

**Amendment to the Declaration
about Corporate Management pursuant to § 289 a HGB
for the Business Year 2009**

After reviewing and intense internal discussion at the beginning of 2010, the Company has now decided not to comply with the recommendation of a performance-related remuneration for members of the Supervisory Board as provided in sec. 5.4.6 of the Corporate Governance Code in the version of June 18, 2009. This recommendation was previously fulfilled through a “phantom stock” scheme for Supervisory Board members, which ended in fiscal year 2009.

Therefore, the declaration about corporate management pursuant to § 289 a HGB has to be amended as follows:

The remuneration for the Supervisory Board as proposed to the General Shareholders' Meeting 2010 only provides for fixed remuneration components and no longer for performance-related remuneration within the meaning of the code sec. 5.4.6. The Company's decision is consistent with the view of an increasing number of experts on Supervisory Board compensation, who regard performance-related payments to board members as potentially giving rise to a conflict of interests in a body whose duties include setting and assessment of objectives for the Company's long-term development.

Martinsried/Planegg, March 11th, 2010
MorphoSys AG

For the Management Board:

Dr. Simon Moroney
Chief Executive Officer

Dave Lemus
Chief Financial Officer

Dr. Arndt Schottelius
Chief Development Officer

Dr. Marlies Sproll
Chief Scientific Officer

For the Supervisory Board:

Dr. Gerald Möller
Chairman