

**Convenience Translation:**

The text decisive for this information on procedure for voting by proxy is the one written in the German language.

## Information on procedure for voting by proxy

### 1. General Information

Shareholders may also have their voting right(s) exercised by a proxy, e.g., by a financial institution, an association of shareholders, Company-appointed proxies or any other third party. Timely registration for the Annual General Meeting and the timely submission of proof of shareholding is also required if shareholders choose to vote by proxy (see Item IV. "Prerequisites for participating in the Annual General Meeting and exercising voting rights" as published in the notice of the AGM in the Federal Gazette). If the shareholder authorizes more than one person to be a proxy, the Company may refuse one or several of these proxies.

If neither a bank nor a shareholders' association or person or an institution that is considered to be an equivalent as defined by section 135 para. 8 AktG or section 135 para. 10 AktG in conjunction with section 125 para. 5 AktG is appointed, then appointing a proxy or revoking such an appointment and providing evidence of this to the Company must be made in text form (section 126b BGB).

For granting a proxy to financial institutions, shareholders' associations, or other persons or institutions considered equivalent under section 135 para. 8 AktG or section 135 para. 10 AktG in conjunction with section 125 para. 5 AktG, there is no formal requirement by law or the Articles of Association. The entities or persons to be appointed as proxies in these cases may, however, require a special form of authorization because section 135 para. 1 sentence 2 AktG (in conjunction with section 135 para. 8 or section 135 para. 10 in conjunction with section 125 para. 5 AktG, if applicable) requires them to record such authorizations in a verifiable manner. Therefore, we ask that shareholders come to an agreement with the entities or persons to be appointed as proxies on the form of this authorization.

Evidence of proxy may still be furnished by the proxy on the day of the Annual General Meeting at the meeting's location.

For organizational reasons, proof of proxy may also be transmitted **no later than May 21, 2019 (24:00 hours [midnight] CEST)** at the following mailing address, fax number or email address (e.g., as a scanned document as a pdf file):

MorphoSys AG	<b>by fax:</b>	+49 89 8896906-55
c/o Better Orange IR & HV AG	<b>by E-Mail:</b>	morphosys@better-orange.de
Haidelweg 48		
81241 München		
Germany		

Better Orange IR & HV AG is the Company's agent authorized to receive the proof of proxy.

### 2. Proxy to a person of your choice

A form that can be used to appoint proxies is included on the back of the admission ticket. This ticket is sent to shareholders following their registration in the proper form and on time that includes a confirmation of the proof of shareholding (see Item IV. "Prerequisites for participating in the Annual General Meeting and exercising voting rights" as published in the notice of the AGM in the Federal Gazette) and is also available for download on the Internet under [www.morphosys.com/agm](http://www.morphosys.com/agm).

### 3. Proxy and voting instructions to the Company's proxies

The Company offers shareholders the option to have Company-appointed proxies represent them at the Annual General Meeting pursuant to their instructions.

Ms. Stefanie Bernlochner and Ms. Alexandra Hachenberg, both employees of Better Orange IR & HV AG, Munich, have been designated proxies of MorphoSys AG. Both are authorized to act alone.

For organizational reasons, the proof of the appointment of a Company proxy along with the instructions must be received **no later than May 21, 2019 (24:00 hours [midnight] CEST)** at the mailing address, fax number or email address (e.g., as a scanned document as a pdf file) above **or electronically via internet at [www.morphosys.com/agm](http://www.morphosys.com/agm) under the item "Voting Proxy (Online-Voting-System)"**. Better Orange IR & HV AG is the authorized recipient for Company-appointed proxies, including the instructions to the Company-appointed proxies.

A form that can be used by shareholders to appoint and instruct Company-appointed proxies will be sent to the shareholders along with their admission ticket and is also available for download on the Internet under [www.morphosys.com/agm](http://www.morphosys.com/agm).

In addition, shareholders and shareholders' representatives attending the Annual General Meeting will also have the option to appoint Company proxies during the Annual General Meeting and have these proxies exercise the voting rights as instructed.

#### Legal notes concerning the issue of proxy and voting instructions to the Company's proxies:

The Company's proxies exercise voting rights solely on the basis of the relevant shareholder's instructions and are obliged to vote as instructed. The Company's proxies do not have any discretionary powers whatsoever when casting their votes. The Company's proxies shall not accept any proxies for filing objections to shareholders' resolutions, exercising the right to speak and ask questions or making applications.

During the voting procedure, the Company's proxies will, in the following cases, abstain in a subtractive procedure or not participate in the voting in an additive procedure: if voting instructions have not been issued or are unclear, when voting on a counter-motion or motion on published agenda items proposed by shareholders, on motions unknown prior to the AGM (e.g. procedural motions), and when voting on a resolution proposed by the Company's Management diverging from that published in the notice to the AGM in the Federal Gazette.

If the Company's proxies receive several proxies with voting instructions from one individual shareholder and/or through different channels (postal mail, fax, E-Mail, internet), the last valid proxy received will be considered binding with the corresponding voting instructions.

You or a proxy of your choice are/is entitled to personally attend the AGM on May 22, 2019 even after issuing a proxy to the Company's proxies. However it is mandatory to revoke the former issued proxy to the Company's proxies in text form. A special form to revoke a former issued proxy to the Company's proxies is available for download on the Company's website at [www.morphosys.com/agm](http://www.morphosys.com/agm) and is also available at the registration desks on the site of the AGM.

**If you have any queries, contact our hotline on telephone No. +49(0)89.889690-620, from Monday to Friday between 9:00 a.m. and 5:00 p.m. (Central European Summer Time).**