

Procedure for the Exercise of Voting Rights by Proxy

Shareholders who cannot or do not want to attend the Annual General Meeting in person may have their vote exercised by an authorized third party, such as a bank, shareholders' consortium or a Company-nominated proxy or another proxy. This option also requires registration in adherence to the registration deadline and evidence of share ownership. The granting of proxy, revocation of proxy and notification to the company of proxy all require the written form. In cases where proxy is granted to financial institutions, shareholders' consortiums or persons treated as such in accordance with § 135 (8) AktG, certain special requirements should be observed, which must be met by the party to be granted proxy.

The proxy has to submit the proper proxy form on the day of the General General Meeting or his authorization has to be declared vis-à-vis the Company at the following address:

MorphoSys AG
HV-Agency/Investor Relations
Lena-Christ-Str. 48
82152 Martinsried/ Planegg
Facsimile: +49 (0) 89 / 899 27 - 5333
E-Mail: hv@morphosys.com

For such purpose, on the day of the General General Meeting only the entrance and exit control to the meeting in the Conference Center Munich, Hanns-Seidel-Stiftung, Lazarettstr. 33, 80636 Munich, will be available from 9:30 a.m. CET until shortly before the beginning of the voting procedure.

In addition to authorization, those proxies nominated by the Company must also be given instructions for exercising voting rights. These proxies are obligated to vote as instructed; they cannot exercise the voting rights at their own discretion. With regard to the authorization of the proxy nominated by the Company, we ask you to order an admission ticket at the aforementioned registration office to complete the proxy and instruction form which is attached to the admission ticket and to send the form until May 20, 2010 (date of receipt) to the following address:

MorphoSys AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25,
86937 Scheuring
Facsimile: +49 (0)8195 99 89 664
E-mail: hv@itteb.de

Provision of Proxy Forms

Shareholders who have registered in accordance with the § 17 of the Company's articles of association shall be sent a proxy form with their admission ticket. In addition, proxy forms are also printed on the following pages:

- A. Proxy voting through a company-appointed proxy voter and
- B. Granting proxy to a third party.

A.

Should you decide to opt for proxy voting through a company-appointed proxy voter, please ensure that the completed form is returned to:

MorphoSys AG
c/o ITTEB GmbH & Co. KG
Vogelanger 25
86937 Scheuring

Or per facsimile: +49 (0) 8195 99 89 664

Or per email: hv@itteb.de

Admission ticket number: _____

Name, First name: _____

Place of residence: _____

Contact telephone no. for possible queries: _____

Proxy and instructions form for voting proxies appointed by the Company

I/we hereby vote as follows on all items of the agenda:

	Yes	No	Abstain
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

or

I/we hereby issue the following voting instructions for the individual items of the agenda:

Agenda Item	Yes	No	Abstain
1. Presentation of the annual financial statements (no resolution)			
2. Formal approval on behalf of the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Formal approval on behalf of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of the auditors for the business year 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Resolution on the approval of the remuneration scheme of members of the Board of Management	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Resolution on the authorization to purchase and use treasury stock and on the exclusion of subscription rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Resolution on amendments of the articles of association in accordance with the act implementing the Shareholders' Rights Directive (ARUG)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Partial deletion of the conditional capital 2003-II, amendment of the articles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Compensation of the Supervisory Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please only cross one box for each agenda item. In so far as votes are submitted for both all of the agenda items and individual agenda items, then the votes on the individual agenda items shall be given priority. If no instructions or unclear instructions are issued, then proxy is not valid and the proxy voters must abstain. The instructions regarding the items on the agenda always refer to the respective resolution proposed by the administration.

I/we hereby grant proxy to the proxy voters appointed by MorphoSys AG (Dr. Hans Schaefer, Munich, and Dr. Claudia Gutjahr-Löser, Munich) each individually and with the right to grant sub-proxy, to represent me/us at the Annual General Meeting of MorphoSys AG convened for 21th May 2010 and to exercise my/our voting rights in accordance with my/our instructions. The proxy voters may only become active for me/us, if I/we have signed this proxy or shown the completion of the declaration.

X _____

Place and Date

X _____

Completion of the Declaration, e.g., Signature

B.

Should you decide to opt for proxy voting through another third party:

Please give this proxy to the authorized third party so that they can present it together with the admission ticket at the admission desk at the Conference Center Munich, Hanns-Seidel-Stiftung, Lazarettstr. 33, 80636 Munich, Germany on the day of the Annual General Meeting or send it to the following address before the Annual General Meeting.

MorphoSys AG
HV-Stelle/Investor Relations
Lena-Christ-Str. 48
82152 Martinsried/Planegg

Or per facsimile: +49 (0) 89 89927 5333

Or per email: hv@morphosys.com

Admission ticket number: _____

Name, First name: _____

Place of residence: _____

Contact telephone no. for possible queries: _____

Proxy

I/we hereby grant the following proxy to:
Mr./Ms./Mrs.

First Name and Surname

Place of Residence

to represent me/us at the orderly Annual General Meeting of MorphoSys AG convened for 21th May 2010 and to exercise my/our voting rights, where applicable. The party granted proxy is authorized to grant sub-proxy or to transfer proxy to a third party.

Place and Date Completion of the Declaration,
e.g., Signature

Sub-Proxy

I/we hereby grant the following sub-proxy to:
Mr./Ms./Mrs.

First Name and Surname

Place of Residence

to represent me/us at the orderly General Meeting of MorphoSys AG convened for 21th May 2010 and to exercise my/our voting rights, where applicable, or to have my/our voting rights exercised by a party granted sub-proxy.

Place and Date Completion of the Declaration,
e.g., Signature

If the admission ticket is issued to an outside proxy holder, please bear in mind that for effective authorization to exercise voting rights in their own name the authorized representative must be in possession ("Besitz") of the shares to be represented.
