



**Declaration of Compliance 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 Compliance 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 sen. 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 Compliance of December 2003.

Martinsried/Planegg, December 9, 2004
MorphoSys AG

For the Management Board:

Dr. Simon Moroney
Chief Executive Officer

Dave Lemus
Chief Financial Officer

For the Supervisory Board:

Dr. Gerald Möller
Chairman