-twentieth (i.e., 5 %) of the capital stock or the proportionate amount of EUR 500,000.00 of the Company's share capital (equivalent to 500,000 no-par value shares) may request that items be placed on the agenda and published.

Each new item must be accompanied by a statement of reasons or a draft resolution. The request must be addressed in writing to the Management Board of MorphoSys and must be received by the Company at least 30 days prior to the Annual General Meeting – not including the day of receipt and the day of the Annual General Meeting –, i.e., at the latest by the end of the

27 July 2024

(24:00 CEST) (date of receipt).

Such requests must be made in writing to the following address:

MorphoSys AG
The Board
Semmelweisstraße 7
82152 Planegg
Germany

The applicants must prove that they have held the shares for at least 90 days prior to the date of receipt of the request with respect to the minimum shareholding and that they will hold the shares until the Management Board's decision on the request, with section 70 AktG applying when calculating the period of share ownership. The day of receipt of the request shall not be counted. A transfer from a Sunday, a Saturday or a public holiday to a preceding or following working day shall not be considered. Sections 187 to 193 BGB shall not apply mutatis mutandis.

Additions to the agenda which are to be announced – insofar as they have not already been announced with the convening notice – will be published in the Federal Gazette without delay after receipt of the request and forwarded for publication to such media as can be expected to disseminate the information throughout the European Union. They will also be published on the internet at www.morphosys.com/agm and communicated to the shareholders.

11. Motions pursuant to section 126 (1) AktG and election proposals pursuant to section 127 AktG

In addition, pursuant to section 126 (1) and (4) AktG, shareholders may submit to the Company countermotions to proposals by the Management Board and/or Supervisory Board on specific items on the agenda and, pursuant to section 127 AktG, nominations for the election of Supervisory Board members (see agenda item under section I.5) or auditors (see agenda item under section I.4). Counter motions must be accompanied by a statement of reasons; no statement of reasons is required for election proposals. Counter motions and election proposals as well as other requests from shareholders regarding the Annual General Meeting that are to be made available prior to the Annual General Meeting must be sent exclusively to the following address, fax number or e-mail address:

MorphoSys AG
c/o Better Orange IR & HV AG
Haidelweg 48
81241 Munich
Germany

Fax: +49 (0)89 889 690 655

E-mail: antraege@linkmarketservices.eu

Countermotions and election proposals addressed otherwise will not be considered. Better Orange IR & HV AG is the Company's authorized recipient for countermotions and election proposals.

Up to 14 days prior to the date of the Annual General Meeting, i.e., by no later than the end of

12 August 2024

(24:00 CEST)

countermotions and election proposals received at the above address, fax number or e-mail address with proof of shareholding, including the name of the shareholder as well as – for counterproposal – the reasons to be made available, will be made available to the other shareholders on the internet at www.morphosys.com/agm upon receipt, provided that the other requirements for an obligation to publish pursuant to sections 126 and 127 AktG are met. Any comments by the management will also be published at the above internet address.

In accordance with section 126 (2) AktG, a counterproposal and its reasons need not be made accessible (i) to the extent the Management Board would make itself liable to prosecution by making these accessible, (ii) if the counterproposal would result in a resolution of the Annual General Meeting which would be unlawful or infringe the Company's Articles of Association, (iii) if these contain information which in material aspects is evidently false or misleading or if these are libelous, (iv) if a counterproposal made by the shareholder based on the same facts has already been made accessible to a general meeting in accordance with section 125 AktG, (v) if the same counterproposal of the shareholder, based substantially on the same reasons, has been made accessible pursuant to section 125 AktG to at least two general meetings of the Company within the past five years and at such general meetings less than one-twentieth of the share capital represented has voted in favor of such counterproposal, (vi) if the shareholder indicates that it will not attend the Annual General Meeting and will not be duly represented, or (vii) if the shareholder in the last two years at two general meetings has not submitted a countermotion communicated by it or has not had it submitted. Furthermore, the statement of reasons need not be made available if it exceeds a total of 5,000 characters.

In addition to the reasons set out in section 126 (2) AktG – which also apply analogously to election proposals pursuant to section 127 sentence 1 AktG – the Management Board is also not required to make accessible an election proposal for the election of a Supervisory Board Member or the auditor in accordance with section 127 (3) in conjunction with section 124 (3) sentence 4 AktG if the proposal does not contain the name, occupation and place of residence of the candidate. Proposals for the election of Supervisory Board members also do not have to be made accessible if they are not accompanied by information on the membership of the proposed Supervisory Board candidates in other statutory supervisory boards within the meaning of section 125 (1) sentence 5 AktG.

Countermotions and election proposals by shareholders or their proxies that are to be made available pursuant to section 126 or section 127 AktG shall be deemed to have been made at the

time they are made available. The Company allows the voting rights on these countermotions or election proposals at this time. If, however, the shareholder making the countermotion or submitting the election proposal is not duly legitimized and duly registered for the general meeting, the countermotion or election proposal does not have to be addressed at the general meeting (sections 126 (4), 127 sentence 1 AktG).

Shareholders or their proxies who are electronically connected to the Annual General Meeting also have the right to submit motions and election proposals in the Annual General Meeting by means of video communication within the scope of their right to speak pursuant to section 118a (1) sentence 2 no. 3 (see section III.13 ("Right to speak pursuant to section 130a (5) and (6)")).

12. Submission of comments pursuant to section 130a (1) to (4) AktG

Duly registered shareholders or their proxies have the right pursuant to section 118a (1) sentence 2 no. 6 in conjunction with section 130a (1) to (4) AktG to make comments on the items on the agenda no later than five days before the virtual Annual General Meeting, i.e. by

21 August 2024

(24:00 CEST)

by means of electronic communication, via the password-protected internet service accessible at the internet address www.morphosys.com/agm, in accordance with the procedure provided for this purpose.

Comments are to be submitted in accordance with the procedure provided for this purpose in the password-protected internet service and shall be in text form in the file format PDF with a recommended file size of no more than 50 MB and/or as video in the file formats MPEG-4 or MOV with a file size of no more than 1 GB.

The comments submitted will be made available to all shareholders or their proxies duly registered for the Annual General Meeting, stating the name and place of residence or registered office of the shareholder or proxy submitting the comments, no later than four days before the meeting, i.e. by

22 August 2024

(24:00 CEST)

via the Company's website, unless this may be waived by way of exception in accordance with sections 130a (3) sentence 4, 126 (2) sentence 2 no. 1, 3 and 6 AktG, which is the case if (i) the Management Board would make itself liable to prosecution by making it accessible, (ii) the statement contains obviously false or misleading information in material respects or if it is libelous, or (iii) the shareholder indicates that he will not participate in the Annual General Meeting and will not be duly represented. By submitting the statement, the shareholder or his proxy declares his consent to such disclosure.

Motions and election proposals, questions and objections to resolutions of the Annual General Meeting in the context of comments submitted in text form or in video format will not be considered at the Annual General Meeting; the submission of motions or the preparation of election proposals (see under section III.11 ("Motions pursuant to section 126 (1) AktG and election proposals pursuant to section 127 AktG")), the exercise of the right to information (see under section III.14 ("Shareholders' right to information pursuant to section 130a (5) and (6) AktG")) and the lodging of objections to resolutions of the Annual General Meeting (see under section III.15 ("Statement of objections on record pursuant to section 118a (1) sentence 2 no. 8 AktG in conjunction with section 245 AktG")) is only possible via the channels described separately in each case in this invitation.

13. Right to speak pursuant to section 130a (5) and (6) AktG

Shareholders or their proxies who are duly registered for the Annual General Meeting and are electronically connected to the Annual General Meeting have the right to speak at the Annual General Meeting by way of video communication pursuant to sections 118a (1) sentence 2 no. 7 and 130a (5) and (6) AktG. From approximately 1 hour prior to the start of the Annual General Meeting, a virtual table for requests to speak will be available via the password-protected internet service on the Company's website at www.morphosys.com/agm (for the relevant access data, see section III.4 ("Password-protected internet service for the Annual General Meeting")), which shareholders or their proxies can use to register their speech. The right to speak also includes in particular the right to submit motions and election proposals in accordance with section 118a (1) sentence 2 no. 3 AktG (see section III.11 ("Motions pursuant to section 126 (1) AktG and election proposals pursuant to section 127 AktG")) and the right to request information in accordance with section 131 (1) AktG (see section III.14 ("Shareholders' right to information pursuant to section 131 (1) AktG")).

Pursuant to section 19 (4) of the Company's Articles of Association, the chairman of the Annual General Meeting may impose reasonable time limits on the shareholder's (or his proxy's) right to speak and ask questions and make more detailed provisions. In particular, the chairman of the Annual General Meeting may set speaking and questioning times for the entire course of the Annual General Meeting, for individual items on the agenda and for individual speakers at the beginning of or during the course of the Annual General Meeting and, if necessary for the proper conduct of the Annual General Meeting, order the end of the debate.

The entire virtual Annual General Meeting, including video communication, will be handled in the password-protected internet service via the LinkMeeting system from the General Meeting service provider Better Orange IR & HV AG. Shareholders or their proxies who wish to register their speech via the virtual registration table require for the electronic connection either a non-mobile end device (PC, notebook, laptop) with the installed browser Chrome from version 89, Edge from version 88 or Safari from version 13.1 or a mobile end device (smartphone or tablet). Mobile ANDROID

smartphones require Chrome from version 89 as the installed browser; mobile iOS smartphones require Safari from version 13.1 as the installed browser. A camera and microphone that can be accessed from the browser must be available on the end devices for speech contributions. No additional software components or apps need to be installed on the end devices.

Persons who have registered for a speech via the virtual registration table will be activated for their speech in the password-protected internet service. The Company reserves the right to check the functionality of the video communication between the shareholder or proxy and the Company during the meeting and before the speech and to reject the speech if the functionality is not ensured.

14. Shareholders' right to information pursuant to section 131 (1) AktG

Pursuant to sections 118a (1) sentence 2 no. 4 and 131 (1) AktG, each shareholder must be provided with information by the Management Board on the Company's affairs at the Annual General Meeting upon request, insofar as this information is necessary for a proper assessment of the item on the agenda and there is no right to refuse to provide information (right to information). The duty of the Management Board to provide information also extends to the legal and business relationships of the Company with its affiliated companies. Furthermore, the duty to provide information also concerns the situation of the MorphoSys Group and the companies included in the consolidated financial statements.

The right to information is granted to shareholders who are duly registered for and electronically connected to the virtual Annual General Meeting by means of electronic communication or, as applicable, to their proxies. It is not possible to submit questions in advance of the Annual General Meeting pursuant to section 131 (1a) AktG.

The chairman of the meeting intends, pursuant to section 131 (1f) AktG to determine that the aforementioned right to information (including the right to ask questions) may be exercised in the Annual General Meeting exclusively by way of video communication, i.e., within the scope of the right to speak pursuant to section 130a (5) and (6) AktG and the procedure provided for this purpose (see section III.13 ("Right to speak pursuant to section 130a (5) and (6)")). Questions asked before or during the Annual General Meeting in any other way will therefore not be considered.

Furthermore, in accordance with sections 130a (5) sentence 4 and 131 (2) sentence 2 AktG in conjunction with section 19 (4) of the Company's Articles of Association, the chairman of the Annual General Meeting may impose reasonable time limits on the shareholders' right to ask questions and speak and make more detailed provisions in this regard.

The Management Board may refrain from answering individual questions for the reasons stated in section 131 (3) AktG, for example because providing the information could, according to reasonable business judgment, cause significant harm to the Company or an affiliated company (e.g., disclosure of business secrets).

Section 131 (4) sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Annual General Meeting due to his capacity as a shareholder, this information must be provided to any other shareholder or his proxy at his request in the Annual General Meeting, even if it is not necessary for the proper assessment of the item on the agenda. In addition, section 131 (5) sentence 1 AktG provides that if a shareholder is refused information, he may request that his question and the reason for which the information was refused be recorded in the minutes of the meeting. Within the framework of the virtual Annual General Meeting, it is ensured that every shareholder who is electronically connected to the Annual General Meeting (or, as applicable, its proxy) can submit a request pursuant to section 131 (4) sentence 1 AktG as well as a request pursuant to section 131 (5) sentence 1 AktG not only by means of video communication, i.e. within the framework of the right to speak and the procedure provided for this purpose (see section III.13 ("Right to speak pursuant to section 130a (5) and (6)")), but also by way of electronic communication via the password-protected internet service on the Company's website at www.morphosys.com/agm in accordance with the procedures provided for this purpose using the relevant access data (see section III.4 ("Password-protected internet service for the Annual General Meeting")) at the Annual General Meeting.

15. Statement of objections on record pursuant to section 118a (1) sentence 2 no. 8 AktG in conjunction with section 245 AktG

Duly registered shareholders or their proxies who have exercised their voting rights by means of electronic absentee voting or by granting power of attorney may pursuant to section 118a (1) sentence 2 no. 8 AktG in conjunction with section 245 AktG, from the beginning to the end of the virtual Annual General Meeting, declare their objection to resolutions of the Annual General Meeting electronically for the record of the notary public who is recording the Annual General Meeting via the password-protected internet service accessible at the internet address www.morphosys.com/agm in accordance with the procedure provided for this purpose. The notary has authorized the Company to accept objections via the password-protected internet service and will receive the objections via the password-protected internet service.

The Company would like to point out once again that the proxies appointed by the Company do not accept instructions to file objections.

16. Times

Unless expressly stated otherwise, all times stated in this invitation to the Annual General Meeting are in Central European Summer Time (CEST) as applicable in Germany. The Coordinated Universal Time (UTC) corresponds to Central European Summer Time (CEST) minus two hours.

17. Information on data privacy

We place great importance on the protection and legally compliant handling of your personal data. All details on the processing of personal data of our shareholders and their proxies, as applicable, are clearly presented in our data protection information. This information can be found on MorphoSys' website at www.morphosys.com/agm.

Planegg, July 2024

MorphoSys AG

The Management Board