

**€ 325,000,000 0.625 % Convertible Bonds due 2025**

**issued by  
MorphoSys AG  
(the "Issuer")**

**– ISIN DE000A3H2XW6 –  
– German Securities Code (WKN) A3H2XW –  
(the "Bonds")**

**Notice to the Bondholders**

*Terms not otherwise defined in this notice shall have the meaning given to them in the terms and conditions of the Bonds (the "Terms and Conditions").*

The Issuer hereby gives notice pursuant to § 11(a)(i) of the Terms and Conditions of the occurrence of an Acquisition of Control.

On 19 June 2024, Novartis BidCo AG transferred all Ordinary Shares in the Issuer held by it to Novartis BidCo Germany AG. Following the transfer, Novartis BidCo Germany AG, a wholly owned, indirect subsidiary of Novartis AG, holds 34,337,809 Ordinary Shares of the Issuer representing 91.04 % of the share capital and voting rights of the Issuer. Thereby, Novartis BidCo Germany AG has acquired Control over the Issuer by holding 30 % or more of the voting rights in the Issuer and an Acquisition of Control pursuant to § 11(e) of the Terms and Conditions has occurred on 19 June 2024.

The Control Record Date is determined to be 8 August 2024.

Each Bondholder may, at its option, on giving not less than 10 days' notice prior to the Control Record Date and effective on the Control Record Date declare due all or some only of its Bonds not previously converted or redeemed. In such case, the Issuer must redeem the Bond(s) for which the put right is being exercised at their Principal Amount plus accrued interest on the Control Record Date pursuant to § 11(a)(iv) of the Terms and Conditions. The respective notice must be given in accordance with § 11(a)(iv) of the Terms and Conditions and is irrevocable.

If a Bondholder validly exercises the Conversion Right in respect of any Bond by giving an irrevocable Conversion Notice in accordance with § 8(b) of the Terms and Conditions during the period from (and including) the date of this notice to (and including) 4:00 p.m. (Frankfurt am Main, Germany, local time) on the Control Record Date, the applicable Conversion Price will be EUR 118,7045 as adjusted in accordance with § 11(c) of the Terms and Conditions .

Planegg, 20 June 2024

**MorphoSys AG**