



Declaration of Compliance with regard to the German Corporate Governance Code for the Business Year 2012

The Executive Board and the Supervisory Board of MorphoSys AG state pursuant to Section 161 of the German Stock Corporation Act (AktG):

1. From December 8th, 2011, the date of its most recent Declaration of Compliance, MorphoSys AG has complied – with the exceptions described below under item no. 4. – with the recommendations of the “Government Commission on the German Corporate Governance Code” in the Code version dated May 26th, 2010.
2. On May 15th, 2012, the “Government Commission on the German Corporate Governance Code” submitted a new version of the Code. MorphoSys AG has also complied – with the exceptions described below under item no. 4. – with the recommendations of this new Code version.
3. As of today, MorphoSys AG complies – with the exceptions described below under item no. 4. – with the recommendations of the “Government Commission on the German Corporate Governance Code” in the Code version dated May 15th, 2012.
4. Exceptions:
 - The stock option program for the Executive Board launched prior to 2011 does not provide a cap for unforeseen developments within the meaning of Code section 4.2.3, since the reasonableness of the amount of stock options for the Executive Board was already considered at the time of the grant. However, the long-term incentive programs for the year 2011 and thereafter incorporate the concept of a cap compliant with the Code.
 - With regard to Code section 5.4.1, in its meeting on March 10th, 2011 the Supervisory Board decided to aim for an adequate representation of women on the Supervisory Board, proposing female candidates for election by the shareholders and appropriately considering qualified women in the appointment procedure. A concrete quota for female members of the Supervisory Board has not been defined since the individual qualification and not the gender of candidates for election to the Supervisory Board shall be the decisive criteria for the composition of the Supervisory Board. With regard to the last election to the Supervisory Board that took place in the Annual General Meeting (AGM) 2012, Mrs. Eastham was elected as new Supervisory Board member next to the election of the male Supervisory Board members Dr. Möller, Dr. Camus, Dr. Vernon and Dr. Cluzel.

Furthermore, Prof. Drews was Vice Chairman of the Supervisory Board until the end of the AGM 2012 and at his election in the AGM 2011 he exceeded the age limit of 75 years defined by the Supervisory Board in its rules of procedure. Insofar, the possibility as foreseen in the rules of procedure to exceptionally propose an elder candidate for election was used. The proposal to re-elect Prof. Drews to the Supervisory Board for a further year was at that time in the interest of the Supervisory

Board to procure the continuity of its performance. Prof. Drews resigned from the Supervisory Board with effect as of the end of the AGM 2012. Currently, no Supervisory Board member exceeds the stipulated age limit of 75 years.

- The remuneration for the Supervisory Board as resolved in the AGM 2012 only provides for fixed remuneration components and not for a performance-related remuneration within the meaning of the Code section 5.4.6 in the Code version dated May 26th, 2010. The Company's practice is consistent with the view of an increasing number of experts on Supervisory Board compensation, who regard performance-related payments to Supervisory Board members as potentially giving rise to a conflict of interests in a body whose duties include setting and assessing objectives for the Company's long-term development.

Martinsried/Planegg, December 7th, 2012

MorphoSys AG

For the Management Board:

Dr. Simon Moroney
Chief Executive Officer

Jens Holstein
Chief Financial Officer

Dr. Marlies Sproll
Chief Scientific Officer

Dr. Arndt Schottelius
Chief Development Officer

For the Supervisory Board:

Dr. Gerald Möller
Chairman