

(READING TRANSLATION)

MorphoSys AG

Martinsried/Planegg

[Security Code Number 663200

ISIN: DE0006632003]

Annual General Meeting to be held on May 21, 2010

Counter Motion of a Shareholder

Dear Shareholders,

According to §§ 125, 126 AktG we would like to inform you that shareholder Norbert Stanglmeier, Odenthal submitted the following counter motion including explanatory statement to item 9 of the Agenda:

Counter motion to item 9 of the Agenda of the Annual General Meeting of MorphoSys AG on May 21, 2010 in Munich

The submitter recommends passing the following resolution:

- a) For the business year 2010 the Supervisory Board shall receive the following cash remuneration, remaining unchanged compared to the business year 2009:
 - aa) an annual board membership flat fee in the amount of EUR 54,000.00 for the chairman, of EUR 40,500.00 for the vice chairman and EUR 27,000.00 for the other board members (each plus VAT, if any);
 - bb) in addition, EUR 3,000.00 (plus VAT if any) to the chairman per board meeting chaired and EUR 1,500.00 (plus VAT, if any) to the other board members per board meeting attended;
 - cc) in addition, the chairman of a committee shall receive an amount of EUR 3,000.00 and the other committee member shall receive EUR 1,500.00 each (plus VAT, if any);
 - dd) in addition, the members of the Audit Committee shall receive an amount of EUR 1,000.00 each (plus VAT, if any) per committee meeting attended and the members of the Remuneration & Nomination Committee as well as the Science & Technology Committee shall receive an amount of EUR 500.00 each (plus VAT, if any) per committee meeting attended.
- b) The compensation pursuant to the preceding para. a (aa) and (cc) shall become due in equal tranches on a quarterly basis and the payments pursuant to the preceding para. a (bb) and (dd) at the end of the quarter, in which the relevant meeting took place.

- c) The supervisory board members shall receive the cash remuneration proposed in paras. a and b also in the following business years unless the shareholders resolve otherwise.

Explanatory Statement

The partly substantial remuneration increases for the members of the Supervisory Board are not at all justified in the invitation to the Annual General Meeting:

Annual Board Membership Flat Fee +13%

Services in Committees of the Supervisory Board +200%

The submitter does not see any additional tasks of the Supervisory Board either which would justify this increase. Quite the contrary, since August 2009 the Supervisory Board has not been able to bring a quorate concept regarding remuneration of the Management Board to the Annual General Meeting 2010. Rather only an external remuneration expert has been assigned to evaluate the status quo.

Regarding the counter motion and explanatory statement of shareholder Norbert Stanglmeier we state the following:

Statement

The remuneration for the Supervisory Board as proposed to the Annual General Meeting 2010 only provides for fixed remuneration components and no longer for performance-related remuneration within the meaning of the code sec. 5.4.6 of the German Corporate Governance Code. The Company's decision is consistent with the view of an increasing number of experts on Supervisory Board compensation, who regard performance-related payments to board members as potentially giving rise to a conflict of interests in a body whose duties include setting and assessment of objectives for the Company's long-term development.

For this reason the Company proposes to increase the remuneration of the Supervisory Board at the Annual General Meeting on May 21, 2010. The complete compensation package equates to the market standard remuneration of Supervisory Boards in companies with comparable size to MorphoSys AG.

The Board of Management and the Supervisory Board of MorphoSys AG therefore maintain their motions to item 9 as presented in the Agenda and will give further reasons for the adequacy of the proposed remuneration of the Supervisory Board at the Annual General Meeting.

Martinsried/Planegg, May 06, 2010

MorphoSys AG

The Management Board