

Declaration of Conformity

with Regard to the German Corporate Governance Code in the Business Year 2004

At the meeting on December 9, 2004, the Board of Management and the Supervisory Board approved the following declaration of conformity pursuant to sec. 161 of the German Act on Stock Corporations (AktG):

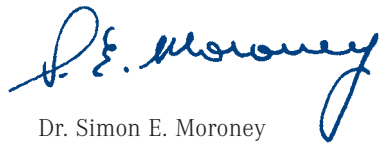
MorphoSys AG complies with all recommendations of the German Corporate Governance Code—in the version of May 21, 2003—with the following exceptions:

- The stock option program for the Board of Management does not provide a cap for unforeseen developments within the meaning of Code sec. 4.2.3, sent. 6.
- The present D&O insurance policy at MorphoSys AG includes a deductible for Management and Supervisory Board members (Code sec. 3.8, para. 2), the magnitude of which, however, may be insufficient as it relates to the requirements of the German Corporate Governance Code.

With these two exceptions, MorphoSys AG has also complied with the recommendations of the German Corporate Governance Code in the time period since its declaration of conformity of December 2003.

Martinsried/Planegg, December 9, 2004
MorphoSys AG

For the Management Board:



Dr. Simon E. Moroney
Chief Executive Officer



Dave Lemus
Chief Financial Officer

For the Supervisory Board:



Dr. Gerald Möller
Chairman