

**D r a f t**

**of the transfer resolution to be adopted at the Annual General Meeting of MorphoSys AG**

"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."