

**Declaration of Compliance with regard to the German Corporate Governance Code  
in the Business Year 2008**

At the respective meetings on December 10<sup>th</sup> 2008 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 and will comply with the recommendations of the German Corporate Governance Code – in the version of June 6, 2008 – 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, since the reasonableness of the amount of stock options for the Board of Management has already been considered at the time of the grant.
- 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 at a level which does not comply with the requirements of the German Corporate Governance Code.

With these exceptions, MorphoSys AG has complied with the German Corporate Governance Code in the time period since its Declaration of Compliance of December 2007.

Martinsried/Planegg, December 10<sup>th</sup> 2008

MorphoSys AG

For the Management Board:

Dr. Simon Moroney  
Chief Executive Officer

Dave Lemus  
Chief Financial Officer

Dr. Marlies Sproll  
Chief Scientific Officer

For the Supervisory Board:

Dr. Gerald Möller  
Chairman